

Genpact LTD  
Form 8-K  
May 06, 2016

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 3, 2016

GENPACT LIMITED

(Exact name of registrant as specified in its charter)

Bermuda                      001-33626    98-0533350  
(State or other jurisdiction (Commission (I.R.S. Employer

of incorporation)              File Number) Identification No.)  
Canon's Court, 22 Victoria Street

Hamilton HM 12, Bermuda

(Address of Principal Executive Offices) (Zip Code)

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

Not Applicable

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(Former name or former address, if changed since last report)

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

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

On May 3, 2016, Genpact Limited, a Bermuda company (“Genpact” or the “Company”), held its 2016 annual general meeting of shareholders (the “Annual Meeting”) at Devonshire House, 1 Mayfair Place, London W1J 8AJ United Kingdom, at 10:00 a.m. local time. At the Annual Meeting, Genpact shareholders voted on three proposals. The full results of the votes are set forth below. Each proposal is described in detail in Genpact’s previously filed Proxy Statement related to the Annual Meeting.

## Proposal 1

Genpact shareholders elected each of the nominees to the Board as set forth below:

| Director         | Number of Shares For | Number of Shares Against | Number of Shares Abstaining | Broker Non-Votes |
|------------------|----------------------|--------------------------|-----------------------------|------------------|
| N.V. Tyagarajan  | 183,987,605          | 2,199,007                | 609,465                     | 5,219,362        |
| Robert Scott     | 185,659,772          | 526,454                  | 609,851                     | 5,219,362        |
| Amit Chandra     | 158,037,818          | 28,141,872               | 616,387                     | 5,219,362        |
| Laura Conigliaro | 185,745,381          | 443,698                  | 606,998                     | 5,219,362        |
| David Humphrey   | 183,911,970          | 2,275,124                | 608,983                     | 5,219,362        |
| James Madden     | 183,255,014          | 2,932,180                | 608,883                     | 5,219,362        |
| Alex Mandl       | 185,741,090          | 446,104                  | 608,883                     | 5,219,362        |
| CeCelia Morken   | 185,738,844          | 450,330                  | 606,903                     | 5,219,362        |
| Mark Nunnally    | 181,654,769          | 4,532,422                | 608,886                     | 5,219,362        |
| Hanspeter Spek   | 184,887,910          | 1,299,184                | 608,983                     | 5,219,362        |
| Mark Verdi       | 159,301,429          | 26,885,665               | 608,983                     | 5,219,362        |

## Proposal 2

Genpact shareholders have ratified the appointment of KPMG as the company’s independent registered public accounting firm for the 2016 fiscal year as set forth below:

Votes cast in favor 190,475,101

Votes cast against 941,521

Votes abstaining 598,817

## Proposal 3

Genpact shareholders voted to approve, on a non-binding, advisory basis, the compensation of the Company’s named executive officers as set forth below:

Votes cast in favor 184,216,445

Votes cast against 1,962,227

Votes abstaining 617,405

Broker non-votes 5,219,362



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 6, 2016 By: /s/ Heather D. White  
Name: Heather D. White  
Title: Senior Vice President