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

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

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

Bermuda
(State or other jurisdiction of
incorporation or organization)

98-0533350
(IRS Employer
Identification No.)

**Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda**
(Address of principal registered offices) (Zip Code)

Genpact Limited 2017 Omnibus Incentive Compensation Plan
(as amended and restated as of May 19, 2022)
(Full title of the Plan)

**Heather D. White, Esq.
Genpact LLC
1155 Avenue of the Americas, 4th Floor
New York, NY 10036**
(Name and address of agent for service)

(646) 624-5913
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8, relating to the Genpact Limited 2017 Omnibus Incentive Compensation Plan (as amended and restated as of May 19, 2022) (the “Plan”) of Genpact Limited (the “Registrant”), is being filed in accordance with General Instruction E to Form S-8 for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. In accordance with such instruction, this Registration Statement hereby incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-217804, filed with the Securities and Exchange Commission on May 9, 2017 by the Registrant (the “Prior Registration Statement”), relating to the Plan, including periodic reports that the Registrant filed after the Prior Registration Statement to maintain current information about the Registrant that were incorporated by reference into the Prior Registration Statement, except for Item 8, Exhibits, with respect to which the Exhibit Index included in Part II of this Registration Statement is incorporated herein by reference.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

<u>Number</u>	<u>Description</u>
5.1*	<u>Opinion of Appleby (Bermuda) Limited.</u>
23.1*	<u>Consent of Appleby (Bermuda) Limited (included in Exhibit 5.1)</u>
23.2*	<u>Consent of KMPG Assurance and Consulting Services LLP, Independent Registered Public Accounting Firm</u>
24.1*	<u>Power of Attorney (included on the signature pages of this registration statement)</u>
99.1	<u>Genpact Limited 2017 Omnibus Incentive Compensation Plan (as amended and restated as of May 19, 2022) (incorporated by reference to Exhibit 1 to the Registrant’s proxy statement on Schedule 14A (File No. 001-33626) filed with the Securities and Exchange Commission on April 6, 2022)</u>
107*	<u>Filing Fee Tables</u>

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, in the State of New York on this 20th day of May, 2022.

GENPACT LIMITED

By: /s/ N.V. Tyagarajan

Name: N.V. Tyagarajan

Title: President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Genpact Limited hereby severally constitute and appoint Heather D. White and Thomas D. Scholtes, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Genpact Limited to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ N.V. Tyagarajan</u> N.V. Tyagarajan	President, Chief Executive Officer and Director (Principal Executive Officer)	May 20, 2022
<u>/s/ Michael Weiner</u> Michael Weiner	Chief Financial Officer (Principal Financial and Accounting Officer)	May 20, 2022
<u>/s/ James Madden</u> James Madden	Chairman of the Board of Directors	May 20, 2022
<u>/s/ Ajay Agrawal</u> Ajay Agrawal	Director	May 20, 2022
<u>/s/ Stacey Cartwright</u> Stacey Cartwright	Director	May 20, 2022
<u>/s/ Laura Conigliaro</u> Laura Conigliaro	Director	May 20, 2022

<u>/s/ Tamara Franklin</u> Tamara Franklin	Director	May 20, 2022
<u>/s/ Carol Lindstrom</u> Carol Lindstrom	Director	May 20, 2022
<u>/s/ CeCelia Morken</u> CeCelia Morken	Director	May 20, 2022
<u>/s/ Brian Stevens</u> Brian Stevens	Director	May 20, 2022
<u>/s/ Mark Verdi</u> Mark Verdi	Director	May 20, 2022

AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

By: /s/ Heather D. White
Name: Heather D. White
Title: Authorized Representative

Genpact Limited
 Canon's Court
 22 Victoria Street
 Hamilton HM12
 Bermuda

Email jwilson@applebyglobal.com

Direct Dial +1 441 298 3559

Tel +1 441 295 2244

Fax +1 441 292 8666

Your Ref

Appleby Ref 132386.0032/JW/CM/KC

20 May 2022

Bermuda Office
 Appleby (Bermuda)
 Limited
 Canon's Court
 22 Victoria Street
 PO Box HM 1179
 Hamilton HM EX
 Bermuda

Tel +1 441 295 2244

Dear Sirs

Genpact Limited (Company)

We have acted as legal counsel in Bermuda to the Company and this opinion as to Bermuda law is addressed to you in connection with the filing by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (**Securities Act**), of a registration statement on Form S-8 (**Registration Statement**) in relation to the amended and restated Genpact Limited 2017 Omnibus Incentive Compensation Plan (**A&R 2017 Plan**) regarding an additional 11,500,000 common shares of the Company of par value USD 0.01 each (**Shares**) which may be issued by the Company in accordance with the A&R 2017 Plan.

For the purposes of this opinion we have examined and relied upon the documents listed, and in some cases defined, in the Schedule to this opinion (**Documents**) together with such other documentation as we have considered requisite to this opinion. Unless otherwise defined herein, capitalised terms have the meanings assigned to them in the A&R 2017 Plan.

Assumptions

In stating our opinion we have assumed:

1. the authenticity, accuracy and completeness of all Documents and other documentation examined by us submitted to us as originals and the conformity to authentic original documents of all Documents and other such documentation submitted to us as certified, conformed, notarised, faxed or photostatic copies;
2. that each of the Documents and other such documentation which was received by electronic means is complete, intact and in conformity with the transmission as sent;
3. the genuineness of all signatures on the Documents;
4. the authority, capacity and power of each of the persons signing the Documents;

Appleby (Bermuda) Limited (the Legal Practice) is a limited liability company incorporated in Bermuda and approved and recognised under the Bermuda Bar (Professional Companies) Rules 2009. "Partner" is a title referring to a director, shareholder or an employee of the Legal Practice. A list of such persons can be obtained from your relationship partner.

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5. that any representation, warranty or statement of fact or law, other than as to the laws of Bermuda, made in any of the Documents is true, accurate and complete;
6. that there are no provisions of the laws or regulations of any jurisdiction other than Bermuda which would be contravened by the grant of any Awards (as herein defined) under the A&R 2017 Plan or which would have any implication in relation to the opinion expressed herein and that, in so far as any obligation under, or action to be taken under, the A&R 2017 Plan is required to be performed or taken in any jurisdiction outside Bermuda, the performance of such obligation or the taking of such action (including the grant of any Award or Shares to any allottee) will constitute a valid and binding obligation of each of the parties thereto and will not be illegal by virtue of the laws of that jurisdiction;
7. that the records which were the subject of the Company Search were complete and accurate at the time of such search and disclosed all information which is material for the purposes of this opinion and such information has not since the date and time of the Company Search been materially altered;
8. that the records which were the subject of the Litigation Search were complete and accurate at the time of such search and disclosed all information which is material for the purposes of this opinion and such information has not since the date and time of the Litigation Search been materially altered;
9. that the Resolutions and the Shareholder Resolutions are in full force and effect, have not been rescinded, either in whole or in part, and accurately record, as applicable, the resolutions passed by the Shareholders in a meeting which was duly convened and at which a duly constituted quorum was maintained and voting throughout or adopted by all the directors of the Company (**Directors** and each a **Director**) as unanimous written resolutions of the Board of Directors (**Board**) and that there is no matter affecting the authority of the Directors to effect entry by the Company into the A&R 2017 Plan or the Registration Statement, not disclosed by the Constitutional Documents or the Resolutions, which would have any adverse implication in relation to the opinions expressed herein;
10. that each Director, when the Board adopted the Resolutions, discharged his fiduciary duty owed to the Company and acted honestly and in good faith with a view to the best interests of the Company;
11. that any awards granted under the A&R 2017 Plan (each an **Award** and collectively, **Awards**) will constitute the legal, valid and binding obligations of the parties thereto, other than the Company;

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12. that the Company has entered into its obligations under the A&R 2017 Plan and the Registration Statement in good faith for the purpose of carrying on its business and that, at the time it did so, there were reasonable grounds for believing that the transactions contemplated by the A&R 2017 Plan and the Registration Statement would benefit the Company;
13. that at the time of issue by the committee of the Board (**Committee**) of any Award, or any Shares pursuant to any such Award, such Committee was duly constituted and at the date hereof remains a duly constituted committee of the Board having the necessary powers and authorities to issue Awards and Shares pursuant to the A&R 2017 Plan;
14. that the approval of the issue of any Awards and of any Shares issued pursuant to any such Award will be duly made either at a duly convened and quorate meeting of the Board, or at a duly convened and quorate meeting of the Committee in a manner complying with the terms of the Bye-laws of the Company then in force and within the authority then given to the Committee by the Board;
15. that when the issue of any Shares under the A&R 2017 Plan is authorised, the issue price will not be less than the par value of the Shares and that the Company will have sufficient authorised and unissued share capital to effect such issue and will continue to hold the necessary permission from the Bermuda Monetary Authority for such share issue;
16. that in any case where the Shares are issued by the Company pursuant to the A&R 2017 Plan on the terms of an Award that does not require the allottee to pay to the Company a cash subscription price for such Shares, the Company will receive prior to the allotment of Shares, either a transfer to it of assets or the provision of services by the allottee with a fair value at least equivalent to the aggregate par value of the Shares issued to him pursuant to the Award; and
17. that, when filed with the Securities and Exchange Commission, the Registration Statement will be in a form which does not differ in any material respect from the drafts which we have examined for the purposes of this opinion.

Opinion

Based upon and subject to the foregoing and subject to the reservations set out below and to any matters not disclosed to us, we are of the opinion that:

1. The Company is an exempted company incorporated with limited liability and existing under the laws of Bermuda. The Company possesses the capacity to sue and be sued in its own name and is in good standing under the laws of Bermuda.

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2. When the Shares have been duly issued and fully paid for pursuant to and in accordance with the terms and conditions referred to or summarised in the Resolutions, the A&R 2017 Plan and the Registration Statement, the Shares will be validly issued, fully paid and non-assessable shares in the capital of the Company.

Reservations

We have the following reservations:

1. We express no opinion as to any law other than Bermuda law and none of the opinions expressed herein relates to compliance with or matters governed by the laws of any jurisdiction except Bermuda. This opinion is limited to Bermuda law as applied by the courts of Bermuda at the date hereof.
2. Any reference in this opinion to the Shares being “non-assessable” shall mean, in relation to fully paid shares of the Company and subject to any contrary provision in any agreement in writing between the Company and the holder of such Shares, that no shareholder shall be bound by an alteration of the Memorandum of Association or the Bye-laws of the Company after the date on which he became a shareholder, if and so far as the alteration requires him to take, or subscribe for additional shares, or in any way increases his liability to contribute to the share capital of, or otherwise to pay money to, the Company.
3. Where a person is vested with a discretion or may determine a matter in his or its opinion, such discretion may have to be exercised reasonably or such an opinion may have to be based on reasonable grounds.
4. Searches of the Register of Companies at the office of the Registrar of Companies and of the Supreme Court Causes Book at the Registry of the Supreme Court are not conclusive and it should be noted that the Register of Companies and the Supreme Court Causes Book do not reveal:
 - 4.1 details of matters which have been lodged for filing or registration which as a matter of best practice of the Registrar of Companies or the Registry of the Supreme Court would have or should have been disclosed on the public file, the Causes Book or the Judgment Book, as the case may be, but for whatever reason have not actually been filed or registered or are not disclosed or which, notwithstanding filing or registration, at the date and time the search is concluded are for whatever reason not disclosed or do not appear on the public file, the Causes Book or Judgment Book;
 - 4.2 details of matters which should have been lodged for filing or registration at the Registrar of Companies or the Registry of the Supreme Court but have not been lodged for filing or registration at the date the search is concluded;

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- 4.3 whether an application to the Supreme Court for a winding-up petition or for the appointment of a receiver or manager has been prepared but not yet been presented or has been presented but does not appear in the Causes Book at the date and time the search is concluded;
- 4.4 whether any arbitration or administrative proceedings are pending or whether any proceedings are threatened, or whether any arbitrator has been appointed; or
- 4.5 whether a receiver or manager has been appointed privately pursuant to the provisions of a debenture or other security, unless notice of the fact has been entered in the Register of Charges in accordance with the provisions of the Companies Act 1981 of Bermuda.

Furthermore, in the absence of a statutorily defined system for the registration of charges created by companies incorporated outside Bermuda (overseas companies) over their assets located in Bermuda, it is not possible to determine definitively from searches of the Register of Charges maintained by the Registrar of Companies in respect of such overseas companies what charges have been registered over any of their assets located in Bermuda or whether any one charge has priority over any other charge over such assets.

5. In order to issue this opinion we have carried out the Company Search as referred to in the Schedule to this opinion and have not enquired as to whether there has been any change since the date and time of such search.
6. In order to issue this opinion we have carried out the Litigation Search as referred to in the Schedule to this opinion and have not enquired as to whether there has been any change since the date and time of such search.
7. In opinion paragraph 1 above, the term **good standing** means that the Company has received a Certificate of Compliance from the Registrar of Companies.

Disclosure

This opinion is addressed to you solely for your benefit and is neither to be transmitted to any other person, nor relied upon by any person or for any other purpose nor quoted or referred to in any public document nor filed with any governmental agency or person, without our prior written consent, except as may be required by law or regulatory authority. We hereby consent to the inclusion of the opinion as an exhibit to the Registration Statement. Further the opinion speaks of its date and is strictly limited to the matters stated herein and we assume no obligation to review or update the opinion if applicable law or the existing facts or circumstances should change.

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This opinion is governed by and is to be construed in accordance with Bermuda law. It is given on the basis that it will not give rise to any legal proceedings with respect thereto in any jurisdiction other than Bermuda.

Yours faithfully

/s/ Appleby (Bermuda) Limited

Appleby (Bermuda) Limited

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SCHEDULE

1. A search of the entries, filings, and documents shown and available for inspection in respect of the Company in the register of charges and on the file of the Company found on the Online Registry (www.registrarofcompanies.gov.bm) maintained by the Registrar of Companies in Hamilton, Bermuda, as revealed by a search conducted on 19 May 2022 (**Company Search**).
2. A search of the entries and filings shown and available for inspection in respect of the Company in the Cause and Judgement Book of the Supreme Court maintained at the Registry of the Supreme Court in Hamilton, Bermuda, as revealed by a physical search conducted, and/or electronic record of the Cause and Judgment Book distributed by the Supreme Court, on 19 May 2022 (**Litigation Search**).
3. Certified copies of the Certificate of Incorporation, Memorandum of Association and Bye-Laws adopted 31 July 2007 for the Company (collectively referred to as the **Constitutional Documents**).
4. A PDF copy of the Minutes of the Annual General Meeting of the Shareholders of the Company held on 19 May 2022 (**Shareholder Resolutions**).
5. A PDF copy of the unanimous written resolutions of the Directors effective 5 April 2022 (**Resolutions**).
6. A certified copy of the Foreign Exchange Letter, dated 29 March 2007 issued by the Bermuda Monetary Authority, Hamilton Bermuda in relation to the Company.
7. A certified copy of the Tax Assurance Certificate, dated 28 February 2012, issued by the Registrar of Companies for the Minister of Finance in relation to the Company.
8. A Certificate of Compliance, dated 18 May 2022 issued by the Registrar of Companies in respect of the Company.
9. A copy of the Notice to the Public dated 1 June 2005 given under the Exchange Control Act 1972 and the Exchange Control Regulations 1973.
10. A certified copy of the Register of Directors and Officers in respect of the Company.
11. A PDF copy of the final form of Registration Statement.
12. A PDF copy of the A&R 2017 Plan.

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Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated March 01, 2022, with respect to the consolidated financial statements of Genpact Limited and subsidiaries and the effectiveness of internal control over financial reporting, incorporated herein by reference and to the reference to our firm under the heading “Experts” in the prospectus.

/s/ KPMG Assurance and Consulting Services LLP

Mumbai, Maharashtra, India
May 20, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Genpact Limited
(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Shares, par value \$0.01 per share	Other	11,500,000 shares (2)	\$43.19 (3)	\$496,685,000 (3)	\$92.70 per \$1,000,000	\$46,043
Total Offering Amounts					\$496,685,000		\$46,043
Total Fee Offsets							—
Net Fee Due							\$46,043

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement shall also cover any additional Common Shares attributable to these registered shares which become issuable under the Genpact Limited 2017 Omnibus Incentive Compensation Plan (as amended and restated as of May 19, 2022), by reason of any share dividend, share split, recapitalization or other similar transaction effected without the registrant's receipt of consideration which results in an increase in the number of the outstanding Common Shares.
- (2) Represents 11,500,000 additional shares issuable under the Genpact Limited 2017 Omnibus Incentive Compensation Plan (as amended and restated as of May 19, 2022) (as a result of the amendment and restatement of such plan).
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) of the Securities Act of 1933, as amended, and calculated on the basis of the average of the high and low prices of the registrant's Common Shares as reported on the New York Stock Exchange on May 17, 2022.