Genpact LTD
Form DEFR14A
April 10, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

GENPACT LIMITED

(Name of Registrant as Specified In Its Charter)

None

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

EXPLANATORY NOTE

We are filing this amendment to our definitive proxy statement, originally filed with the Securities and Exchange Commission on April 9, 2014, in order to correct certain information in the Summary Compensation Table which was originally set forth on page 29 of the Proxy Statement and the CEO Realizable Compensation table which was originally set forth on page 30 of the Proxy Statement. All data distributed to shareholders contained correct information.

April 9, 2014

Dear Fellow Shareholder:

I am pleased to invite you to attend the 2014 Annual General Meeting of Shareholders of Genpact Limited to be held on Wednesday, May 7, 2014 at John Hancock Tower, 200 Clarendon Street, 42nd Floor, Boston, Massachusetts 02116. The Annual General Meeting will commence at 10 a.m. local time.

At the annual meeting, we expect to consider and act upon the following matters:

(1) To elect eleven (11) directors to hold office until the next annual election and until their successors are duly elected and qualified;

(2) To ratify and approve the appointment of KPMG as our independent registered public accounting firm for the fiscal year ending December 31, 2014;

(3) To approve, on an advisory basis, the compensation of the Company s named executive officers; and

(4) To transact such other business as may properly come before the meeting or any adjournment thereof.

Details regarding admission to the meeting and the business to be conducted at the meeting are more fully described in the accompanying Notice of 2014 Annual General Meeting and Proxy Statement.

Your vote is important. Whether or not you plan to attend the annual meeting, I hope you will vote as soon as possible. Voting by proxy will ensure your representation at the Annual General Meeting if you do not attend in person. Please review the instructions on the enclosed proxy card regarding each of your voting options.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder meeting to be held on May 7, 2014. The proxy statement and annual report on Form 10-K are available at *www.genpact.com*.

Thank you for your ongoing support of and continued interest in Genpact.

Sincerely,

N.V. Tyagarajan

President and Chief Executive Officer

GENPACT LIMITED

NOTICE OF 2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS

To Be Held on May 7, 2014

The 2014 Annual General Meeting of Shareholders of Genpact Limited, which is referred to herein as the annual meeting or the meeting, will be held on Wednesday, May 7, 2014, at John Hancock Tower, 200 Clarendon Street, 42nd Floor, Boston, Massachusetts 02116. The annual meeting will commence at 10 a.m. local time and the following matters will be considered and acted upon at the annual meeting:

(1) To elect eleven (11) directors to hold office until the next annual election and until their successors are duly elected and qualified;

(2) To ratify and approve the appointment of KPMG as our independent registered public accounting firm for the fiscal year ending December 31, 2014;

(3) To approve, on an advisory basis, the compensation of the Company s named executive officers; and

(4) To transact such other business as may properly come before the meeting or any adjournment thereof.

Shareholders of record at the close of business on March 3, 2014 are entitled to vote at the annual meeting. Your vote is important regardless of the number of shares you own. Whether you expect to attend the annual meeting or not, please complete, sign, date and promptly return the enclosed proxy card in the postage-prepaid envelope we have provided. You can also submit your proxy to vote your shares over the Internet as provided in the instructions set forth on the proxy card. Your prompt response will ensure that your shares are represented at the annual meeting. You can change your vote and revoke your proxy at any time before the polls close at the annual meeting by following the procedures described in the accompanying proxy statement.

All shareholders are cordially invited to attend the annual meeting.

By Order of the Board of Directors,

Victor F. Guaglianone

Corporate Secretary

April 9, 2014

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GENPACT LIMITED

Canon s Court

22 Victoria Street

Hamilton, HM 12

Bermuda

PROXY STATEMENT FOR ANNUAL GENERAL MEETING OF SHAREHOLDERS

May 7, 2014

This proxy statement contains information about the 2014 Annual General Meeting of Shareholders of Genpact Limited, which we refer to in this proxy statement as the annual meeting or the meeting. The annual meeting will be held on Wednesday May 7, 2014, at John Hancock Tower, 200 Clarendon Street, 42nd Floor, Boston, Massachusetts 02116. The annual meeting will commence at 10 a.m. local time.

This proxy statement is furnished by the board of directors of Genpact Limited, which is also referred to as Genpact or the Company in this proxy statement, in connection with the solicitation of proxies for use at the annual meeting and at any adjournment of the annual meeting. All proxies will be voted in accordance with the instructions they contain. If no instruction is specified on a proxy, it will be voted in accordance with the recommendation of our board of directors. The board of directors recommends that you vote FOR Proposals 1, 2 and 3. A shareholder may revoke any proxy at any time before it is exercised by giving our Secretary written notice to that effect either before or at the annual meeting by signing and submitting another proxy with a later date or by attending the meeting in person and voting such holder s shares.

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2013 is being mailed to shareholders with the Notice of 2014 Annual General Meeting and this proxy statement on or about April 9, 2014.

A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2013 as filed with the United States Securities and Exchange Commission (the SEC), except for exhibits, will be furnished without charge to any shareholder upon written request to us c/o Genpact LLC, 1155 Avenue of the Americas, 4th Floor, New York 10036, Attention: Corporate Secretary.

IMPORTANT INFORMATION ABOUT THE ANNUAL GENERAL MEETING AND VOTING

What is the purpose of the annual meeting?

At the annual meeting, shareholders will consider and act on the following matters:

1. To elect eleven (11) directors to hold office until the next annual election and until their successors are duly elected and qualified.

2. To ratify and approve the appointment of KPMG as our independent registered public accounting firm for the fiscal year ending December 31, 2014.

3. To approve, on an advisory basis, the compensation of the Company s named executive officers.

4. To transact such other business as may properly come before the annual meeting or any adjournment thereof.

Who can vote?

To be able to vote, you must have been a shareholder of record at the close of business on March 3, 2014. This date is the record date for the annual meeting.

Shareholders of record at the close of business on March 3, 2014 are entitled to vote on each proposal at the annual meeting. The number of outstanding common shares entitled to vote on each proposal at the meeting is 231,726,562.

How many votes do I have?

Each common share of Genpact that you owned on the record date entitles you to one vote on each matter that is voted on at the annual meeting.

Is my vote important?

Your vote is important regardless of how many common shares you own. Please take the time to read the instructions below and vote. Choose the way to vote that is easiest and most convenient for you and submit your proxy so your vote is cast as soon as possible.

How do I vote?

If you are a record holder of Genpact shares, you may deliver your proxy to vote your shares in one of the following ways or you may vote in person at the annual meeting. If you hold your shares in street name, refer to the information below on how to vote your shares.

You may submit your proxy to vote by mail. You may vote by completing and signing the proxy card that accompanies this proxy statement and promptly mailing it in the enclosed postage-prepaid envelope. You do not need to put a stamp on the enclosed envelope if you mail it in the United States. The shares you own will be voted according to the instructions on the proxy card you mail. If you sign and return the proxy card, but do not give any instructions on a particular matter to be voted on as described in this proxy statement, the shares you own will be voted in accordance with the recommendations of our board of directors. The board of directors recommends that you vote **FOR** Proposals 1, 2 and 3.

You may submit your proxy to vote over the Internet. If you have Internet access, you may submit your proxy to vote your shares from any location in the world by following the Electronic Voting Instructions set forth on the enclosed proxy card.

You may vote in person. If you attend the meeting at the location set forth in the accompanying Notice of 2014 Annual General Meeting, you may vote by delivering your completed proxy card in person or you may vote by completing a ballot. Ballots will be available at the meeting. If you attend the meeting in person you will need to bring an acceptable form of photo identification, such as a driver s license or passport.

Can I change my vote after I have mailed my proxy card or after I have submitted my proxy to vote my shares over the Internet?

Yes. You can revoke your proxy and change your vote at any time before the polls close at the meeting by doing any one of the following things:

- signing and delivering another proxy with a later date to our Corporate Secretary, c/o Genpact LLC, 1155 Avenue of the Americas, 4th Floor, New York, New York 10036 USA;
- submitting another proxy to vote with a later date over the Internet;
- giving our Corporate Secretary written notice before or at the meeting that you want to revoke your proxy; or
- voting in person at the meeting.

Your attendance at the meeting alone will not revoke your proxy.

Can I vote if my shares are held in street name ?

If the shares you own are held in street name by a bank or brokerage firm, your bank or brokerage firm, as the record holder of your shares, is required to vote your shares according to your instructions. In order to vote your shares, you will need to follow the directions your bank or brokerage firm provides you. Many banks and

brokerage firms also offer the option of voting over the Internet or by telephone, instructions for which would be provided by your bank or brokerage firm on your vote instruction form.

If your shares are held in street name, you must bring an account statement or letter from your brokerage firm or bank showing that you are the beneficial owner of the shares as of the record date in order to be admitted to the meeting on May 7, 2014. To be able to vote your shares held in street name at the meeting, you will need to obtain a proxy card from the holder of record.

What is a broker non-vote?

Generally, a broker non-vote occurs when a broker, bank or other nominee that holds shares in street name for customers is precluded from exercising voting discretion on a particular proposal because (1) the beneficial owner has not instructed the nominee how to vote, and (2) the nominee lacks discretionary voting power to vote such shares. Under New York Stock Exchange (NYSE) rules, a nominee does not have discretionary voting power with respect to the approval of non-routine matters absent specific voting instructions from the beneficial owners of such shares.

All proposals other than the ratification of KPMG as the Company s independent registered public accountants for fiscal year 2014 are non-routine matters and, therefore, common shares held in street name will not be voted with respect to these proposals without voting instructions from the beneficial owners. You should follow the instructions provided by your nominee in directing your nominee on how to vote your shares.

What constitutes a quorum?

In order for business to be conducted at the annual meeting with respect to a particular matter, a quorum must be present for that particular matter. For each of the proposals described in the accompanying Notice of 2014 Annual General Meeting, we will have a quorum if at least two shareholders are present in person or by proxy who hold or represent more than 50 percent of the outstanding shares entitled to vote, or at least 115,863,282 shares. Common shares represented in person or by proxy (including broker non-votes and shares that abstain or do not vote with respect to a particular proposal to be voted upon) will be counted for the purpose of determining whether a quorum exists at the annual meeting for that proposal. Broker non-votes are shares that are held in street name by a bank or brokerage firm that indicates on its proxy that it does not have discretionary authority to vote on a particular matter.

If a quorum is not present, the annual meeting will be adjourned until a quorum is obtained.

What vote is required for each item?

For each of the proposals being considered at the annual meeting, approval of the proposal requires the affirmative vote of a simple majority of the votes cast. There is no cumulative voting in the election of directors. The election of each director nominee will be considered and voted upon as a separate proposal. Abstentions and broker non-votes are not counted as votes cast and will not affect the voting results on any proposals. If the proposal for the election of a director nominee does not receive the required majority of the votes cast, then the director will not be elected and the position on the board of directors that would have been filled by the director nominee will become vacant. The board of directors has the ability to fill any vacancy upon the recommendation of its nominating and governance committee.

How will votes be counted?

Each common share will be counted as one vote according to the instructions contained on a properly completed proxy, whether submitted by mail, over the Internet, or on a ballot voted in person at the annual meeting. Shares will not be voted in respect of a proposal if either (1) the shareholder abstains from voting on a particular matter, or (2) the shares are broker non-votes. If the shareholder signs and submits but does not indicate voting instructions on the proxy card, the proxies will have the authority to vote in respect of all proposals.

3

Who will count the votes?

An independent vote tabulator will count the votes. Computershare has been appointed by the board of directors as the independent Inspector of Election and will determine the existence of a quorum and validity of proxies and ballots, and certify the results of the voting.

How does the board of directors recommend that I vote on the proposals?

The board of directors recommends that you vote:

FOR the election of the eleven directors listed under Proposal 1 to hold office until the next annual election and until their successors are duly elected;

FOR the ratification and approval of the appointment of KPMG as our independent registered public accounting firm for the fiscal year ending December 31, 2014; and

FOR the approval, on an advisory basis, of the compensation of the Company s named executive officers.

Will any other business be conducted at the meeting or will other matters be voted on?

The board of directors does not know of any other matters that may properly come before the meeting. If any other matter properly comes before the meeting, the persons named in the proxy card that accompanies this proxy statement, whether you submit your proxy by mail or through the Internet, will exercise their judgment in deciding how to vote, or otherwise act, at the meeting with respect to that matter or proposal.

Where can I find the voting results?

We will report the voting results in a current report on Form 8-K within four business days of the 2014 annual meeting.

How and when may I submit a shareholder proposal, including a shareholder nomination for director, for the 2015 annual general meeting?

Our bye-laws contain advance notice procedures with regard to shareholder proposals not related to director nominations. If you are interested in submitting a proposal for inclusion in the proxy statement for the 2015 annual general meeting, you need to follow the procedures outlined in Rule 14a-8 of the Securities Exchange Act of 1934, or the Exchange Act. To be eligible for inclusion, we must receive your shareholder proposal intended for inclusion in the proxy statement for our 2015 Annual General Meeting of Shareholders at the New York City address set forth below no later than December 10, 2014.

Bermuda law provides that shareholders who collectively hold at least 5% of the total voting rights of our outstanding common shares, or any group comprised of at least 100 or more registered shareholders, may require a proposal to be submitted to an annual general meeting of shareholders. Bermuda law generally requires that notice of such a proposal must be deposited at our registered office not less than six weeks before the date of the meeting.

A shareholder s notice to our corporate secretary must be in proper written form and must set forth, as to each matter the shareholder proposes to bring before the meeting:

a description of the business desired to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and if such business includes a proposal to amend our bye-laws, the language of the proposed amendment), the reasons for conducting the business at the meeting and any material interest in such business of such shareholder on whose behalf the proposal is made;

the name and record address of the shareholder;

the class and number of shares of our share capital which are owned and of record by the shareholder;

a representation that the shareholder is a holder of record of our shares entitled to vote at the meeting and that the shareholder intends to appear in person or by proxy at the meeting to propose such business; and

a representation as to whether the shareholder intends or is part of a group which intends to deliver a proxy statement or form of proxy to holders of at least the percentage of our outstanding share capital required to approve or adopt the business proposal, or otherwise to solicit proxies from shareholders in support of such proposal.

Our bye-laws also contain advance notice procedures with regard to shareholder proposals related to the nomination of candidates for election as directors. These procedures provide that any shareholder may nominate persons for election as directors only if written notice of such shareholder s intent to make such nomination is given to our corporate secretary not less than 120 days nor more than 150 days prior to the date of the proxy statement released to shareholders in connection with the prior year s annual meeting.

A shareholder s notice to our corporate secretary must be in proper written form and must set forth information related to the shareholder giving the notice and the owner on whose behalf the nomination is made, including:

the name and record address of the shareholder and the owner;

the class and number of shares of our share capital which are owned and of record by the shareholder;

a representation that the shareholder is a holder of record of our shares entitled to vote at that meeting and that the shareholder intends to appear in person or by proxy at the meeting to bring the nomination before the meeting; and

a representation as to whether the shareholder intends or is part of a group which intends to deliver a proxy statement or form of proxy to holders of at least the percentage of our outstanding share capital required to elect the nominee, or otherwise to solicit proxies from shareholders in support of such nomination.

As to each person whom the shareholder proposes to nominate for election as a director:

all information relating to the person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to the Exchange Act; and

the nominee s written consent to being named in the proxy statement as a nominee and to serving as a director if elected.

Any proposals, nominations or notices should be sent to:

Genpact LLC

1155 Avenue of the Americas, 4th Floor

New York, New York 10036

Attention: Corporate Secretary

What are the costs of soliciting these proxies?

We will bear the costs of solicitation of proxies. We are initially soliciting these proxies by mail, but our directors, officers and selected other employees may also solicit proxies by telephone, e-mail or other means of communication without additional remuneration. Directors, officers and employees who help us in solicitation of proxies will not be specially compensated for those services, but they may be reimbursed for their reasonable out-of-pocket expenses incurred in connection with their solicitation. Brokers, custodians and fiduciaries will be requested to forward proxy soliciting material to the owners of our common shares that they hold in their names. We will reimburse banks and brokers for their reasonable out-of-pocket expenses incurred in connection with the distribution of our proxy materials.

Will the 2013 financial statements be presented to the annual meeting?

Yes. At the annual meeting we will present the audited consolidated financial statements for the fiscal year ended December 31, 2013, as required by Bermuda law. Copies of these financial statements are included in our Annual Report on Form 10-K, which we are delivering to you with this proxy statement.

How can I obtain an Annual Report on Form 10-K?

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2013 is available on our website at www.genpact.com. If you would like a copy of our Annual Report on Form 10-K, we will send you one without exhibits at no charge. Please contact:

Genpact LLC

1155 Avenue of the Americas, 4th Floor

New York, New York 10036

Attention: Corporate Secretary

Our website address is provided for convenience only. We are not including the information on our website, or any information which may be linked through our website, as a part of this proxy statement, nor is it incorporated herein.

Householding of Annual Meeting Materials

Some banks, brokers and other nominee record holders may participate in the practice of householding proxy statements and annual reports. This means that only one copy of our proxy statement may have been sent to multiple shareholders in your household. We will promptly deliver a separate copy of either document to you if you contact us at: Genpact LLC, 1155 Avenue of the Americas, 4th Floor, New York, New York 10036, Attention: Corporate Secretary, or by telephone at (212) 553-9501. If you want to receive separate copies of the proxy statement in the future, or if you are receiving multiple copies and would like to receive only one copy per household, you should contact your bank, broker, or other nominee record holder, you may contact us at the above address or by telephone at (212) 553-9501.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table contains information regarding the beneficial ownership of our common shares as of March 7, 2014 by:

- each shareholder we know to own beneficially more than 5% of our outstanding common shares;
- each director;
- each executive officer named in the 2013 Summary Compensation Table under the heading Information about Executive and Director Compensation and
- all of our directors and executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to the securities. Common shares subject to options that are currently exercisable or exercisable within 60 days of March 7, 2014 are deemed to be outstanding and beneficially owned by the person holding such options. Such shares, however, are not deemed to be outstanding for the purposes of computing the percentage ownership of any other person. Percentage of beneficial ownership is based on 231,783,522 common shares of Genpact Limited outstanding on March 7, 2014.

Name of Beneficial Owner(2)	Number of Shares Beneficially Owned(1)	Percentage of Outstanding Shares
Certain Beneficial Owners:		
Glory Investments A Limited(3)	57,537,264	24.82
Wellington Management Company, LLP(4)	27,755,530	11.97
Brown Advisory Incorporated(5)	25,543,907	11.02
William Blair & Co, LLC(6)	16,634,722	7.18
Directors and Executive Officers:		
N.V. Tyagarajan(7)	1,436,827	*
Mohit Bhatia(8)	37,411	*
Piyush Mehta(9)	53,941	*
Arvinder Singh(10)	164,022	*
Mohit Thukral(11)	168,075	*
Amit Chandra(3)(12)	57,543,405	24.83
Laura Conigliaro(13)	6,141	*
David Humphrey(3)(14)	57,543,405	24.83
Jagdish Khattar(15)	116,872	*
James C. Madden(16)	26,562	*
Alex Mandl(17)	5,788	*
Mark Nunnelly(3)(18)	57,543,405	24.83
Robert G. Scott(19)	129,166	*
Hanspeter Spek		*
Mark Verdi(20)	6,141	*
Current Directors and Executive Officers as a group (17 persons)(21)	2,689,357	1.16

* Shares represent less than 1% of outstanding common shares.

(1) Beneficial ownership is determined in accordance with the rules of the SEC and includes voting and/or investment power with respect to the shares shown as beneficially owned.

(2) Unless noted otherwise, the business address of each beneficial owner is c/o Genpact Limited, Canon s Court, 22 Victoria Street, Hamilton, HM 12, Bermuda.

(3) Based solely on a Schedule 13D filed with the SEC on November 5, 2012. The Shares included in this table consist of: (1) 16,022,978 Shares held by Glory Investments A Limited (Glory A), whose Class A shareholder is Bain Capital Partners Asia II, L.P., whose general partner is Bain Capital Investors, LLC

(BCI), (2) 39,508,656 Shares held by Glory Investments B Limited (Glory B), whose Class A shareholder is Bain Capital Partners X, L.P., whose general partner is BCI, (3) 1,865,184 common shares held by Glory Investments IV Limited (Glory IV), whose Class A shareholder is BCIP Associates IV, L.P., whose general partner is BCI, and (4) 140,446 Shares held by Glory Investments IV-B Limited (Glory IV-B), whose Class A shareholder is BCIP Associates IV-B, L.P., whose general partner is BCI. Glory A, Glory B, Glory IV and Glory IV-B (collectively, the Glory Entities) and Glory Investments TA IV Limited (Glory TA IV) are party to an amended and restated shareholders agreement and an investor agreement, each dated October 25, 2012, pursuant to which Glory TA IV was appointed as representative of the investors named therein for matters relating to the voting and disposition of the Shares. BCI is the Class A shareholder of Glory TA IV held by the Glory Entities. The governance, investment strategy and decision-making process with respect to investments held by the Glory Entities is directed by BCI s Global Private Equity Board (GPEB), which is comprised of the following individuals: Steven Barnes, Joshua Bekenstein, John Connaughton, Paul Edgerley, Stephen Pagliuca, Michel Plantevin, Dwight Poler, Jonathan Zhu and Steven Zide. Because of the relationships described in this footnote, GPEB may be deemed to exercise voting and dispositive power with respect to the shares held by the Glory Entities. Each of the members of GPEB disclaims beneficial ownership of such shares to the extent attributed to such member solely by virtue of serving on GPEB. The business address of each of the Glory Entities is c/o Glory Investments TA IV Limited, 6th Floor Altima Building, Ebene Cybercity, Ebene, Mauritius, and the business address of BCI is c/o Bain Capital Investors, LLC, John Hancock Tower, 200 Clarendon Street, Boston, MA 02116.

(4) Based solely on a Schedule 13G/A filed with the SEC on February 14, 2014. The business address of Wellington Management Company, LLP is 280 Congress Street, Boston, Massachusetts 02210.

(5) Based solely on a Schedule 13G/A filed with the SEC on March 11, 2014. Includes 25,543,907 common shares beneficially owned by Brown Advisory Incorporated, 24,891,494 common shares beneficially owned by Brown Advisory, LLC and 652,413 common shares beneficially owned by Brown Investment Advisory and Trust Company. The business address of Brown Advisory Incorporated is 901 South Bond Street, Ste. 400, Baltimore, MD 21231.

(6) Based solely on a Schedule 13G/A filed with the SEC on February 6, 2014. The business address of William Blair & Company, LLC is 222 West Adams Street, Chicago, IL 60606.

(7) This amount includes options to purchase 1,249,380 Shares owned by Mr. Tyagarajan that are exercisable within 60 days and 187,447 Shares held directly by Mr. Tyagarajan.

(8) This amount includes options to purchase 20,421 Shares owned by Mr. Bhatia that are exercisable within 60 days and 16,990 Shares held directly by Mr. Bhatia.

(9) This amount includes options to purchase 29,497 Shares owned by Mr. Mehta that are exercisable within 60 days and 24,444 shares held directly by Mr. Mehta.

(10) This amount includes options to purchase 125,305 Shares owned by Mr. Singh that are exercisable within 60 days and 38,717 Shares held directly by Mr. Singh.

(11) This amount includes options to purchase 129,843 Shares owned by Mr. Thukral that are exercisable within 60 days and 38,232 Shares held directly by Mr. Thukral.

(12) This amount includes 6,141 vested restricted share units held by Mr. Chandra.

(13) This amount is comprised of 6,141 vested restricted share units held by Ms. Conigliaro.

(14) This amount includes 6,141 vested restricted share units held by Mr. Humphrey.

(15) This amount includes options to purchase 92,353 Shares owned by Mr. Khattar that are exercisable within 60 days, 18,378 Shares held directly by Mr. Khattar and 6,141 vested restricted share units.

(16) This amount includes 20,421 common shares held directly by Mr. Madden and 6,141 vested restricted share units.

(17) This amount is comprised of 5,788 vested restricted share units held by Mr. Mandl.

(18) This amount includes 6,141 vested restricted share units held by Mr. Nunnelly.

(19) This amount includes options to purchase 92,353 Shares owned by Mr. Scott that are exercisable within 60 days, 30,672 Shares held directly by Mr. Scott and 6,141 vested restricted share units.

(20) This amount is comprised of 6,141 vested restricted share units held by Mr. Verdi.

(21) Does not include Shares held by the Glory Entities. Each of Messrs. Humphrey and Nunnelly is a Managing Director of BCI and as a result, and by virtue of the relationships described in footnote (3) above, may be deemed to share beneficial ownership of the Shares held by the Glory Entities. The business address of each of Messrs. Humphrey and Nunnelly is c/o Bain Capital Investors, LLC, John Hancock Tower, 200 Clarendon Street, Boston, MA 02116. Mr. Chandra is a Managing Director of Bain Capital Advisors (India) Private Limited. The business address of Mr. Chandra is c/o Bain Capital Advisors (India) Private Limited, 2nd Floor, Free Press House, Nariman Point, Mumbai 400 021, India.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors, executive officers and the holders of more than 10% of our common shares to file with the SEC initial reports of ownership of our common shares and other equity securities on a Form 3 and reports of changes in such ownership on a Form 4 or Form 5. Executive officers, directors and 10% shareholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. Based on our review of copies of reports filed with the SEC and except as set forth in the above table, we do not believe that there are currently any beneficial owners of more than ten percent of our common shares.

Based solely on our review of copies of reports filed by our directors and executive officers with the SEC or written representations from such persons pursuant to Item 405 of Regulation S-K, we believe that during the fiscal year ended December 31, 2013, all filings required to be made by our directors and executive officers pursuant to Section 16(a) with respect to Genpact Limited securities were made in accordance with Section 16(a).

PROPOSAL 1 ELECTION OF DIRECTORS

Our board of directors currently consists of eleven members. The nominating and governance committee of the board of directors has recommended to the board of directors, and the board of directors has nominated, the eleven persons listed in the table below for election as directors with terms expiring at the 2015 annual meeting. Unless a contrary direction is indicated, it is intended that proxies received will be voted for the election as directors of the eleven nominees, each to serve for a one-year term until their successors are elected or the incumbent resigns. Each of the nominees has consented to being named in this Proxy Statement and to serve as a director if elected. In the event any nominee for director declines or is unable to serve, there will be a vacancy created on the board of directors, which the board of directors may fill on the recommendation of the nominating and governance committee.

The following paragraphs provide information as of the date of this proxy statement about each nominee for election to our board of directors.

The information presented includes information each nominee has given us about his or her age, all positions he or she holds, his or her principal occupation and business experience for the past five years, and the names of other publicly held companies of which he or she has served as a director in the past five years. The information presented below reflects the specific experience, qualifications, attributes and skills that led the board to conclude that each of these individuals is well-suited to serve on our board. Information about the number of common shares beneficially owned by each current director appears under the heading Security Ownership of Certain Beneficial Owners and Management.

There are no family relationships among any of the directors and executive officers of Genpact. Messrs. Chandra, Humphrey, Nunnelly and Verdi serve on our board as designees of Glory Investments A Limited, an affiliate of Bain Capital Investors, LLC, or Bain Capital, pursuant to the shareholder agreement described in Certain Relationships and Related Party Transactions Shareholder Agreement. Other than such arrangement, no arrangements or understandings exist between any director or any person nominated for election as a director and any other person pursuant to which such person is to be selected as a director or nominee for election as a director.

Name	Age	Position(s)
N.V. Tyagarajan	53	President, Chief Executive Officer and Director
Robert G. Scott	68	Chairman
Amit Chandra	45	Director
Laura Conigliaro	68	Director
David Humphrey	36	Director
Jagdish Khattar	71	Director
James Madden	52	Director
Alex Mandl	70	Director
Mark Nunnelly	55	Director
Hanspeter Spek	64	Director
Mark Verdi	47	Director

N.V. Tyagarajan has served as our President and Chief Executive Officer since June 2011. From February 2009 to June 2011, he was our Chief Operating Officer. From February 2005 to February 2009, he was our Executive Vice President and Head of Sales, Marketing & Business Development. Mr. Tyagarajan became one of our directors in June 2011. The board concluded that Mr. Tyagarajan is well suited to serve as a director because of his extensive knowledge of our industry and our business and because he is the Chief Executive Officer.

Robert G. Scott became one of our directors in April 2006 and was appointed as our Board Chairman on March 7, 2011. From 2001 to 2003, he served as President and Chief Operating Officer at Morgan Stanley. He also serves as an advisory director at Morgan Stanley and since November 2013 he has been a director of IntercontinentalExchange Group, Inc. Mr. Scott was previously a director of NYSE Euronext until its acquisition

by IntercontinentalExchange, Inc. The board concluded that Mr. Scott is well suited to serve as a director and the chairman of our board because of his experience as the Chief Operating Officer of Morgan Stanley and his experience serving on another public company board.

Amit Chandra became one of our directors in October 2012. He is a Managing Director of Bain Capital and founded its Indian office early in 2008. Prior to joining Bain Capital, he was a Board Member and Managing Director responsible for Global Markets and Investment Banking at DSP Merrill Lynch, a leading investment bank in India, from which he retired in 2007 after 13 years. Mr. Chandra also serves on the Boards of Directors of Tata Investment Corporation and Piramal Enterprises. The board concluded that Mr. Chandra is well suited to serve as a director because of his experience on the boards of public companies in India.

Laura Conigliaro became one of our directors in May 2013. In 2011, she retired as a partner of Goldman Sachs, which she joined in 1996. At Goldman Sachs she served most recently as the co-director of the firm s Americas Equity Research unit, prior to which she was the firm s Technology Equity Research business unit leader while also serving as an analyst covering the hardware systems sector. From 1979 to 1996, Ms. Conigliaro was an analyst at Prudential Securities. Ms. Conigliaro also serves on the boards of directors of Arista Networks and Infoblox Inc. and served on the board of directors of Dell Inc. until it was taken private in November 2013. The board concluded that Ms. Conigliaro is well suited to serve as a director because of her service on other public company boards and her extensive knowledge of the financial services and technology industries.

David Humphrey became one of our directors in October 2012. Mr. Humphrey is a Managing Director in the Private Equity group of Bain Capital, where he has been since 2001. Prior to joining Bain Capital, Mr. Humphrey was an investment banker in the mergers and acquisitions group at Lehman Brothers from 1999 to 2001. Mr. Humphrey also serves on the boards of directors of Bloomin Brands, Inc., Bright Horizons Family Solutions, Inc. and Skillsoft plc. The board concluded that Mr. Humphrey is well suited to serve as a director because of his experience on other public company boards.

Jagdish Khattar became one of our directors in June 2007. He has been the Chairman and Managing Director of Carnation Auto India Pvt. Ltd. since January 2008. From 1999 to 2007, he was the Managing Director and Chief Executive Officer of Maruti Udyog Limited, a publicly listed automobile manufacturer in India. The board concluded that Mr. Khattar is well suited to serve as a director because of his experience running a large company in India.

James C. Madden became one of our directors in January 2005. He currently serves as co-Founder and Managing Director of Carrick Capital Partners. Prior to Carrick, he was the Founder and Managing Partner of Madden Capital Partners, LLC. From January 2007 to February 2011, he served as a General Partner at Accretive LLC, a private equity firm. From 2005 to January 2007, he was a Special Advisor to General Atlantic LLC, a private equity firm. From 1998 to 2004, he was the Chairman and Chief Executive Officer of Exult, Inc. He is also a director on the board of ServiceSource International, Inc. The board concluded that Mr. Madden is well suited to serve as a director because of his extensive experience in our industry.

Alex Mandl became one of our directors in July 2013. He serves as the non-executive chairman of Gemalto N.V., a digital security services provider. He was previously Gemalto s executive chairman and, prior to that, the president and CEO of Gemplus from 2002 to 2006. Mr. Mandl was the chairman and CEO of Teligent, Inc. from 1996 to 2001 and held numerous management positions at AT&T between 1991 and 1996, including president, chief operating officer and chief financial officer. Mr. Mandl also serves on the boards of directors of Gemalto N.V. and Accretive Health, Inc. and served on the board of directors of Dell Inc. until it was taken private in November 2013. The board concluded that Mr. Mandl is well suited to serve as a director because of his service on other public company boards and his extensive knowledge of the technology industry.

Mark Nunnelly became one of our directors in October 2012. Mark Nunnelly is a Managing Director at Bain Capital, where he has been since 1989. Prior to joining Bain Capital, Mr. Nunnelly was a partner of Bain & Company, with experience in the domestic, Asian and European strategy practices. Mr. Nunnelly currently sits on the Boards of Directors of Dunkin Brands and Bloomin Brands Inc. The board concluded that Mr. Nunnelly is well suited to serve as a director because of his experience on other public company boards.

Hanspeter Spek joined our board in March 2014. In 2013, he retired as president, global operations of Sanofi S.A., where he had served in leadership roles since 1985, including as executive vice president of global pharmaceutical operations. Prior to joining Sanofi Pharma in 1985, he held various positions at Pfizer International, Inc. in Germany. The board concluded that Mr. Spek is well suited to serve as a director because of his international experience and his extensive expertise in the pharmaceuticals industry.

Mark Verdi became one of our directors in October 2012. Mr. Verdi is the president of C&S Wholesale Grocers, Inc. Until February 2014, he was a Managing Director at Bain Capital, where he had been since 2004. Prior to Bain Capital, Mr. Verdi worked at IBM Global Services, where he led the Financial Services Business Transformation Outsourcing Group globally. The board concluded that Mr. Verdi is well suited to serve as a director because of his extensive experience in our industry.

Board Recommendation

The board of directors believes that approval of the election of all nominees is in our best interests and the best interests of our shareholders and therefore recommends a vote FOR these nominees.

CORPORATE GOVERNANCE

General

We believe that good corporate governance is important to ensure that Genpact is managed for the long-term benefit of its shareholders. The board of directors has adopted corporate governance guidelines to assist the board of directors in the exercise of its duties and responsibilities and to serve the best interests of our Company and our shareholders. These guidelines, which provide a framework for the conduct of the board of director s business, provide, among other things, that:

- the principal responsibility of the directors is to exercise their business judgment to promote the long-term interests of the Company s shareholders by providing strategic direction to the Company and overseeing management in the performance of the Company s business activities;
- additional responsibilities include reviewing, approving and monitoring significant financial and business strategies as developed by management, evaluating the performance of the Company and its executive officers, approving CEO succession plans and reviewing and approving material transactions and corporate activities not entered into in the ordinary course of business;
- a majority of the members of the board of directors shall be independent directors;
- the independent directors shall meet at least twice a year in executive session;
- directors shall have full and free access to management and, as necessary and appropriate, independent advisors; and
- at least annually, the nominating and governance committee shall oversee a self-evaluation of the board of directors to determine whether the board of directors and its committees are functioning effectively.

You can access the current charters for our audit committee, compensation committee and nominating and governance committee, our Corporate Governance Guidelines and our Code of Business Conduct and Ethics at *www.genpact.com* or we will send you a copy upon request in writing to:

Genpact LLC

1155 Avenue of the Americas, 4th Floor

New York, New York 10036

Attention: Corporate Secretary

Director Independence

Pursuant to the corporate governance listing standards of the New York Stock Exchange (NYSE), a director employed by us cannot be deemed to be an independent director, and consequently Mr. Tyagarajan is not an independent director. The board has determined that none of the other current directors has a material relationship with us for purposes of the NYSE corporate governance listing standards and accordingly each is independent under such NYSE standards. In making its independence determinations, the board considered the relationship between our Company and Bain Capital, as an affiliate of Bain Capital owns approximately 25% of our outstanding common shares, the fact that

Messrs. Chandra, Humphrey, Nunnelly and Verdi serve on our board as designees of Bain Capital pursuant to the terms of the shareholder agreement and the fact that Messrs. Chandra, Humphrey and Nunnelly are managing partners of Bain Capital.

Director Nomination Process

In considering whether to recommend any particular candidate for inclusion in the board of directors slate of recommended director nominees, the nominating and governance committee applies the criteria set forth in our Corporate Governance Guidelines. These criteria include the candidate s integrity, knowledge of our business and industry, experience, diligence, absence of any conflicts of interest and the ability to act in the interests of all shareholders. The committee does not assign specific weights to particular criteria and no particular criterion is a

prerequisite for each prospective nominee. We believe that the backgrounds and qualifications of our directors, considered as a group, should provide a composite mix of experience, knowledge and abilities that will allow the board of directors to fulfill its responsibilities. We do not have a formal or informal diversity policy for board membership, but the nominating and governance committee is committed to considering diversity in accordance with its charter.

Shareholders may recommend individuals to the nominating and governance committee for consideration as potential director candidates by submitting their names, together with appropriate biographical information and background materials and a statement as to whether the shareholder or group of shareholders making the recommendation has beneficially owned more than 5% of our common shares for at least a year as of the date such recommendation is made, to the nominating and governance committee, c/o Genpact LLC, 1155 Avenue of the Americas 4th Floor, New York, NY 10036. Assuming that appropriate biographical and background material has been provided on a timely basis, the committee will evaluate shareholder-recommended candidates by following substantially the same process, and applying substantially the same criteria, as it follows for candidates submitted by others.

Board of Directors Meetings and Committees

The board of directors has responsibility for establishing broad corporate policies and reviewing our overall performance rather than day-to-day operations. The board of directors primary responsibility is to oversee the management of Genpact and, in so doing, serve the best interests of the Company. Subject to the recommendations of the nominating and governance committee, the board of directors selects, evaluates and provides for the succession of executive officers and the board of directors nominates for election at annual general shareholder meetings individuals to serve as directors of Genpact and elects individuals to fill any vacancies on the board of directors to the extent not filled by shareholders in general meetings. It reviews and approves corporate objectives and strategies, and evaluates significant policies and proposed major commitments of corporate resources. Management keeps the directors informed of Company activity through presentations at board of directors and committee meetings.

The board of directors met, in person or telephonically, 7 times in fiscal 2013. During fiscal 2013, each of our directors standing for re-election attended 75% or more of the total number of meetings of the board of directors and the committees of which such director was a member during the period of time he served on such committee. The board of directors has standing audit, compensation and nominating and governance committees. Each committee has a charter that has been approved by the board of directors. Each committee must review the appropriateness of its charter and perform a self-evaluation at least annually. Mr. Tyagarajan is the only director who is an employee of Genpact and he does not participate in any meeting at which his compensation is evaluated. All members of all committees are non-employee directors and the board of directors has determined that all of the members of our three standing committees are independent as defined under the rules of the NYSE, and, in the case of all members of the audit committee, the independence requirements contemplated by Rule 10A-3 under the Exchange Act.

Our Corporate Governance Guidelines set forth our policy that directors are expected to attend annual general meetings of shareholders. Except for Mr. Mandl, who became a director in July 2013, and Mr. Spek, who became a director in March 2014, all of our directors standing for re-election attended the 2013 annual meeting.

Audit Committee. The audit committee has responsibility for, among other things:

appointing, approving the compensation of, and assessing the independence of our registered public accounting firm;

overseeing:

the performance of any registered public accounting firm employed by us to provide audit services, including the firm s qualifications and independence;

the quality and integrity of our accounting and reporting practices and controls, including our financial statements and reports;

the performance of our internal audit function; and

our compliance with legal and regulatory requirements;

preparing an audit committee report as required by the SEC to be included in our annual proxy statement;

reporting regularly to our full board of directors with respect to any issues raised by the foregoing; and

investigating any matter brought to its attention within the scope of its duties and retaining counsel for this purpose where appropriate.

Our audit committee consists of Ms. Conigliaro and Messrs. Khattar and Mandl. Mr. Mandl has been determined to be an audit committee financial expert, as such term is defined in Item 407(d)(5) of Regulation S-K, and to have accounting or related financial management expertise as required by the NYSE listing standards. The audit committee met 11 times during fiscal 2013.

Compensation Committee. Our compensation committee has responsibility for, among other things:

reviewing our compensation practices and policies, including equity benefit plans;

reviewing and approving performance and compensation for our chief executive officer, chairman of the board of directors, senior executives and directors;

reviewing and consulting with our chief executive officer concerning selection of officers, performance of individual executives and related matters;

reviewing and discussing the management disclosures in our Compensation Discussion and Analysis and recommending to the board whether such disclosures shall be included in the appropriate regulatory filing;

overseeing our stock plans, incentive compensation plans and any such plans that the board may from time to time adopt and exercising all the powers, duties and responsibilities of the board of directors with respect to such plans;

preparing a compensation committee report for inclusion in our proxy statement;

selecting and retaining a compensation consultant and outside advisors to provide independent advice to the committee; and

reporting regularly to our full board of directors with respect to any issues raised by the foregoing.

Our compensation committee consists of Messrs. Madden, Nunnelly and Scott. The compensation committee met 5 times during fiscal 2013. For additional information about the compensation committee s processes and procedures with respect to the consideration and determination of compensation, see Compensation Discussion and Analysis below.

Nominating and Governance Committee. Our nominating and governance committee has responsibility for, among other things:

making recommendations as to the size, composition, structure, operations, performance and effectiveness of our board of directors;

establishing criteria and qualifications for membership on our board of directors and its committees;

assessing and recommending to our board of directors strong and capable candidates qualified to serve on our board of directors and its committees;

developing and recommending to our board of directors a set of corporate governance principles, including independence standards;

conducting an annual review and evaluation of our chief executive officer, our board of directors and our board committees;

overseeing the succession plans for our chief executive officer and senior management;

otherwise taking a leadership role in shaping our corporate governance; and

reporting regularly to our full board of directors with respect to any issues raised by the foregoing.

Our nominating and governance committee consists of Messrs. Chandra, Madden and Scott. The nominating and governance committee met 3 times during fiscal 2013.

Board Leadership Structure and Role in Risk Oversight

The positions of chairman of the board and Chief Executive Officer have historically been separated at Genpact. Separating these positions allows our Chief Executive Officer to focus on our day-to-day business, while allowing the chairman of the board to lead the board in its exercise of business judgment to promote the long-term interests of our shareholders by providing strategic direction and overseeing management. The Board believes that separating these positions is the appropriate leadership structure for us at this time.

Our management is responsible for risk management on a day-to-day basis. The role of our board and its committees is to oversee the risk management activities of management. The Audit Committee assists the board in fulfilling its oversight responsibilities with respect to risk management in the areas of financial reporting, internal controls and compliance with legal and regulatory requirements, and, in accordance with NYSE requirements, discusses policies with respect to risk assessment and risk management. The Compensation Committee assists the board in fulfilling its oversight responsibilities with respect to the management of risks arising from our compensation policies and programs. The Nominating and Governance Committee assists the board in fulfilling its oversight responsibilities with respect to the management of risks associated with board organization, membership and structure, succession planning for our directors and executive officers, and corporate governance.

Communicating with the Independent Directors

The board of directors will give appropriate attention to written communications that are submitted by shareholders and other interested parties, and will respond if and as appropriate. The nominating and governance committee, with the assistance of the Company s General Counsel, is primarily responsible for monitoring communications from shareholders and other interested parties and for providing copies or summaries to the other directors as its members consider appropriate. Our non-executive chairman, Mr. Scott, is a member of the nominating and governance committee, a member of the compensation committee and also serves as the presiding director at all executive sessions of our non-management directors.

Communications will be forwarded to all directors if they relate to important substantive matters and include suggestions or comments that the nominating and governance committee considers to be important for the directors to know. In general, communications relating to corporate governance and corporate strategy are more likely to be forwarded than communications relating to ordinary business affairs, personal grievances and matters as to which the Company may receive repetitive or duplicative communications.

Shareholders and interested parties who wish to send communications on any topic to the board of directors should address such communications to:

Board of Directors

Genpact Limited

c/o Genpact LLC

1155 Avenue of the Americas, 4th Floor

New York, New York 10036

Attention: Corporate Secretary

Code of Conduct and Ethics

Our board of directors has adopted a code of ethical business conduct applicable to our directors, officers and employees in accordance with applicable rules and regulations of the SEC and the New York Stock Exchange. The code of ethics is posted on our web site at www.genpact.com under the heading Investors Corporate Governance. We will also provide a copy of the code of ethics to shareholders upon request. We disclose any material amendments to the code of ethics, as well as any waivers for executive officers or directors, on our web site.

Report of the Audit Committee

The audit committee has reviewed our audited consolidated financial statements for the fiscal year ended December 31, 2013 and has discussed these financial statements with our management and independent registered public accounting firm.

The audit committee has also received from, and discussed with, KPMG, our independent registered public accounting firm, various communications that our independent registered public accounting firm is required to provide to the audit committee, including the matters required to be discussed by Public Company Accounting Oversight Board Auditing Standard No. 16, Communications with Audit Committees and the Statement on Auditing Standards No. 61, Communication with Audit Committees, as amended.

Our independent registered public accounting firm also provided the audit committee with the written disclosures and the letter required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm s communications with the audit committee concerning independence. The audit committee has discussed with the independent registered public accounting firm their independence from Genpact.

Based on its discussions with management and the independent registered public accounting firm, and its review of the information provided by management and the independent registered public accounting firm, the audit committee recommended to our board that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2013.

By the Audit Committee of the Board of Directors

Alex Mandl, Chair
Laura Conigliaro
Jagdish Khattar

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Policies and Procedures for Related Party Transactions

Our board of directors has adopted written policies and procedures for the review of any transaction, arrangement or relationship in which Genpact Limited is a participant, the amount involved exceeds $1,000,000 (or such lower threshold as our audit committee may from time to time determine), and one of our officers, directors, director nominees or 5% shareholders (or their immediate family members), each of whom we refer to as a related person, has a direct or indirect material interest.

If a related person proposes to enter into such a transaction, arrangement or relationship, which we refer to as a related person transaction, the related person must report the proposed related person transaction to our General Counsel. The policy calls for the proposed related person transaction to be reviewed and, if deemed appropriate, approved by the board s audit committee. Whenever practicable, the reporting, review and approval will occur prior to entry into the transaction. If advance review and approval is not practicable, the audit committee will review, and, in its discretion, may ratify the related person transaction. The policy also permits the chair of the audit committee to review and, if deemed appropriate, approve proposed related person transactions that arise between committee meetings, subject to ratification by the audit committee at its next meeting. Any related person transactions that are ongoing in nature will be reviewed annually.

A related person transaction reviewed under the policy will be considered approved or ratified if it is authorized by the audit committee after full disclosure of the related person s interest in the transaction. The audit committee will review and consider such information regarding the related person transaction as it deems appropriate under the circumstances.

The audit committee may approve or ratify the transaction only if the audit committee determines that, under all of the circumstances, the transaction is in the Company s best interests. The audit committee may impose any conditions on the related person transaction that it deems appropriate.

In addition to the transactions that are excluded by the instructions to the SEC s related person transaction disclosure rule, the board has determined that the following transactions do not create a material direct or indirect interest on behalf of related persons and, therefore, are not related person transactions for purposes of this policy:

interests arising solely from the related person s position as an executive officer of another entity (whether or not the person is also a director of such entity) that is a participant in the transaction, where (a) the related person and all other related persons own in the aggregate less than a 10% equity interest in such entity, (b) the related person and his or her immediate family members are not involved in the negotiation of the terms of the transaction and do not receive any special benefits as a result of the transaction, (c) the amount involved in the transaction equals less than the greater of $1 million dollars or 2% of the annual consolidated gross revenues of the other entity that is a party to the transaction, and (d) the amount involved in the transaction equals less than 2% of our annual gross revenues; and a transaction that is specifically contemplated by provisions of our charter or bye-laws.

Shareholder Agreement

The shareholder agreement among us and certain affiliates of Bain Capital provides that Bain Capital is entitled to nominate four persons to our board of directors so long as it maintains certain minimum shareholding thresholds, and Bain Capital has agreed to vote its shares to elect such persons. The number of directors that Bain Capital is entitled to appoint is reduced if its ownership of our common shares declines below certain levels and such right ceases if such ownership falls below 7.5% of our outstanding common shares.

Subject to certain conditions and with certain exceptions, the shareholder agreement grants Bain Capital the right, beginning on April 25, 2015, to require us to register for public resale under the Securities Act of 1933 all common shares that it requests be registered. In addition, beginning on April 25, 2015, and subject to certain conditions and with certain exceptions, the shareholder agreement grants Bain Capital piggyback rights on any registration for our account or the account of any other holder of our common shares. These rights are subject to

certain limitations, including customary cutbacks and other restrictions. In connection with our initial public offering or the other registrations described above, we have and will indemnify any selling shareholders against liabilities resulting from violations of federal or state securities laws by us in connection with any registration statement, prospectus or other disclosure statement used in connection with any registration of our securities and, subject to certain exceptions, we will bear all fees, costs and expenses, except underwriting discounts and selling commissions.

Prior to the one-year anniversary of the date when Bain Capital s ownership of our common shares falls below 7.5%, Bain Capital is subject to certain restrictions with respect to the acquisition of additional securities of, and certain exercises of control over, including making any offers for the purchase of, the Company. Notwithstanding the foregoing, the shareholder agreement grants Bain Capital the right to maintain its percentage ownership in the event we issue additional securities by purchasing a percentage of any additional securities we issue.

The shareholder agreement also regulates the parties conduct concerning corporate opportunities, and our directors who are affiliated with Bain Capital are not required to present to us corporate opportunities (*e.g.*, acquisitions or new potential clients) of which they become aware.

INFORMATION ABOUT EXECUTIVE OFFICERS

Background Information

Brief biographies of our executive officers follow. You will find information about their beneficial ownership of common shares on page 7 under the caption Security Ownership of Certain Beneficial Owners and Management. All executive officers are appointed by the board of directors. All officers hold office at the discretion of the board.

Name	Age	Position(s)
N.V. Tyagarajan	53	President, Chief Executive Officer and Director
Mohit Bhatia	49	Chief Financial Officer
Patrick Cogny	47	Senior Vice President, Infrastructure, Manufacturing and Services
Victor Guaglianone	59	Senior Vice President and General Counsel
Piyush Mehta	45	Senior Vice President, Human Resources
Arvinder Singh	49	Senior Vice President, Capital Markets and IT Services
Mohit Thukral	49	Senior Vice President, Banking, Financial Services, Insurance and Healthcare

N.V. Tiger Tyagarajan has served as our President and Chief Executive Officer since June 2011. He was our Chief Operating Officer from February 2009 to June 2011. From February 2005 to February 2009, he was our Executive Vice President and Head of Sales, Marketing & Business Development. From October 2002 to January 2005, he was Senior Vice President, Quality and Global Operations, for GE s Commercial Equipment Finance division. Between 1999 and 2002, he served as our Chief Executive Officer.

Mohit Bhatia has served as our Chief Financial Officer since March 1, 2010. From December 2004 to February 2010 he was the Senior Vice President and Business Leader for our finance and accounting practice. From October 2003 to December 2004 he served as our Chief Financial Officer.

Patrick Cogny has served as our Senior Vice President of Infrastructure, Manufacturing and Services since August 2011. From 2005 to August 2011, he was the Chief Executive Officer of our affiliate Genpact Europe. Prior to this, he spent 15 years working for GE in the Healthcare business and in the GE Europe corporate headquarters, in France, the United States and Belgium.

Victor Guaglianone has served as our Senior Vice President, General Counsel and Corporate Secretary since January 2007. Prior to this he was in private practice with several major law firms and also spent 16 years at GE Capital, rising to Vice President and Associate General Counsel.

Piyush Mehta has served as our Senior Vice President of Human Resources since March 2005. He has worked for us since 2001 as Vice President of Human Resources.

Arvinder Monty Singh has served as our Senior Vice President, Capital Markets and IT Services since October 2013. From August 2011 to October 2013, he was Senior Vice President, Sales and Marketing, Client Relationships and Re-engineering. From August 2008 to July 2011, he was Global Head of Client Relationships and GE, and from June 2005 to August 2008 he was the Business Leader for Lean Six Sigma, Transitions and Solutions. Prior to joining Genpact in June 2005 he was Senior Vice President, Six Sigma and Chief Quality Officer for GE Vendor Financial Services.

Mohit Thukral has served as our Senior Vice President, Banking, Financial Services, Insurance and Healthcare since July 2011. From 2004 to July 2011, he served as our Senior Vice President and Business Leader, Banking, Financial Services and Insurance.

INFORMATION ABOUT EXECUTIVE AND DIRECTOR COMPENSATION

Compensation Discussion and Analysis

This Compensation Discussion and Analysis section discusses the compensation policies and programs for our Chief Executive Officer (referred to as our CEO), our Chief Financial Officer (referred to as our CFO) and our three next most highly paid executive officers as determined under the rules of the SEC. Such individuals are referred to as our named executive officers.

2013 Financial Highlights

In 2013, Genpact grew revenues, adjusted income from operations and cash flow from operations. The Company s 2013 financial achievements include:

- Revenues were $2.1 billion, up 12.1% from $1.9 billion in 2012.
- Revenues from the Company s Global Clients (clients other than the General Electric Company, or GE) increased approximately 16% over 2012 levels.
- Net income attributable to Genpact Limited shareholders was $229.7 million, up 28.9% from $178.2 million in 2012; net income margin for 2013 was 10.8%, up from 9.4% in 2012.
- Adjusted income from operations increased 12.6% to $352.6 million, up from $313.1 million in 2012.
- Adjusted income from operations margin was 16.5%, unchanged from 2012.
- Cash from operations was $311.6 million, up from $310.7 million of cash from operations in 2012 (including approximately $45 million from an up-front client payment).

Strong financial results have also led to healthy returns to shareholders. For the one-year period ended December 31, 2013, we generated total shareholder returns (measured as the change in our share price) of 18.5%. We believe that the continued focus of our executive officers in advancing our long term business strategy contributed significantly to our operational and financial achievements during 2013.

Pay for Performance Philosophy

The core objective of our executive officer compensation program is to align pay and performance. The compensation of our named executive officers for 2013 reflects both our 2013 performance and commitment to providing executive compensation opportunities that are linked to Company performance and shareholder value creation. We believe that as an employee s level of responsibility increases, so should the proportion of total compensation paid to such employee in the form of performance-based compensation. Accordingly, a significant portion of the total compensation for our named executive officers is in the form of long-term performance equity compensation. The long-term incentives program has included performance share awards since 2010. These awards vest, if at all, based on attainment of specified financial performance metrics and continued service.

The financial metrics for the performance shares granted to executive officers in 2013 were revenues and adjusted operating income margin and the targets were set at the beginning of the year based on anticipated performance for 2013. While we continued to have high client satisfaction levels in 2013 as evidenced by our net promoter scores, our revenue growth for the full year was less than we expected at the beginning of the year and we reduced our outlook for annual revenues in the third quarter of the year. As a result of our 2013 full year revenues being less than anticipated at the beginning of the year, the performance share awards granted to executive officers in 2013 were forfeited for failure to meet threshold revenue performance under the awards. In addition, because our revenues were less than expected at the beginning of the year, the

bonus payments to our CEO and CFO were reduced below the bonus payments for 2012 and the other named executive officers had no increase in their 2013 bonuses over their 2012 bonuses.

Executive Compensation Practices

We strive to maintain sound governance standards and compensation practices by continually monitoring the evolution of best practices. As in prior years, we incorporated many best practices into our 2013 compensation programs, including the following:

Our compensation committee is composed solely of independent directors who benefit from the advice of an independent consulting firm that provides no other services to the Company.

Our performance share award agreements contain claw-back provisions that provide our Board with the authority to recoup shares issued (or sales proceeds received from sale of such shares) from any named executive officer who breaches certain restrictive covenants under any agreement with the Company.

We do not currently offer guaranteed retirement benefits or any non-qualified deferred compensation plans. Instead, we provide our named executive officers with the opportunity to accumulate assets through appreciation of their equity awards, and offer our U.S. based executives the opportunity to participate in our 401(k) Plan on the same basis as all our employees.

Our compensation committee continually reviews the relationship of the CEO s compensation to the Company s performance.

Our compensation committee periodically reviews our compensation peer group and makes adjustments, when appropriate, to further enhance market competitiveness and alignment with investor expectations.

Stock option exercise prices are set at the grant date market price and may not be reduced (except to adjust for stock splits or similar transactions) without shareholder approval.

We regularly evaluate share utilization by reviewing overhang levels (dilutive impact of equity compensation on our shareholders) and annual run rates (the aggregate shares awarded as a percentage of total outstanding shares).

We maintain a formal stock ownership policy, under which the CEO is required to acquire and hold Genpact common shares in an amount representing a multiple of six times his base salary.

We provide only modest perquisites.

We do not provide tax gross-ups.

We do not permit short sales by executive officers or directors.

Compensation Objectives

The primary objectives of our compensation program for our executives, including our named executive officers, are to attract, motivate and retain highly talented individuals who are committed to our core values of leadership, performance, passion, innovation, teamwork, integrity and respect. Our compensation program is designed to reward the achievement of our annual, long-term and strategic goals, such as growing revenues, improving operating margins, improving client satisfaction scores and reducing employee attrition levels. It is also designed to align the interests of our executives, including our named executive officers, with those of our shareholders by rewarding performance that exceeds our goals, with the ultimate objective of increasing shareholder value.

Currently, our compensation committee is responsible for reviewing the overall goals and objectives of our executive compensation programs, as well as our compensation plans, and making any changes to such goals, objectives and plans. Our compensation committee bases our executive compensation on the same objectives that guide us in establishing all of our compensation programs:

Compensation is based on the individual s level of job responsibility.

Compensation reflects the value of the job in the marketplace. A large part of our operations are based in developing economies where there is significant competition for locally-based top executive talent.

Compensation programs are designed to reward performance, both individual and Company.

For fiscal 2013, our executive compensation program had three primary components: (a) base salary, (b) annual cash bonus payments, and (c) equity-based compensation. We also provide other benefits and perquisites.

Our compensation committee considers risk when developing our compensation program and believes that the design of our current compensation program does not encourage excessive or inappropriate risk taking. Our base salaries provide competitive fixed compensation, while annual cash bonuses and equity-based awards encourage annual objectives and goals and long-term consideration rather than short-term risk taking.

Our Process

Our compensation committee typically reviews each component of compensation at least every 15 months with the goal of allocating compensation between cash and non-cash compensation and between long-term and currently paid out compensation, and combining the compensation elements for each executive in a manner we believe best fulfills the objectives of our compensation program.

Our compensation committee is responsible for reviewing the performance and potential of each of our executives, including the named executive officers, approving the compensation level of each of our executives, establishing criteria for granting Company options and other equity awards to our executives and other employees and approving such grants. Each of these tasks is generally performed annually by our compensation committee.

There is no pre-established policy for the allocation of compensation between cash and non-cash components or between short-term and long-term components and no pre-established ratio between the CEO s compensation and that of the other named executive officers. Rather, the Company s compensation committee, which includes experienced directors who serve as members of the boards and compensation committees of other public companies, works closely with our CEO, discussing with him the Company s overall performance, the CEO s own performance and his evaluation of and compensation recommendations for the other named executive officers.

The compensation committee then utilizes its judgment and experience in making all compensation determinations. The compensation committee s determination of compensation levels is based upon what the members of the committee deem appropriate, considering information such as the factors listed above, as well as input from our CEO and information and advice provided by an independent compensation consultant.

Role of CEO in Compensation Decisions. After the end of the 2013 fiscal year, the compensation committee and the CEO discussed our business performance, his performance and his evaluation of, and 2013 cash bonus recommendations for, the other named executive officers and certain other members of senior management. The CEO also provides recommendations on periodic adjustments to base salaries of the other named executive officers. The compensation committee takes into consideration the CEO s recommendations but makes the final decisions on compensation as it deems appropriate. The compensation committee, without the CEO present, determined the CEO s 2013 compensation.

Role of Consultants and Advisors in Compensation Decisions. The compensation committee has the authority to retain and terminate an independent third-party compensation consultant and to obtain independent advice and assistance from internal and external legal, accounting and other advisors. During 2013, the compensation committee utilized the services of an executive compensation consulting firm, Frederic W. Cook & Co., Inc. (F.W. Cook). F.W. Cook was engaged by and reported directly to the compensation committee. F.W. Cook did not provide any other services to the Company in 2013. During 2013, F.W. Cook advised the compensation committee with respect to our CEO s compensation. Our compensation committee determined that its relationship with F.W. Cook and the work of F.W. Cook on behalf of the compensation committee did not raise any conflict of interest.

F.W. Cook provided market data on the compensation of chief executive officers in 2013 among a group of comparable companies to assist the compensation committee in evaluating the compensation for Mr. Tyagarajan.

The companies used for the comparison included companies in our industry with similar revenue and companies we consider to be competing for the same level of executive talent and for which sufficient disclosure was available in publicly available proxy statements at the time of the review. The following companies were used in this peer group analysis:

Alliance Data Systems	Global Payments
Broadridge Financial Solutions	iGate Corp
CGI Group	Infosys Technologies
Ciber	Teletech Holdings
Cognizant Tech Solutions	Towers Watson & Co.
Convergys	WebMD Health
DST Systems	Wipro
ExlService Holdings	WNS Holdings

The compensation committee took into account the results of the review, alternatives provided by F.W. Cook, and other factors, such as Mr. Tyagarajan s long tenure with the Company, when determining Mr. Tyagarajan s 2013 base salary and target bonus.

Consideration of Prior Shareholder Advisory Vote on Executive Compensation. At our 2011 annual meeting of shareholders, we provided our shareholders the opportunity to vote to approve, on an advisory basis, the compensation of our named executive officers. Approximately 73% of the votes cast on such proposal were in favor of the compensation of the named executive officers. Our compensation committee took the results of the vote into account when determining our fiscal year 2013 executive compensation policies and based on the level of approval did not make any material changes to the Company s compensation philosophies, policies and practices or for compensation decisions with respect to 2013 compensation for our named executive officers. The compensation committee will continue to take into account future shareholder advisory votes on executive compensation in considering the Company s executive compensation programs and policies. Based on the voting preference of our shareholders, the frequency of future shareholder advisory votes on executive compensation will be every three years. Accordingly, a shareholder advisory vote will occur at this 2014 annual meeting.

Compensation Components

Base Salary. Base salary is provided to ensure that we are able to attract and retain high quality executives. It is intended to provide a fixed level of overall compensation that does not vary annually based on performance or changes in shareholder value, thereby ensuring that our executives can maintain a standard of living commensurate with their skill set and experience. Base salary reflects the experience, knowledge, skills and performance records our executives, including our named executive officers, bring to their positions and the general market conditions in the country in which the executives are located. We generally do not have employment agreements with our employees except in special cases or where required by local law. We have, however, entered into an employment agreement with our CEO that specifies a minimum base salary as described below.

Our compensation committee typically reviews the salaries of our executives, including our named executive officers, at least every 15 months and determines changes in base salaries based on various factors that include the importance of the role in our overall business, performance and potential of the executive, general Company performance and the market practices in the country where the named executive officer is located. In connection with such review, our CEO provides recommendations and rankings of the executives who directly report to him, including our other named executive officers, and the compensation committee considers the CEO s recommendations in setting base salaries.

N.V. Tyagarajan. On June 15, 2011, we entered into an employment agreement with Mr. Tyagarajan in connection with his becoming our president and chief executive officer. This agreement replaced Mr. Tyagarajan s previous employment agreement, dated as of February 7, 2005. The employment agreement specifies that Mr. Tyagarajan will receive an annual base salary of not less than $600,000, effective June 17, 2011. In January 2013, the compensation committee approved a 5% increase in Mr. Tyagarajan s base salary to

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$630,000, which was in line with the salary increases for other senior executives based in the U.S. The increase was retroactive to September 2012, which was fifteen months after his prior increase and in line with our typical practice to review and, as appropriate, adjust base salaries every fifteen months. In February 2014, the compensation committee reviewed Mr. Tyagarajan s base salary and determined that no increase was appropriate. See Narrative Disclosure to Summary Compensation Table and Grant of Plan-Based Awards Table Employment Agreements with Named Executive Officers.

Mohit Bhatia. We do not have an employment agreement with Mr. Bhatia. Mr. Bhatia s 2013 base salary was INR 15,373,100 (approximately $263,450), reflecting a merit increase in December 2013 of approximately 4% over his 2012 base salary. Mr. Bhatia s 2013 base salary increase was in line with the salary increases for our senior executives located in India and reflects the importance of his role and his personal performance.

Piyush Mehta. We do not have an employment agreement with Mr. Mehta. Mr. Mehta s 2013 base salary was INR 11,819,130 (approximately $202,540), reflecting a merit increase effective July 2013 of approximately 8% over his 2012 salary. Mr. Mehta s 2013 base salary increase was in line with the salary increases for our senior executives located in India and reflects the importance of his role and his personal performance. In January 2014, the compensation committee approved a 39% increase in Mr. Mehta s base salary to INR 16,483,000 (approximately $282,467). His 2014 base salary increase is higher than our past practice and reflects the importance of Mr. Mehta s role, his personal performance and the compensation committee s view that Mr. Mehta s cash compensation was significantly lower than industry standard based on publicly available reports benchmarking executive salaries in the technology industry.

Arvinder Singh. We do not have an employment agreement with Mr. Singh. Mr. Singh s 2013 base salary was $400,000, reflecting a merit increase of 10% in December 2013 over his 2012 base salary. Mr. Singh s base salary increase was at the high end of salary increases for our senior executives located in the United States and reflects the importance of his new role as the leader for our capital markets and information technology businesses in addition to his personal performance.

Mohit Thukral. We do not have an employment agreement with Mr. Thukral. Mr. Thukral s 2013 base salary was INR 14,741,200 (approximately $252,600), reflecting a merit increase of 6% in July 2013 over his 2012 base salary. Mr. Thukral s base salary increase was in line with the salary increases for our senior executives located in India and reflects the importance of his role and his personal performance. In January 2014, the compensation committee approved a 23% increase in Mr. Thukral s base salary to INR 18,175,000 (approximately $311,462). The 2014 increase is higher than our past practice and reflects the importance of Mr. Thukral s role, his personal performance as well as the compensation committee s view that Mr. Thukral s cash compensation was lower than industry standard based on publicly available reports benchmarking executive salaries in the technology industry.

Annual Cash Bonus. Annual cash bonuses are designed to provide rewards to our executives, including our named executive officers, for Company performance and their performance during the most recent year. We believe that the immediacy of these cash bonuses, in contrast to our equity grants, which vest over a period of time, provides a significant incentive to our executives towards achieving their respective individual objectives, our Company objectives and our overall long term and strategic goals, such as client satisfaction, growing revenues, improving operating margins, reducing employee attrition levels and expanding into new geographies and service offerings. Our cash bonuses are an important motivating factor for our executives, in addition to being a significant factor in attracting and retaining our executives.

Bonuses are generally determined by our compensation committee in January or February following the end of the year and, as with the base salary component, are based on the recommendation and rankings provided by our CEO for all executives other than the CEO. The same factors used to determine base salary, which are described above, are used to determine bonuses for the prior year, with a greater emphasis on individual and Company performance than on other factors such as geographic location. For Mr. Tyagarajan, who has an employment agreement that specifies bonus opportunities, the compensation committee also takes into consideration the requirements for bonus payments under his agreement, although the compensation committee

exercises discretion in determining the appropriate bonus amount. See Narrative Disclosure to Summary Compensation Table and Grant of Plan-Based Awards Table Employment Agreements with Named Executive Officers.

In determining 2013 annual cash bonuses for the named executive officers, the compensation committee considered the Company s 2013 operational and financial performance and each named executive officer s role in achieving such Company performance. The compensation committee noted the Company s revenue growth of approximately 12%. In addition, revenues from the Company s Global Clients (clients other than the General Electric Company, or GE) increased approximately 16% over 2012 levels. The compensation committee reviewed each individual s contribution to the Company s 2013 results in determining bonus payment amounts. The bonuses were decided by the compensation committee for the CEO and each other named executive officer while being mindful of the Company performance discussed above as well as individual performance. Because the Company s 2013 growth in revenues was less than expected, the compensation committee determined that bonus payments to our named executive officers should not increase over the bonus payments made for 2012 and, in the case of the CEO and CFO, should be reduced.

N.V. Tyagarajan. Mr. Tyagarajan s 2013 bonus payment was $1,200,000, representing a decline of approximately 25% compared to his 2012 bonus. As the CEO, Mr. Tyagarajan has responsibility for the entire Company, and therefore the compensation committee primarily considered Company performance in determining his 2013 bonus. Due to the scope of Mr. Tyagarajan s position, the compensation committee also determined that a bonus that was materially higher than the other named executive officers was warranted.

Mohit Bhatia. Mr. Bhatia s 2013 bonus payment was INR 4,415,175 (approximately $75,662), representing a decline of approximately 7% compared to Mr. Bhatia s 2012 bonus in local currency. As the CFO, Mr. Bhatia has responsibility for the Company s financial reporting and, in determining Mr. Bhatia s bonus, the compensation committee primarily considered Mr. Bhatia s contributions to achieving our 2013 financial goals.

Piyush Mehta. Mr. Mehta s 2013 bonus payment was INR 4,500,000 (approximately $77,116), reflecting no increase over his 2012 bonus in local currency. As the head of human resources, Mr. Mehta has overall responsibility for employee matters and in determining Mr. Mehta s bonus the compensation committee primarily considered Mr. Mehta s contributions to achieving our 2013 people-related goals.

Arvinder Singh. Mr. Singh s 2013 bonus payment was $197,800, reflecting no increase over his 2012 bonus. Mr. Singh is the business leader for the capital markets and information technology services vertical of the Company and the compensation committee primarily considered the scope of his role and personal performance in determining his bonus payment.

Mohit Thukral. Mr. Thukral s 2013 annual bonus payment was INR 4,554,000 (approximately $78,041), reflecting no increase over his 2012 annual bonus in local currency. In addition, Mr. Thukral was paid a special bonus in the amount of approximately $25,705 for successfully renewing certain key client contracts. Mr. Thukral is the business leader for the banking, financial services, insurance and healthcare vertical of the Company and the compensation committee primarily considered the scope of his role and personal performance in determining his bonus payment.

Equity-Based Compensation. Our equity-based compensation program is designed primarily to attract and retain highly qualified individuals, given that competition for talent is high in our industry, and to align the long-term interests of our executives with those of our shareholders. Equity-based compensation is subject to multi-year vesting requirements, which require continued service of our executives in order for them to realize gains.

The equity award component of our executive officer compensation comprises both options to purchase our common shares and performance share awards. Both of these vehicles are performance-based. Options are granted at the market price of our common shares on the grant date and therefore, require our shares to appreciate in value before any economic benefit may be realized. Performance share awards require that we attain at least the threshold levels of revenue and operating income goals. Accordingly, our executive officers realize no pay from their awards unless we perform.

2013 Performance Share Awards. In May 2013, we granted performance share awards to our named executive officers. The compensation committee believes that including performance shares as part of Genpact s equity-based compensation programs strengthens focus on the Company s operating performance and shareholder value creation, and enhances the retention value of the overall compensation program. The 2013 performance share awards were to vest on December 31, 2016 based on organic revenue growth and adjusted operating income growth for the 2013 fiscal year and continued service through December 31, 2016. The performance goals for these performance shares awards were not achieved and the awards were forfeited.

2013 Stock Option Awards. In May 2013, we granted stock options to our named executive officers. 50% of the stock options granted in 2013 vest in January 2016 and 50% vest in January 2018, subject to continued employment through each vesting date. The 2013 stock option grants were intended as a multi-year award and the compensation committee does not expect to grant additional stock options to the named executive officers prior to 2018.

The 2013 equity awards are described in more detail in Narrative Disclosure to Summary Compensation Table and Grant of Plan-Based Awards Table.

Benefits and Perquisites. We provide other benefits to our named executive officers that are generally available to other employees in the country in which the named executive officer is located. We also provide our named executive officers with certain modest perquisites which we believe are reasonable and consistent with market trends in the countries in which our named executive officers are located. Such benefits and perquisites are intended to be part of a competitive overall compensation program. For more details on the benefits provided to our named executive officers, see 2012 Summary Compensation Table and Narrative Disclosure to Summary Compensation Table and Grant of Plan-Based Awards Table.

Severance Arrangements. Mr. Tyagarajan s employment agreement provides for certain payments and benefits in the event of a termination of employment. The severance payments and benefits were based on individual negotiations with the executive and are an important part of employment arrangements designed to retain the CEO and provide certainty with respect to the payments and benefits to be provided upon certain termination events. For additional details on these payments and benefits, see Potential Payments Upon Termination or Change of Control.

Change of Control. Pursuant to the terms of Mr. Tyagarajan s employment agreement, the vesting of all of his outstanding equity awards will accelerate in full upon a change in control. In the event of a change in control, the performance shares granted to our named executive officers will convert into either a right to receive common shares representing 100% of the target performance shares without regard to performance or a number of common shares based on actual performance, depending on when the change in control occurs. These benefits are described in more detail in Narrative Disclosure to Summary Compensation Table and Grant of Plan-Based Awards Table Employment Agreements with Named Executive Officers N.V. Tyagarajan and Potential Payments Upon Termination or Change of Control.

Equity Grant Practices. All stock options granted by the Company have an exercise price equal to the closing market price of our common shares on the grant date. Equity grants are typically approved at our quarterly compensation committee meetings, and, unless a future effective date is specified, become effective as of the date of the meeting at which they are approved. The dates for our quarterly compensation committee meetings are generally scheduled months, and sometimes up to a year, in advance. In certain cases equity grants to new hires or promoted employees are approved by written consent outside of regularly scheduled compensation committee meetings and are effective as of the latest date a committee member signs the consent. Our compensation committee has delegated limited authority to the CEO and our Senior Vice President of Human Resources to grant equity compensation in between regularly scheduled compensation committee meetings to individuals other than executive officers and directors, with prescribed per person and aggregate quarterly limitations.

Share Ownership Guidelines. The Committee recognizes the critical role that executive share ownership has in aligning the interests of management with those of shareholders. As such, we maintain a formal share

ownership policy, under which the CEO is required to acquire and hold Genpact common shares in an amount representing a multiple of six times his base salary. Until the designated multiple of base salary is reached, the CEO is required to retain 100% of the after-tax net proceeds associated with stock option exercises and vesting of restricted share units and performance shares. Shares counted toward the ownership requirement consist of shares owned by the CEO and shares owned jointly by the CEO and his spouse or held in trust established by the CEO for the benefit of the CEO and/or his family members. Unvested restricted share units and performance share awards and unexercised stock options do not count toward compliance. We expect that as of December 31, 2014, Mr. Tyagarajan will have achieved his target ownership guideline with Genpact share holdings valued at six times his base salary.

Recovery Policy. Our performance share awards provide that if the named executive officer has breached any restrictive covenant under any agreement with the Company during employment or during the one-year period following termination of employment, we have the right to terminate the award and cancel any shares issued under the award and be paid any proceeds received by the officer from the sale of shares issued under the award.

IRC Section 162(m) Compliance. As a result of Section 162(m) of the Internal Revenue Code, publicly-traded companies such as the Company are not allowed a federal income tax deduction for compensation paid to the CEO and the three other highest paid executive officers (other than the CFO) to the extent that such compensation exceeds $1 million per officer in any one year and does not otherwise qualify as performance-based compensation. The 2007 Plan is structured so that compensation deemed paid to an executive officer in connection with the exercise of stock options or stock appreciation rights should qualify as performance-based compensation that is not subject to the $1 million limitation. In addition, restricted share units and performance share awards with performance-vesting goals tied to one or more of the performance criteria approved by the shareholders under the 2007 Plan may also be structured to qualify as performance-based compensation for Section 162(m) purposes.

However, restricted share units and performance share awards subject only to service-vesting requirements will not qualify as such performance-based compensation. Other awards made under the 2007 Plan may or may not so qualify. In establishing the cash and equity incentive compensation programs for the executive officers, it is the compensation committee s view that the potential deductibility of the compensation payable under those programs should be only one of a number of relevant factors taken into consideration, and not the sole governing factor. For that reason the compensation committee may deem it appropriate to continue to provide one or more executive officers with the opportunity to earn incentive compensation, including cash bonus programs tied to the Company s financial performance and restricted share unit and performance share awards, which may be in excess of the amount deductible by reason of Section 162(m) or other provisions of the Internal Revenue Code. It is the compensation committee s belief that cash and equity incentive compensation must be maintained at the requisite level to attract and retain the executive officers essential to the Company s financial success, even if all or part of that compensation may not be deductible by reason of the Section 162(m) limitation.

2013 Summary Compensation Table

The following table sets forth information concerning the compensation of our Chief Executive Officer, Chief Financial Officer, and each of the Company s other three most highly compensated executive officers whose total compensation for the 2013 fiscal year was in excess of $100,000 and who were serving as executive officers at the end of the 2013 fiscal year (referred to as our named executive officers) for the fiscal years ended December 31, 2013, 2012 and 2011. No other executive officers who would have otherwise been includable in such table on the basis of total compensation for the 2013 fiscal year have been excluded by reason of their termination of employment or change in executive status during that year.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Share Awards ($)(1)	Option Awards ($)(2)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total Compensation ($)
N.V. Tyagarajan	2013	632,423	1,200,000	1,567,556	12,495,230		98,796(4)	15,994,005
President, Chief Executive	2012	602,378	1,625,000	2,924,948			161,659	5,313,985
Officer and Director(3)	2011	515,371	1,300,000	5,269,745	1,552,967	30,404	110,592	8,779,079
Mohit Bhatia	2013	254,158	75,662	548,645	1,041,269	3,574(5)	389(6)	1,923,697
Chief Financial Officer(3)	2012	263,603	118,578	589,631		1,207	432	973,450
	2011	289,304	81,765	412,665		8,390	477	792,601
Piyush Mehta	2013	195,041	77,116	627,022	1,207,872	3,853(5)	389(7)	2,111,294
Senior Vice President,	2012	200,278	83,908	687,894		1,008	544	973,631
Human Resources(3)	2011	218,148	77,502	678,789		10,017	477	984,934
Arvinder Singh	2013	369,115	197,800	627,022	1,207,872		29,569(8)	2,431,379
Senior Vice President, Capital	2012	354,441	197,800	687,894			27,644	1,267,779
Markets & IT Services								
Mohit Thukral	2013	245,468	103,746(9)	627,022	1,207,872	7,092(5)	389(10)	2,191,590
Senior Vice President,								
Banking, Financial Services,								
Insurance and Healthcare								

(1) The amounts shown under this column reflect the dollar amount of the aggregate grant date fair value of performance share awards granted during the year pursuant to our 2007 Omnibus Incentive Compensation Plan, calculated in accordance with Financial Accounting Standards Board Codification Topic 718, Compensation Stock Compensation, or FASB ASC Topic 718. The aggregate grant date fair value of the performance share awards is calculated in accordance with FASB ASC Topic 718, based on the probable outcome of the attainment of one or more pre-established performance objectives as of the grant date, which for these awards was 81% of target. Assumptions used in the calculation of these amounts are included in Note 18 Stock-based compensation to our audited consolidated financial statements for the fiscal year ended December 31, 2013 included in our Annual Report on Form 10-K. In accordance with the rules promulgated by the SEC, the amounts shown for awards with performance and service based vesting conditions exclude the impact of estimated forfeiture. The aggregate grant date fair values of the performance share awards, assuming maximum attainment of the performance goals, are as follows: Mr. Tyagarajan $10,043,153; Mr. Bhatia $2,928,425; Mr. Mehta $3,414,225; Mr. Singh $3,870,974; and Mr. Thukral $3,741,227.

(2) The amounts shown represent the aggregate grant date fair value of the stock options awarded to our named executive officers for the applicable year, calculated in accordance with FASB ASC Topic 718, and exclude the impact of estimated forfeitures. Assumptions used in the calculation of these amounts are included in Note 18 Stock-based compensation to our audited consolidated financial statements for the fiscal year ended December 31, 2013 included in our Annual Report on Form 10-K.

(3) Certain payments to Messrs. Tyagarajan, Bhatia, Mehta and Thukral were made using foreign currency. The following foreign exchange rates were used to calculate amounts in the above table for these named executive officers:
US$1/0.0171368 INR in 2013, US$1/0.0186461 INR in 2012 and US$1/ 0.0215285 INR in 2011, with respect to all amounts other than with respect to the Option Awards columns.

(4) The amount shown consists of the following payments and benefits to Mr. Tyagarajan: (a) $6,733 for life insurance plan premiums; (b) $60,000 for personal costs as provided in his employment agreement; (c) $10,200 for our matching contribution to our 401(k) plan; and (d) $21,863 for his automobile lease.

(5) The amount shown represents the change in pension value with respect to the Gratuity Plan benefit for Messrs. Bhatia, Mehta and Thukral which is required to be provided to all employees in India pursuant to Indian law. Assumptions used in the calculation of this amount are included in Note 18 Employee benefit plans to our audited consolidated financial statements for the fiscal year ended December 31, 2013, included in our Annual Report on Form 10-K.

(6) The amount shown consists of payments towards life insurance premiums for Mr. Bhatia.

(7) The amount shown consists of payments towards life insurance premiums for Mr. Mehta.

(8) The amount shown consists of the following payments and benefits to Mr. Singh: (a) $10,200 for our matching contribution to our 401(k) plan; (b) $11,697 for payments relating to our former profit sharing plan for U.S. employees; and (c) $7,672 for executive life insurance premiums.

(9) The amount shown consists of the following payments to Mr. Thukral: (a) annual bonus of approximately $78,041 and (b) special bonus payment of approximately $25,705 for successfully renewing certain key client contracts.

(10) The amount shown consists of payments towards life insurance premiums for Mr. Thukral.

CEO Realizable Compensation

The values reported in our Summary Compensation Table include the estimated fair value of long-term incentive awards at the time of grant. This estimated fair value often differs significantly from the values ultimately received by our senior executives. We believe that realizable compensation, which reflects the actual current value of outstanding long-term incentive awards from prior years, helps us to better assess our pay for performance alignment.

Realizable compensation provides clarity on how compensation outcomes are influenced by company performance. This is particularly important because equity-based awards account for the most significant portion of the total compensation of our CEO and other executive officers. Because the compensation committee believes that long-term, equity-based compensation drives long-term growth, consideration of actual and potential values realizable from awards granted in prior years is a highly relevant factor in assessing the effectiveness of our compensation program s continued ability to align with our shareholders long-term interests.

The following table sets forth the realizable pay for our CEO for 2011, 2012 and 2013.

	2011	2012	2013
Salary	$ 515,371	$ 602,378	$ 632,423
Bonus	$ 1,300,000	$ 1,625,000	$ 1,200,000
Long-Term Incentives			
Option Awards	$	$	$
PSU/RSU Awards(2)(3)	$ 2,895,301	$ 3,714,544	$ 2,404,464
Total Long-Term Incentives	**$ 2,895,301**	**$ 3,714,544**	**$ 2,404,464**
Other Compensation	$ 110,592	$ 161,659	$ 98,796
Total Realizable Compensation(1)	**$ 4,821,264**	**$ 6,103,581**	**$ 4,335,683**

(1) Total realizable compensation is calculated using (a) actual earned base salary, (b) cash bonus and all other non-equity compensation as disclosed in the Summary Compensation Table, (c) equity award values of all restricted share units granted in each year multiplied by the share price on the last day of that fiscal year, (d) equity award values of all performance share units with performance periods ending within the measurement period at the determined outcome multiplied by the share price on the last day of that fiscal year and (e) in the case of stock options, the intrinsic value of all awards granted in each year calculated by subtracting the exercise price from the share price on the last day of that fiscal year.

(2) Adjustments to awards as a result of the special cash dividend have been included in the year in which the associated awards were originally granted.

(3) Restricted share units granted to Mr. Tyagarajan in 2013 have been included in compensation for 2012 because all of the conditions to grant were satisfied in 2012.

The following chart compares the 2011, 2012 and 2013 Summary Compensation Table values for our CEO versus realizable compensation values.

2013 Grants of Plan-Based Awards

The following table provides certain information regarding equity-based awards granted to our named executive officers during the fiscal year ended December 31, 2013. These awards were granted under the 2007 Omnibus Incentive Compensation Plan. There were no grants under any non-equity incentive plans to any of our named executive officers for the year ended December 31, 2013.

Name	Grant Date	Estimated Future Payouts Under Equity Incentive Plan Awards (1)			All Other Option Awards: Number of Securities Underlying Options (#)	Exercise Price of Option Awards ($/Sh)(2)	Grant Date Fair Value of Stock and Option Awards ($)(3)
		Threshold (#)	Target (#)	Maximum (#)			
N.V Tyagarajan	05/31/2013	65,000	100,000	250,000			1,567,556
N.V Tyagarajan	05/31/2013				1,500,000	19.35	12,495,230
Mohit Bhatia	05/31/2013	22,750	35,000	87,500			548,645
Mohit Bhatia	05/31/2013				125,000	19.35	1,041,269
Piyush Mehta	05/31/2013	26,000	40,000	100,000			627,022
Piyush Mehta	05/31/2013				145,000	19.35	1,207,872
Arvinder Singh	05/31/2013	26,000	40,000	100,000			627,022
Arvinder Singh	05/31/2013				145,000	19.35	1,207,872
Mohit Thukral	05/31/2013	26,000	40,000	100,000			627,022
Mohit Thukral	05/31/2013				145,000	19.35	1,207,872

(1) Represents performance share awards that were to vest based on level of attainment of performance goals for fiscal year 2013 and continued service through January 10, 2016. The performance conditions for these awards have not been fulfilled and the awards have been forfeited.

(2) The exercise price is the NYSE closing price of our common shares on the grant date.

(3) Represents the grant date fair value of stock awards granted during the fiscal year ended December 31, 2013, calculated in accordance with FASB ASC Topic 718. The aggregate grant date fair value of performance share awards is calculated in accordance with FASB ASC Topic 718, based on the probable outcome of the attainment of one or more pre-established performance objectives as of the grant date. Assumptions used in the calculation of these amounts are included in Note 18 Stock-based compensation to our audited consolidated financial statements for the fiscal year ended December 31, 2013 included in our Annual Report on Form 10-K. In accordance with rules promulgated by the SEC in December 2009, the amounts shown for awards exclude the impact of estimated forfeitures.

Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table

Employment Agreements with Named Executive Officers

We do not have an employment agreement with any named executive officer other than N.V. Tyagarajan. We entered into an employment agreement with Mr. Tyagarajan on June 15, 2011, which supersedes his previous employment agreement, dated September 21, 2005. The employment agreement has an indefinite term and may be terminated by us or Mr. Tyagarajan, subject to the severance provisions described below. The employment agreement provides for an annual base salary of not less than $600,000 and a target bonus of 125% of annual base salary. Mr. Tyagarajan is entitled to benefits and perquisites generally available to our other senior executives, reimbursement of automobile costs and $60,000 for personal costs. Mr. Tyagarajan is also entitled to four weeks of vacation per year.

Pursuant to the terms of the employment agreement, Mr. Tyagarajan was granted the following equity awards on June 15, 2011:

(i) Options covering 250,000 common shares of the Company at a per share exercise price of $15.34, the closing price of our common shares on the June 15, 2011 grant date of the options. In connection with the special cash dividend paid in September 2012, the number of shares was adjusted to 283,625 shares and the exercise price per share was adjusted to $13.52. The options vest in four equal annual installments upon Mr. Tyagarajan s completion of each year of employment over the four-year period measured from June 17, 2011. The options will vest in full upon a change in control. In the event of termination by reason of death or disability, Mr. Tyagarajan will receive an additional 12 months of vesting and in the event of termination without cause or for good reason, Mr. Tyagarajan will receive an additional 12 months of vesting.

(ii) Restricted share units covering 200,000 common shares of the Company. The restricted share units vest in four equal annual installments upon Mr. Tyagarajan s completion of each year of employment with the Company over the four-year period measured from June 17, 2011. In connection with the special cash dividend paid in September 2012, the 150,000 shares then unvested was adjusted to 170,175 shares. The restricted share units will vest in full upon a change in control or Mr. Tyagarajan s termination by reason of death or disability or termination without cause or for good reason.

(iii) Performance shares covering a target number of 100,000 common shares of the Company (subsequently adjusted to a target number of 113,450 common shares as a result of the special cash dividend paid in September 2012). These performance shares vested on December 31, 2013 at 115.373% of the target shares.

Pursuant to the terms of his employment agreement, in 2012 Mr. Tyagarajan was granted additional performance shares covering a target number of 113,450 (100,000 adjusted for the special cash dividend) common shares of the Company which will vest at 122.184% of target on December 31, 2014 (based on 2012 performance goal attainment), subject to continued employment through the vesting period and, in 2013 Mr. Tyagarajan was granted additional performance shares covering a target number of 100,000 common shares which were to vest on January 10, 2016 but were forfeited for failure to satisfy the specified performance criteria. The performance shares vest in full with respect to the target or actual number of shares (depending on when the change in control occurs) upon a change in control or Mr. Tyagarajan s termination of employment by reason of death or disability. In the event we terminate Mr. Tyagarajan s employment without cause (as defined in the

employment agreement) or he terminates for good reason, the performance shares will continue to vest on each remaining applicable vesting date to the extent the applicable performance goals are satisfied.

In August 2012, Mr. Tyagarajan s awards were amended so that the purchase of our shares by an affiliate of Bain Capital would not be deemed to be a change in control (and therefore not result in an accelerated vesting of the awards) and also to amend the definition of a change in control for future events. In order to comply with the rules set forth under Section 409A of the Internal Revenue Code of 1986, as amended, in connection with the amendment to Mr. Tyagarajan s restricted share unit grant, the Company agreed to issue Mr. Tyagarajan an additional 30,000 restricted share units (which were adjusted to 34,035 as a result of the special cash dividend) following the closing of Bain Capital s share purchase. These restricted share units vest on December 31, 2016 subject to continued employment.

For purposes of Mr. Tyagarajan s employment agreement, the term good reason means a material reduction in the nature of Mr. Tyagarajan s authorities or duties, a material reduction in base compensation, requiring Mr. Tyagarajan to report to any person other than our board of directors or a material relocation of Mr. Tyagarajan s principal place of employment, which has not been cured by us within 30 days following notice of such event by Mr. Tyagarajan.

If Mr. Tyagarajan s employment is terminated by us without cause or by Mr. Tyagarajan for good reason, then in addition to any earned but unpaid salary or bonus and payment for accrued but unused vacation, Mr. Tyagarajan is entitled to payment of an amount equal to the sum of (I) two times Mr. Tyagarajan s then current base salary and (II) two times the annual bonus received for the fiscal year preceding the fiscal year in which the termination occurs. In addition, we will reimburse Mr. Tyagarajan for the cost of acquiring health benefits for himself and his dependents at the same level of coverage and benefits as is provided to our US-based senior executives for two years following the date of termination, or any earlier date on which he and his dependents become eligible for such health benefits from another employer.

Mr. Tyagarajan s payments upon termination of employment described above are subject to his execution of a release of all claims against us and our affiliates. The release would also be executed by us and release Mr. Tyagarajan from any claims by us relating to Mr. Tyagarajan s employment or services other than claims based on acts or omissions of Mr. Tyagarajan that involve fraud or which are not known to the non-employee directors on the date of such release. The release also includes a mutual non-disparagement provision.

Under his employment agreement, for two years after the termination of his employment, Mr. Tyagarajan will be subject to certain non-compete and non-solicitation covenants.

2007 Omnibus Incentive Compensation Plan

We adopted our 2007 Omnibus Incentive Compensation Plan, or the 2007 Plan, on July 13, 2007, and amended it on April 15, 2011, April 11, 2012 and August 1, 2012.

Stock Options. The exercise price for options granted to our named executive officers in 2013 was equal to the closing price of our common shares on the grant date. Such options vest over a five-year period, 50% in January 2016 and 50% in January 2018.

Restricted Share Units. We did not grant any restricted share units to our named executive officers in 2013 other than to our CEO in connection with an amendment to his equity awards as described above.

Performance Share Awards. The performance shares granted to our named executive officers in 2013 were to convert into actual common shares of the Company based on the Company s attainment of certain performance goals measured over the period beginning January 1, 2013 and ending December 31, 2013 and the individual s continued service with the Company through January 10, 2016. Each award specifies a target number of performance shares. The actual number of common shares of the Company into which the performance shares were to convert is calculated by multiplying the number of target performance shares designated under the award by a performance percentage ranging from 0% to 250% based on the Company s 2013 organic revenue growth and 2013 growth in adjusted income from operations margin. For each goal, there are three designated levels of attainment. If performance for either metric is below the threshold, no payout will

occur. Based on our 2013 revenue and adjusted operating income performance, the 2013 performance shares forfeited for failure to achieve threshold revenue performance.

The performance share awards (and any shares issued thereunder or proceeds from the sale of such shares) are subject to forfeiture in the event of a breach of restrictive covenants. See Compensation Discussion and Analysis Recovery Policy .

Change of Control. Pursuant to the 2007 Plan, unless otherwise provided in an individual award agreement, in the event of a change of control of our company, existing awards may be assumed, substituted or continued. If the awards are not so assumed, substituted or continued, then:

- any options and SARs outstanding as of the date the change of control is determined to have occurred will become fully exercisable and vested, as of immediately prior to the change of control;
- all performance units and cash incentive awards will be paid out as if target performance levels had been attained, but pro rated based on the portion of the performance period that elapses prior to the change of control;
- performance share awards will become payable at target levels or based on actual performance depending on whether a change in control occurs during or after the performance period; and
- all other outstanding awards will automatically be deemed exercisable or vested and all restrictions and forfeiture provisions related thereto will lapse as of immediately prior to such change of control.

Unless otherwise provided pursuant to an award agreement, a change of control is defined to mean any of the following events, generally:

- during any period of twenty-four consecutive months, a change in the composition of a majority of our board of directors that is not supported by a majority of the incumbent board of directors;
- the consummation of a merger, reorganization or consolidation or sale or other disposition of all or substantially all of our assets;
- the approval by our shareholders of a plan of our complete liquidation or dissolution; or
- an acquisition by any individual, entity or group (other than Bain Capital or any of its affiliates) of beneficial ownership of a percentage of the combined voting power of our then outstanding voting securities entitled to vote generally in the election of directors that is equal to or greater than 25% (in the case of Bain Capital or any of its affiliates the threshold is 50%).

Retirement Benefits. We provide our employees in the United States, including our CEO, with a tax-qualified defined contribution 401(k) plan, pursuant to which employees may elect to defer pre-tax salary amounts up to the limits set by the Internal Revenue Code. We match 100% of the first 4% of salary deferred by our employees under the 401(k) plan.

In India, we maintain a Gratuity Plan, and a Provident Fund Plan, both of which are defined contribution plans required under applicable law.

2013 Outstanding Equity Awards at Fiscal Year End

The following table provides information regarding each outstanding equity award held by each of our named executive officers as of December 31, 2013.

	Option Awards				Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)(1)(12)	Equity Incentive Plan Awards: Number of Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value of Shares, Units or Other Rights That Have Not Vested ($)(1)
N.V. Tyagarajan	362,429		3.04	7/25/2015				(2)
N.V. Tyagarajan	410,462		14.22	4/19/2017				(3)
N.V. Tyagarajan	226,900	56,725	9.52	5/6/2019				(4)
N.V. Tyagarajan	38,289	12,763	14.32	3/11/2020				(5)
N.V. Tyagarajan	141,812	141,813	13.52	6/14/2021				(6)
N.V. Tyagarajan		1,500,000	19.35	5/30/2023				(7)
N.V. Tyagarajan					113,450	2,084,076		(8)
N.V. Tyagarajan					138,617	2,546,394		(9)
N.V. Tyagarajan					34,035	625,223		(10)
Mohit Bhatia	13,614		6.33	12/14/2018				(11)
Mohit Bhatia		6,807	14.32	3/11/2020				(5)
Mohit Bhatia		125,000	19.35	5/30/2023				(7)
Mohit Bhatia					41,585	763,916		(9)
Piyush Mehta	12,480		6.33	12/14/2018				(11)
Piyush Mehta	12,762	4,255	14.32	3/11/2020				(5)
Piyush Mehta		145,000	19.35	5/30/2023				(7)
Piyush Mehta					8,509	156,310		(8)
Piyush Mehta					48,516	891,238		(9)
Arvinder Singh	102,615		14.22	4/19/2017				(3)
Arvinder Singh	17,017	5,673	14.32	3/11/2020				(5)
Arvinder Singh		145,000	19.35	5/30/2023				(7)
Arvinder Singh					11,345	208,407		(8)
Arvinder Singh					48,516	891,239		(9)
Mohit Thukral	102,615		14.22	4/19/2017				(3)
Mohit Thukral	20,421	6,807	14.32	3/11/2020				(5)
Mohit Thukral		145,000	19.35	5/30/2023				(7)
Mohit Thukral					11,345	208,407		(8)
Mohit Thukral					41,585	763.916		(9)

(1) Represents the aggregate market value of the shares subject to the award calculated using the NYSE closing price of our common shares on December 31, 2013.

(2) These options were granted on July 26, 2005, and were fully vested as of February 7, 2010.

(3) These options were granted on April 20, 2007, and were fully vested as of December 31, 2012.

(4) These options were granted on May 7, 2009 and vest with respect to 20% on May 1, 2010, 20% on May 1, 2011, 20% on May 1, 2012, 20% on May 1, 2013 and 20% on May 1, 2014, subject to continued service through each vesting date.

(5) These options were granted on March 12, 2010, and were fully vested as of February 1, 2014.

(6) These options were granted on June 15, 2011 and vest with respect to 25% on June 17, 2012, 25% on June 17, 2013, 25% on June 17, 2014 and 25% on June 17, 2015, subject to continued service through each vesting date.

(7) These options were granted on May 31, 2013 and vest with respect to 50% on January 10, 2016 and 50% on January 10, 2018, subject to continued service through each vesting date.

(8) Represents restricted share units granted on June 15, 2011 that vest with respect to 25% on June 17, 2012, 25% on June 17, 2013, 25% on June 17, 2014 and 25% on June 17, 2015.

(9) Represents the number of shares that have accrued under performance share awards granted on March 6, 2012 based on actual performance attainment for the period from January 1, 2012 to December 31, 2012 at 122.184%. The performance criteria for these awards were satisfied and the awards will vest on December 31, 2014, subject to continued service through the vesting date.

(10) Represents restricted share units granted on February 12, 2013 that vest 100% on December 31, 2016. The accounting charge for this grant is included in 2012 in accordance with ASC 718 because all of the conditions to the grant were satisfied in October 2012.

(11) These options were granted on December 15, 2008 and were fully vested as of December 31, 2013.

(12) Does not include (i) performance share awards granted on May 31, 2013 because the performance conditions for these awards have not been fulfilled and the awards have been forfeited and (ii) performance share awards granted in 2011 that vested based on performance and service through December 31, 2013 and were paid out in March 2014.

2013 Option Exercises and Stock Vested

The following table provides information regarding all Company options exercised by and all stock awards that vested to each of our named executive officers during the fiscal year ended December 31, 2013.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)(1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)
N.V. Tyagarajan	106,800	1,602,967	187,615(2)	3,544,055
Mohit Bhatia	191,484	1,461,119	25,741(3)	472,862
Piyush Mehta	112,877	427,720	36,431(4)	673,406
Arvinder Singh	14,749	175,425	63,591(5)	1,173,725
Mohit Thukral	61,836	480,952	63,591(5)	1,173,725

(1) Represents the aggregate price at which shares acquired upon exercise of the options were sold, net of the exercise price paid for acquiring the shares.

(2) Includes 130,890 shares vested as of December 31, 2013 pursuant to the June 2011 performance share award and 56,725 shares vested on June 17, 2013 pursuant to the June 2011 restricted share unit award.

(3) Represents 25,741 shares vested as of December 31, 2013 pursuant to the March 2011 performance share award and issued in March 2014 less shares withheld for taxes.

(4) Includes 32,177 shares vested as of December 31, 2013 pursuant to the March 2011 performance share award and issued in March 2014 and 4,254 shares vested on June 17, 2013 pursuant to the June 2011 restricted share unit award.

(5) Includes 57,919 shares vested as of December 31, 2013 pursuant to the March 2011 performance share award and issued in March 2014 and 5,672 shares vested on June 17, 2013 pursuant to the June 2011 restricted share unit award.

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2013 Pension Benefits

The chart below provides information on certain pension benefits provided to our named executive officers for the fiscal year ended December 31, 2013.

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit ($)(1,2)	Payments During Last Fiscal Year ($)
N.V. Tyagarajan				
Mohit Bhatia	Gratuity Plan for Indian Employees	14.46	60,570	
Piyush Mehta	Gratuity Plan for Indian Employees	12.09	37,878	
Arvinder Singh				
Mohit Thukral	Gratuity Plan for Indian Employees	15.43	61,001	

(1) We are required to provide all Indian employees with benefits under a Gratuity Plan, which is a defined benefit plan. Assumptions used in the calculation of this amount are included in Note 17 Employee benefit plans to our audited consolidated financial statements for the fiscal year ended December 31, 2013 included in our Annual Report on Form 10-K.

(2) The foreign exchange rate used to calculate amounts in the above table is US$1/0.0171368INR.

Potential Payments Upon Termination or Change of Control

Below is a description of the potential payments and benefits that would be provided to our named executive officers upon termination of their employment or a change of control under their employment agreements and award agreements under the Company Stock Plans.

Employment Agreements with Named Executive Officers

We have entered into an agreement with Mr. Tyagarajan that provides for certain payments and benefits to be paid upon certain terminations of employment. See Narrative Disclosure to Summary Compensation Table and Grant of Plan-Based Awards Table Employment Agreements with Named Executive Officers for a description of these provisions.

Company Stock Plans

The treatment of outstanding awards under our 2007 Plan in the event of a change of control is described under Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table 2007 Omnibus Incentive Compensation Plan . Under the equity compensation plans utilized by us prior to the adoption of the 2007 Plan (the 2007 Plan together with all prior plans, the Company Stock Plans), upon the occurrence of a change of control (as defined below) or dissolution or liquidation, our board of directors may provide that all Company options will become immediately exercisable. Our board of directors may also, upon at least ten days advance notice, cancel any outstanding Company options and pay to the holders of such Company options, in cash or shares, the value of such Company options based upon the price per share received by our other shareholders in the event of a change of control. Our obligations under the Company Stock Plans will be binding upon any successor corporation or organization. The term change of control for the purposes of our Company Stock Plans, other than the 2007 Plan, is defined as the following: (a) the acquisition by any person or entity (other than Glory Investments A Limited or any of its affiliates or successors (including Bain Capital)), directly or indirectly, of more than 50% of the combined voting power of the then outstanding securities entitled to vote generally in the election of our directors, including, without limitation, as a result, in whole or part, by reason of a sale or other disposition by Glory Investments A Limited or any of its affiliates or successors; (b) any merger, consolidation, reorganization, recapitalization, tender or exchange offer or any other transaction with or affecting us as a result of which a person or entity other than Glory Investments A

Limited or any of its affiliates

owns after such transaction, directly or indirectly, more than 50% of the combined voting power of the then outstanding securities entitled to vote generally in the election of our directors; or (c) the sale, lease, exchange, transfer or other disposition to any person or entity, other than an Investor, of all or substantially all, of our assets and our consolidated subsidiaries.

Generally, except as described below, our Company option or other equity award agreements with our named executive officers do not provide for accelerated vesting upon a termination of employment.

Under his 2011 option grant, Mr. Tyagarajan will receive an additional 12 months of vesting upon a termination by reason of death or disability and an additional 12 months of vesting upon termination without cause or for good reason. The option vests in full upon a change in control. The restricted share units granted to Mr. Tyagarajan in 2011 vest in full upon a change in control, a termination by reason of death, disability or a termination without cause or for good reason. The performance share awards granted to Mr. Tyagarajan vest in full upon a change in control, termination by reason of death, disability or a termination without cause or for good reason, in each case based on target performance if the triggering event occurs prior to completion of the performance period and at actual performance if the triggering event occurs after completion of the performance period.

Termination and Change of Control Potential Payments and Benefits Table

The amounts included in the table below do not include payments and benefits to the extent they are provided on a non-discriminatory basis to salaried employees generally upon termination of employment. The amounts indicated are based on the payments and benefit that would have been incurred by the Company if the named executive officer s employment had terminated as of the last business day of the fiscal year ended December 31, 2013. Where applicable, the value of one of our common shares on December 31, 2013 was $18.37, which was the closing market price of our common shares on the NYSE as of that date.

						Change of Control	
Name	**Involuntary Termination without Cause ($)**	**Involuntary Termination for Cause ($)**	**Termination with Good Reason(1) ($)**	**Voluntary Termination Other than death, disability ($)**	**Termination due to Death or Disability ($)**	**Accelerated Vesting if Award not assumed, substituted or continued by the Acquiring Entity ($)**	**Award assumed, substituted or continued by the Acquiring Entity ($)**
N.V. Tyagarajan							
Cash Severance	4,510,000(2)		4,510,000(2)				
Equity Treatment	5,599,504(3)		5,599,504(3)		5,599,504(3)	6,496,981(4)	5,943,302(5)
Health and Welfare	85,440(6)		85,440(6)				
TOTAL	**10,194,944**		**10,194,944**		**5,599,504**	**6,496,981**	**5,943,302**
Mohit Bhatia							
Cash Severance							
Equity Treatment					509,282(7)	791,467(8)	
Health and Welfare							
TOTAL					**509,282**	**791,467**	
Mohit Thukral							
Cash Severance							
Equity Treatment					509,282(7)	1,546,176(9)	
Health and Welfare							
TOTAL					**509,282**	**1,546,176**	
Piyush Mehta							
Cash Severance							
Equity Treatment					594,154(7)	1,064,760(9)	
Health and Welfare							
TOTAL					**594,154**	**1,064,760**	
Arvinder Singh							
Cash Severance							
Equity Treatment					594,154(7)	1,122,595(9)	
Health and Welfare							
TOTAL					**594,154**	**1,122,595**	

(1) See definition of good reason in Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table Employment Agreements with Named Executive Officers N.V. Tyagarajan.

(2) Amount represents the payment of an amount equal to two times the sum of (i) Mr. Tyagarajan s annual base salary of $630,000 and (ii) the annual bonus received for the fiscal year preceding the fiscal year of termination, which annual bonus was $1,625,000 in 2012.

(3) Amount represents the estimated value of vesting of (i) all unvested restricted share units, (ii) unvested Company options granted in 2011 which would have vested in the next twelve months, (iii) unvested Company options granted in 2013 and (iv) performance shares calculated at actual performance.

(4) Amount represents the estimated value of vesting of (i) all unvested Company options, (ii) all unvested restricted share units and (iii) performance shares calculated at actual performance.

(5) Amount represents the estimated value of vesting of (i) unvested Company options granted in 2011 and 2013, (ii) all unvested restricted share units and (iii) performance shares calculated at actual performance.

(6) Amount represents the estimated value of providing Mr. Tyagarajan and his dependents with health benefits for two years following the date of termination at the same level of coverage provided to our US based senior executives. The amount is calculated based on the present value of maximum liability with respect to Mr. Tyagarajan and his dependents under our applicable benefit plan in effect as of December 31, 2013.

(7) Amount represents the estimated value of pro-rated vesting of performance shares granted in 2012, calculated at actual performance.

(8) Amount represents the estimated value of vesting of all unvested options and performance shares calculated at actual performance.

(9) Amount represents the estimated value of vesting of (i) all unvested Company options, (ii) all unvested restricted share units and (iii) performance shares calculated at actual performance.

DIRECTOR COMPENSATION

Overview

The compensation committee reviews and approves the compensation arrangements for our directors. In early 2013, the compensation committee approved an increase to the annual cash compensation paid to our directors to make our total director compensation more competitive compared to the market median.

Cash Compensation

Our non-employee directors each receive an annual retainer of $62,500, each director serving on our audit committee (other than the chair) receives an additional annual payment of $22,500 and each director serving on our compensation or nominating and governance committees (other than the chairs of such committees) receives an additional annual payment of $17,500. The chair of the audit committee receives an additional $42,500 annually and the chair of each of the compensation committee and the nominating and governance committee receives an additional $22,500 annually. Mr. Scott also receives $75,000 annually for his service as chairman of the board and $72,000 annually for secretarial and office support services.

Equity Compensation

Our non-employee directors receive, on the date of each annual shareholders meeting, an annual grant of restricted share units with a value of $120,000 based on the closing price of a Company common share on the date of grant. Such restricted share units vest on the last day of the calendar year of grant and are issued at the end of the subsequent calendar year. Upon their appointment to our board, new directors also receive a grant of restricted share units with a value of $180,000 based on the closing price of a Company common share on the date of grant. Such restricted share units vest 50% two years from the date of grant and 50% four years from the date of grant, subject in each case to the director s service through the vesting date.

The following table sets forth the compensation of our non-employee directors for the fiscal year ended December 31, 2013.

Name	Fees Earned or Paid in Cash ($)	Stock Awards (1)($)	Total ($)
J. Barter	98,750	110,348	209,098
A. Chandra	73,750	110,348	184,098
L. Conigliaro	63,750	290,330	354,080
D. Humphrey	58,125	110,348	168,473
J. Khattar	78,750	110,348	189,098
J. Madden	91,875	110,348	202,223
A. Mandl	42,500	290,337	332,837
R. Scott	250,750	110,348	361,098
M. Spence	13,750		13,750
M. Nunnelly	78,750	110,348	189,098
M. Verdi	58,125	110,348	168,473

(1) The amounts shown under this column reflect the dollar amount of the aggregate grant date fair value of equity-based compensation awards granted during the year, calculated in accordance with Financial Accounting Standards Board Codification Topic 718, Compensation Stock Compensation, pursuant to our 2007 Omnibus Incentive Compensation Plan. Assumptions used in the calculation of these amounts are included in Note 18 Stock-based compensation to our audited consolidated financial statements for the fiscal year ended December 31, 2013 included in our Annual Report on Form 10-K. In accordance with the rules promulgated by the SEC in December 2009, the amounts shown exclude the effect of estimated forfeitures.

The following table shows for each non-employee director (i) the grant date of each restricted share unit granted during the 2013 fiscal year, (ii) the aggregate number of the Company s common shares subject to each such award, and (iii) the grant-date fair value of each such award, as calculated in accordance with ASC Topic 718.

Name	Grant Date(1)	Number of Common Shares Subject to Restricted Share Units Granted (#)	Grant Date Fair Value ($)
J. Barter	May 8, 2013	6,141	110,348
A. Chandra	May 8, 2013	6,141	110,348
L. Conigliaro	May 8, 2013	15,352(2)	290,330
D. Humphrey	May 8, 2013	6,141	110,348
J. Khattar	May 8, 2013	6,141	110,348
J. Madden	May 8, 2013	6,141	110,348
A. Mandl	July 17, 2013	14,471(3)	290,337
M. Nunnelly	May 8, 2013	6,141	110,348
R. Scott	May 8, 2013	6,141	110,348
M. Verdi	May 8, 2013	6,141	110,348

(1) Except as otherwise noted below, the RSUs vested in full on December 31, 2013, and the shares in respect of these RSUs are issuable on December 31, 2014.

(2) Includes 9,211 RSUs that will vest 50% on May 8, 2015 and 50% on May 8, 2017.

(3) Includes 8,683 RSUs that will vest 50% on July 17, 2015 and 50% on July 17, 2017.

The table below shows the aggregate number of common shares subject to unvested share awards and outstanding option awards held by each of our non-employee directors as of December 31, 2013.

Name	Number of Common Shares Subject to all Unvested Stock Awards/Units	Number of Common Shares Subject to all Outstanding Stock Options
J. Barter		
A. Chandra		
L. Conigliaro	9,211	
D. Humphrey		
J. Khattar		92,353
J. Madden		
A. Mandl	8,683	
M. Nunnelly		
R. Scott		92,353
M. Verdi		

Compensation Committee Report

The compensation committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with the Company s management. Based on its review and such discussions, the compensation committee recommended to the Company s board of directors that the Compensation Discussion and Analysis be included in this proxy statement.

By the compensation committee of the board of directors of Genpact Limited.

Mark Nunnelly, chair

James C. Madden

Robert Scott

Compensation Committee Interlocks and Insider Participation

During fiscal 2013, Messrs. Madden, Nunnelly and Scott served as members of our compensation committee. No member of our compensation committee was at any time during fiscal 2013 or formerly, an officer or employee of Genpact or any subsidiary of Genpact. No member of our compensation committee had any relationship with us during fiscal 2013 requiring disclosure under Item 404 of Regulation S-K under the Securities Act of 1933.

During fiscal 2013, none of our executive officers served as a member of the board of directors or compensation committee (or other committee serving an equivalent function) of any entity that had one or more executive officers serving as a member of our board of directors or compensation committee.

Securities Authorized for Issuance under Equity Compensation Plans

The following table provides information about the securities authorized for issuance under our 2007 Omnibus Incentive Compensation Plan, the Gecis Global Holdings 2005 Stock Option Plan, the Genpact Global Holdings 2006 Stock Option Plan, the Genpact Global Holdings 2007 Stock Option Plan and the Genpact Employee Stock Purchase Plans as of December 31, 2013.

Plan Category	Number of Shares to be Issued Upon Exercise of Outstanding Options and Rights(1)	Weighted-Average Exercise Price of Outstanding Options and Rights(2)	Number of Shares Remaining Available for Future Issuance Under the Equity Compensation Plan (Excluding Shares in First Column)(3)
Equity compensation plans approved by shareholders	13,556,930	$ 12.40	12,772,466
Equity compensation plans not approved by shareholders			
Total	13,556,930	$ 12.40	12,772,466

(1) The performance period for the performance shares granted in 2012 is completed, so actual performance has been used to determine the number of shares issuable under such awards upon completion of the respective service period. Amounts in this column (i) exclude

performance share awards granted in 2011 that vested based on performance and service through December 31, 2013 and were paid out in March 2014, (ii) exclude performance share awards granted in 2013 that have been forfeited due to non-fulfillment of performance conditions, (iii) exclude shares under the Company s Employee Stock Purchase Plans, and (iv) include shares issuable in 2014 under restricted share unit awards that vested as of December 31, 2013.

(2) The weighted average exercise price does not take into account restricted share units and performance shares or purchase rights under the Company s Employee Stock Purchase Plans.

(3) Includes 3,892,209 shares reserved for issuance under the Company s Employee Stock Purchase Plans.

PROPOSAL 2 RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our audit committee has selected the firm of KPMG as our independent registered public accounting firm for the current fiscal year. KPMG has served as our independent registered public accounting firm since October 1, 2004. If this proposal is not approved at our 2014 annual meeting, our audit committee will reconsider its selection of KPMG. Representatives of KPMG are not expected to be present at the annual meeting.

Board Recommendation

The board of directors believes that the selection of KPMG as our independent registered public accounting firm is in our best interests and the best interests of our shareholders and therefore recommends a vote FOR this proposal.

Independent Registered Public Accounting Firm Fees and Other Matters

The following table presents the aggregate fees billed for services rendered by KPMG, our independent registered public accounting firm, for the fiscal years ended December 31, 2013 and December 31, 2012.

	Fiscal 2013	Fiscal 2012
	($ In Thousands)	
Audit Fees	2,691	2,920
Audit-Related Fees	642	707
Tax Fees	453	330
All Other Fees	100	246
Total Fees	3,886	4,203

Audit fees represent fees for services provided in connection with the audit of our consolidated financial statements, review of our interim consolidated financial statements and audit services provided in connection with other statutory or regulatory filings. Audit-related fees consist primarily of assurance and related services. Assurance and related services mainly include SAS 70/ISAE 3402 attestation and certification for submission to statutory and regulatory authorities. Tax Fees include fees for professional services for tax compliance, assessment support and advisory services. All Other Fees include fees for services provided other than the services reported above.

Audit Committee s Pre-approval Policy and Procedures

The audit committee has adopted policies and procedures for the pre-approval of audit and non-audit services for the purpose of maintaining the independence of the registered public accounting firm. We may not engage the independent registered public accounting firm to render any audit or non-audit service unless either the service is approved in advance by the audit committee or the engagement to render the service is entered into pursuant to the audit committee s pre-approval policies and procedures. From time to time, the audit committee may pre-approve services that are expected to be provided to Genpact by the independent registered public accounting firm during the following 12 months. Any such pre-approval is detailed as to the particular service or type of services to be provided and is also subject to a maximum dollar amount. At regularly scheduled meetings of the audit committee, management or the independent registered public accounting firm report to the audit committee regarding services actually provided to Genpact.

During fiscal 2013, no services were provided to Genpact by KPMG other than in accordance with the pre-approval policies and procedures described above.

PROPOSAL 3 NON-BINDING VOTE ON EXECUTIVE COMPENSATION

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act enacted in July 2010 (the Dodd-Frank Act), the Company s shareholders are entitled to vote at the annual meeting to approve the compensation of our named executive officers, as disclosed in this proxy statement in accordance with the standards established under Item 402 of Regulation S-K under the Securities Exchange Act of 1934, as amended (the Exchange Act). However, the shareholder vote on executive compensation is an advisory vote only, and it is not binding on the Company or our Board or the compensation committee.

Although the vote is non-binding, our Board and the compensation committee value the opinions of the shareholders and will consider the outcome of the vote when making future compensation decisions affecting the Company s executive officers.

As described in the section titled Compensation Discussion and Analysis, our executive compensation program is designed to reward the achievement of our annual, long-term and strategic goals, such as growing revenues, improving operating margins, improving client satisfaction scores, reducing employee attrition levels and expanding into new geographies and service offerings. It is also designed to align the interests of our executives, including our named executive officers, with those of our shareholders by rewarding performance that exceeds our goals, with the ultimate objective of increasing shareholder value. Shareholders are urged to read the Compensation Discussion and Analysis section of this proxy statement, which more thoroughly discusses how we believe our compensation policies and procedures complement our compensation philosophy. The Board and our compensation committee believe that these policies and procedures are effective in implementing our compensation philosophy and in achieving its goals.

The vote on this resolution is not intended to address any specific element of compensation; rather, the vote relates to the compensation of our named executive officers, as described in this proxy statement.

We are asking our shareholders to vote for the following resolution:

RESOLVED, that the Company s shareholders approve, in a non-binding vote, the compensation of the Company s named executive officers as disclosed in the proxy statement pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, the various compensation tables and the accompanying narrative discussion.

Board Recommendation

The board recommends that you vote FOR the approval, on an advisory basis, of the compensation of our named executive officers as disclosed in this proxy statement pursuant to the SEC s compensation disclosure rules.

OTHER MATTERS

Our board of directors does not know of any other matters that may come before the annual meeting. However, if any other matters are properly presented to the annual meeting, it is the intention of the persons named as proxies to vote, or otherwise act, in accordance with their judgment on such matters.

ELECTRONIC SUBMISSION OF PROXIES FOR VOTING

If you own your common shares of record, you may submit your proxy to vote your shares over the Internet at *www.investorvote.com/G* by following the instructions on the enclosed proxy card. Proxies submitted over the Internet must be received by 1 a.m. Eastern Daylight Time on May 7, 2014.

If the shares you own are held in street name by a bank or brokerage firm, your bank or brokerage firm will provide a vote instruction form to you with this proxy statement, which you may use to direct how your shares will be voted. Many banks and brokerage firms also offer the option of submitting your proxy to vote over the Internet or by telephone, instructions for which would be provided by your bank or brokerage firm on your vote instruction form.

Management hopes that shareholders will attend the meeting. Whether or not you plan to attend, you are urged to complete, date, sign and return the enclosed proxy card in the accompanying postage-prepaid envelope (or submit your proxy to vote your shares over the Internet). A prompt response will greatly facilitate arrangements for the meeting and your cooperation will be appreciated. Shareholders who attend the meeting may vote their shares personally even though they have sent in their proxies.

2014 Annual Meeting Admission Ticket

2014 Annual Meeting of

Genpact Limited Shareholders

May 7, 2014, 10 AM Local Time

John Hancock Tower, 200 Clarendon Street, 42nd Floor

Boston, Massachusetts 02116

United States

Upon arrival, please present this admission ticket and photo identification at the registration desk.

To enroll to receive future proxy materials on-line, please go to www.computershare-na.com/green

IF YOU HAVE NOT VOTED VIA THE INTERNET, FOLD ALONG THE PERFORATION, DETACH AND

RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

Proxy Genpact Limited

Notice of 2014 Annual Meeting of Shareholders

Proxy Solicited by Board of Directors for Annual Meeting May 7, 2014

Victor F. Guaglianone and Heather D. White, or either of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Shareholders of Genpact Limited to be held on May 7, 2014 or at any postponement or adjournment thereof.

Shares represented by this proxy will be voted as directed by the shareholder. **If no such directions are indicated, the Proxies will have authority to vote FOR all the nominees listed in Proposal 1 and FOR Proposals 2 and 3.**

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side.)

Admission Ticket

Electronic Voting Instructions

You can vote by Internet!

Available 24 hours a day, 7 days a week!

Instead of mailing your proxy, you may vote by Internet as detailed below.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet must be received by 1 a.m. Eastern Daylight Time, on May 7, 2014.

Vote by Internet

Go to **www.envisionreports.com/G**

Or scan the QR code with your smartphone

Follow the steps outlined on the secured website

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas. x

Annual Meeting Proxy Card

IF YOU HAVE NOT VOTED VIA THE INTERNET, FOLD ALONG THE PERFORATION, DETACH AND

RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

A Proposals The Board of Directors recommends a vote FOR all the nominees listed in Proposal 1 and FOR Proposals 2 and 3.

1. Election of Directors	For	Withhold		For	Withhold		For	Withhold
01 - N.V. Tyagarajan	¨	¨	02 - Robert G. Scott	¨	¨	03 - Amit Chandra	¨	¨
04 - Laura Conigliaro	¨	¨	05 - David Humphrey	¨	¨	06 - Jagdish Khattar	¨	¨
07 - James C. Madden	¨	¨	08 - Alex Mandl	¨	¨	09 - Mark Nunnelly	¨	¨
10 - Hanspeter Spek	¨	¨	11 - Mark Verdi					

	For	Against	Abstain
2. To ratify and approve the appointment of KPMG as our independent registered public accounting firm for the fiscal year ending December 31, 2014	¨	¨	¨
3. To approve, on an advisory basis, the compensation of the Company s named executive officers	¨	¨	¨

B Non-Voting Items

Change of Address Please print your new address below.

Comments Please print your comments below

Meeting Attendance

Mark the box to the right if you plan to attend the Annual Meeting. ¨

C Authorized Signatures This section must be completed for your vote to be counted. Date and Sign Below

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) Please print date below.	Signature 1 Please keep signature within the box.	Signature 2 Please keep signature within the box.
/ /		