

Genpact LTD
Form 8-K
May 13, 2011

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): May 10, 2011

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

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

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

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

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 10, 2011, Genpact Limited, a Bermuda company (“Genpact” or the “ Company ”) held its annual meeting of shareholders (the “Annual Meeting”) in Gurgaon, India. At the Annual Meeting, Genpact shareholders approved five proposals. The proposals are described in detail in Genpact’s previously filed Proxy Statement related to the Annual Meeting.

Proposal 1

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

| | Votes cast in favor | Votes withheld |
|-------------------|---------------------|----------------|
| Pramod Bhasin | 191,131,990 | 820,702 |
| Robert G. Scott | 191,312,352 | 640,340 |
| John Barter | 191,309,927 | 642,765 |
| Steven A. Denning | 187,298,740 | 4,653,952 |
| Mark F. Dzialga | 187,298,739 | 4,653,953 |
| Douglas M. Kaden | 191,312,370 | 640,322 |
| Jagdish Khattar | 191,311,052 | 641,640 |
| James C. Madden | 191,258,406 | 694,286 |
| Denis J. Nayden | 189,399,452 | 2,553,240 |
| A. Michael Spence | 189,590,014 | 2,362,678 |

Proposal 2

Genpact shareholders ratified the appointment of KPMG as the company’s independent registered public accounting firm for the 2011 fiscal year as set forth below:

| Ratification of Independent Registered Public Accounting Firm | |
|---|-------------|
| Votes cast in favor | 211,973,614 |
| Votes cast against | 50,799 |
| Votes abstaining | 13,236 |

Proposal 3

Genpact shareholders approved the amendment and restatement of the 2007 Omnibus Incentive Plan as set forth below:

| Approval of the Amendment and Restatement of the 2007 Omnibus Incentive Plan | |
|--|-------------|
| Votes cast in favor | 190,701,472 |
| Votes cast against | 1,152,336 |
| Votes abstaining | 98,884 |
| Broker non-votes | 20,084,957 |

Proposal 4

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Genpact shareholders approved a non-binding advisory vote to approve the compensation of the Company's named executive officers as set forth below:

| | |
|---|-------------|
| Approval of a non-binding advisory vote to approve the compensation of the Company's named executive officers | |
| Votes cast in favor | 139,969,757 |
| Votes cast against | 50,630,808 |
| Votes abstaining | 1,352,127 |
| Broker non-votes | 20,084,957 |

Proposal 5

Genpact shareholders recommended on a non-binding advisory basis to hold a non-binding advisory vote for approval of the compensation of the Company's named executive officers every three years as set forth below:

| | |
|---|-------------|
| Recommendation on frequency to hold a non-binding advisory vote to approve the compensation of the Company's named executive officers | |
| Votes cast for one year | 54,283,581 |
| Votes cast for two years | 133,595 |
| Votes cast for three years | 137,509,141 |
| Votes abstaining | 26,375 |
| Broker non-votes | 20,084,957 |

Based on these results and consistent with the Board's previous recommendation, the Board has determined that the Company will hold an advisory vote to approve the compensation of the Company's named executive officers every three years.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENPACT LIMITED

Date: May 13, 2011

By: /s/ Heather White
Name: Heather White
Title: Vice President

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