

**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)

**Amended and Restated Genpact Limited 2007 Omnibus Incentive Compensation Plan**  
**Gecis Global Holdings 2005 Stock Option Plan**  
(Full title of the Plans)

**Victor F. Guaglianone, Esq.**  
**General Counsel**  
**Genpact Limited**  
**105 Madison Avenue**  
**New York, NY 10016**  
(Name and address of agent for service)

**(646) 624-5929**  
(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 or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐  
Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Amended and Restated Genpact Limited 2007 Omnibus Incentive Compensation Plan, Common Shares, \$0.01 par value	14,588,384 shares	\$16.64	\$242,750,709.76	\$33,111.20
Gecis Global Holdings 2005 Stock Option Plan, Common Shares, \$0.01 par value	495,915 shares	\$16.64	\$8,252,025.60	\$1,125.58
Aggregate Amount to be Registered:	15,084,299 shares	Aggregate Registration Fee:		\$34,236.78

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "1933 Act"), this Registration Statement shall also cover any additional Common Shares attributable to these registered shares which become issuable under the Registrant's Amended and Restated 2007 Omnibus Incentive Compensation Plan or Gecis Global Holdings 2005 Stock Option Plan by reason of any stock dividend, stock 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) Calculated solely for purposes of this offering under Rule 457(h) of the 1933 Act on the basis of the average of the high and low selling price per share of the Registrant's Common Shares on October 1, 2012 as reported by the New York Stock Exchange.

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## EXPLANATORY NOTE

This Registration Statement has been prepared in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended (the “1933 Act”), to register (1) an additional 14,588,384 common shares of Genpact Limited (the “Registrant”) issuable pursuant to the Genpact Limited 2007 Omnibus Incentive Compensation Plan (the “2007 Plan”) by reason of (i) a 5,593,200 share increase in the share reserve approved by the Company’s shareholders at its May 16, 2012 annual meeting, (ii) the termination, expiration and forfeiture of options to purchase 6,450,857 shares granted under the Company’s stock incentive plans other than the 2007 Plan since its original adoption, and (iii) a 2,544,327 share adjustment to the 2007 Plan share reserve (as increased by (i) and (ii) above) in connection with the extraordinary cash dividend paid on September 24, 2012 (the “Extraordinary Dividend”), and (2) an additional 495,915 common shares of the Registrant issuable pursuant to the Gecis Global Holdings 2005 Stock Option Plan (the “2005 Plan”) by reason of the adjustment to stock option awards outstanding under the 2005 Plan in connection with the payment of the Extraordinary Dividend.

## PART II

### Information Required in the Registration Statement

#### Item 3. Incorporation of Documents by Reference

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the “Commission”):

- The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed with the Commission on February 29, 2012;
- The Registrant’s Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2012 and June 30, 2012, filed with the Commission on May 5, 2012 and August 9, 2012, respectively;
- All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “1934 Act”) since the end of the fiscal year covered by its Annual Report referred to in (a) above; and
- The description of the Registrant’s Common Shares contained in Registrant’s Registration Statement on Form 8-A filed with the Commission on July 27, 2007 pursuant to Section 12(b) of the 1934 Act.

All reports and definitive proxy or information statements, if any, filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Unless expressly incorporated into this Registration Statement, a report furnished but not filed on Form 8-K shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### Item 4. Description of Securities

Not Applicable.

#### Item 5. Interests of Named Experts and Counsel

Not Applicable.

#### Item 6. Indemnification of Directors and Officers

The bye-laws of the Registrant provide that each director, officer, resident representative, committee member and liquidator, manager or trustee acting in relation to the Registrant’s affairs and his or her heirs, executors and administrators (each, an “Indemnified Person”) will be indemnified and held harmless out of the Registrant’s assets against all liabilities, loss, damage or expense, whether under contract, tort and statute or any applicable foreign law or regulation and all reasonable legal and other costs and expenses properly payable, incurred or suffered by him or her by or by reason of any act done, conceived in or omitted in the conduct of the Registrant’s business or in the discharge of his or her duties to the fullest extent authorized by the Companies Act. Each Indemnified Person will be indemnified out of the Registrant’s assets against all liabilities incurred by him or her by or by reason of any act done, conceived in or omitted in the conduct of the Registrant’s business or in the discharge of his or her duties, in defending any criminal or civil proceedings in which judgment is given in his or her favor, or in which he or she is acquitted, or in connection with any application under the Companies Act in which relief from liability is granted by the court. Any indemnification to which an Indemnified Person is entitled due to amounts paid or discharged by him or her will become an obligation of the Registrant to reimburse such Indemnified Person making such payment or effecting such discharge.

The Registrant’s bye-laws also provide for the advancement of costs incurred in defending any civil or criminal action or proceeding for which indemnification is required pursuant to the Registrant’s bye-laws upon receipt of an undertaking by or on behalf of an Indemnified Person to repay such amount if any allegation of fraud or dishonesty is proved against such Indemnified Person, provided that no amounts will be paid unless such payment is authorized upon a determination by vote of disinterested directors or shareholders or by independent legal counsel that indemnification would be proper because the Registrant’s director or officer met the standard of conduct which would entitle him or her to the indemnification thereby provided.

The bye-laws provide that the Registrant and the Registrant’s shareholders waive any claim or right of action against any Indemnified Person on account of any action taken by him or her or any failure by him or her to take any action in the performance of his or her duties with or for the Registrant, provided that such waiver will not apply to any claims or rights of action arising out of the fraud of such Indemnified Person or to matters which would render the waiver void pursuant to the Companies Act.

The Registrant is permitted to purchase and maintain insurance for or for the benefit of any Indemnified Person or any person who is or was at any time a director, officer or employee of the Registrant, or of any other company which is its holding company or in which the Registrant or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Registrant, or of any subsidiary undertaking of the Registrant or any such other company, or who is or was at any time trustee of any pension fund in which employees of the Registrant or any such other company or subsidiary undertaking are interested, including insurance against any liability incurred by such person in respect of any act or omission in the actual or purported execution or discharge of his or her duties or in the exercise or purported exercise of his or her powers or otherwise in relation to his or her duties, powers or offices in relation to the Registrant or any such other company, subsidiary undertaking or pension fund.

Notwithstanding anything contained in the bye-laws of the Registrant, an Indemnified Person will not be liable to the Registrant or its shareholders for monetary damages for breach of a fiduciary duty as a director, except to the extent such exemption from liability or limitation is not permitted under the Companies Act. Neither the amendment nor repeal of any provision of the Registrant’s bye-laws will alter the rights of an Indemnified Person to the advancement of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment, repeal or termination.

**Item 7. Exemption from Registration Claimed**

Not Applicable.

**Item 8. Exhibits**

<u>Exhibit Number</u>	<u>Exhibit</u>
4.1(1)	Memorandum of Association of the Registrant.
4.2(2)	Bye-Laws of the Registrant.
4.3(3)	Form of specimen certificate for the Registrant’s common shares.
5.1	Opinion of Appleby (Bermuda) Limited
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Appleby (Bermuda) Limited is contained in Exhibit 5.1.
24.1	Power of Attorney. Reference is made to page II-4 of this Registration Statement.
99.1(4)	Amended and Restated Genpact Limited 2007 Omnibus Incentive Compensation Plan.
99.2(5)	Gecis Global Holdings 2005 Stock Option Plan.

- (1) Incorporated by reference to Exhibit 3.1 to Amendment No. 2 of the Registrant’s Registration Statement in Form S-1 (File 333-142875) filed with the Commission on July 16, 2007.
- (2) Incorporated by reference to Exhibit 3.3 to Amendment No. 4 of the Registrant’s Registration Statement on Form S-1 (File No. 333-142875) filed with the Commission on August 1, 2007.
- (3) Incorporated by reference to Exhibit 4.1 to Amendment No. 4 of the Registrant’s Registration Statement on Form S-1 (File No. 333-142875) filed with the Commission on August 1, 2007.
- (4) Incorporated by reference to Exhibit 1 to the Registrant’s Definitive Proxy Statement on Schedule 14A (File No. 001-33626) filed with the Commission on April 15, 2011.
- (5) Incorporated by reference to Exhibit 10.10 to the Registrant’s Registration Statement on Form S-1 (File No. 333-142875) filed with the Commission on May 11, 2007.

**Item 9. Undertakings**

A. The undersigned Registrant hereby undertakes: (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) to include any prospectus required by Section 10(a)(3) of 1933 Act, (ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; provided, however, that clauses (1)(i) and (1)(ii) shall not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the 1934 Act that are incorporated by reference into this Registration Statement; (2) that for the purpose of determining any liability under the 1933 Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the Registrant's Amended and Restated 2007 Omnibus Incentive Compensation Plan or Gecis Global Holdings 2005 Stock Option Plan.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the 1933 Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the 1934 Act that is incorporated by reference into this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to directors, officers or controlling persons of the Registrant pursuant to the indemnification provisions summarized in Item 6 or otherwise, the Registrant has been advised that, in the opinion of the Commission, such indemnification is against public policy as expressed in the 1933 Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer, or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the 1933 Act and will be governed by the final adjudication of such issue.

## 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 4<sup>th</sup> day of October, 2012.

### GENPACT LIMITED

By: /s/ Victor F. Guaglianone  
Name: Victor F. Guaglianone  
Title: General Counsel

## POWER OF ATTORNEY

### KNOW ALL PERSONS BY THESE PRESENTS:

That the undersigned officers and directors of Genpact Limited, a Bermuda limited liability company, do hereby constitute and appoint Victor F. Guaglianone and Heather D. White, and each of them, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

**IN WITNESS WHEREOF**, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below 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> <b>N.V. Tyagarajan</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	October 4, 2012
<u>/s/ Mohit Bhatia</u> <b>Mohit Bhatia</b>	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	October 4, 2012
<u>/s/ Robert G. Scott</u> <b>Robert G. Scott</b>	Non-Executive Chairman and Director	October 4, 2012
<u>/s/ John W. Barter</u> <b>John W. Barter</b>	Director	October 4, 2012
<u>/s/ Mark F. Dzialga</u> <b>Mark F. Dzialga</b>	Director	October 4, 2012
<u>/s/ Douglas M. Kaden</u> <b>Douglas M. Kaden</b>	Director	October 4, 2012
<u>/s/ Jagdish Khattar</u> <b>Jagdish Khattar</b>	Director	October 4, 2012
<u>/s/ James C. Madden</u> <b>James C. Madden</b>	Director	October 4, 2012
<u>/s/ Denis J. Nayden</u> <b>Denis J. Nayden</b>	Director	October 4, 2012
<u>/s/ Gary Reiner</u> <b>Gary Reiner</b>	Director	October 4, 2012
<u>/s/ A. Michael Spence</u> <b>A. Michael Spence</b>	Director	October 4, 2012

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## EXHIBIT INDEX

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(4)	Incorporated by reference to Exhibit 1 to the Registrant's Definitive Proxy Statement on Schedule 14A (File No. 001-33626) filed with the Commission on April 15, 2011.
(5)	Incorporated by reference to Exhibit 10.10 to the Registrant's Registration Statement on Form S-1 (File No. 333-142875) filed with the Commission on May 11, 2007.

## OPINION AND CONSENT OF APPLEBY (BERMUDA) LIMITED

**e-mail:**

adfagundo@applebyglobal.com

**direct dial:****Tel** +441 298 3549**Fax** +441 298 3461**your ref:****appleby ref:**

132386.0016

**By Email****Genpact Limited**

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

Dear Sirs

4 October 2012

**Genpact Limited (the "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 (the "**Securities Act**"), of a registration statement on Form S-8 (the "**Registration Statement**") in relation to 14,588,384 common shares of the Company of par value US\$0.01 each (the "2007 Plan **Shares**") which may be issued in accordance with the Genpact Limited 2007 Omnibus Incentive Compensation Plan (as amended and restated April 11, 2012) (the "**2007 Plan**") and 495,915 common shares of the Company of par value US\$0.01 each (the "**2005 Plan Shares**" and together with the 2007 Plan Shares, the "**Shares**") which may be issued in accordance with the Gecis Global Holdings 2005 Stock Option Plan (the "**2005 Plan**" and together with the 2007 Plan, the "**Plans**").

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 (the "**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 Plans.



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## Assumptions

In stating our opinion we have assumed:

- (a) 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;
- (b) 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;
- (c) the genuineness of all signatures on the Documents;
- (d) the authority, capacity and power of each of the persons signing the Documents;
- (e) 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;
- (f) 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 Plans 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 Plans 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;
- (g) 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;
- (h) 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;

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- (i) 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 present and voting throughout or the resolutions passed by the Board of Directors in a meeting which was duly convened and at which a duly constituted quorum was present and voting throughout or adopted by all the Directors of the Company as unanimous written resolutions of the Board and that there is no matter affecting the authority of the Directors to effect entry by the Company into the Plans, the Assignment Agreement 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;
  - (j) that each Director of the Company, when the Board of Directors of the Company adopted or passed the Resolutions, as applicable 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;
  - (k) that any awards granted under the Plans (each an “**Award**” and collectively, the “**Awards**”) will constitute the legal, valid and binding obligations of the parties thereto, other than the Company;
  - (l) that the Company has entered into its obligations under the Plans 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 Plans and the Registration Statement would benefit the Company;
  - (m) that at the time of issue by the committee of the Board of Directors (the “**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 of Directors of the Company having the necessary powers and authorities to issue Awards and Shares pursuant to the Plans;

- (n) 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 of Directors of the Company, 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 of Directors of the Company;
- (o) that when the issue of any Shares under the Plans is authorised, the issue price will not be less than the par value of the Shares and that the Company will have sufficient authorised share capital to effect such issue and will continue to hold the necessary permission from the Bermuda Monetary Authority for such share issue;
- (p) that in any case where the Shares are issued by the Company pursuant to the Plans 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
- (q) 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.
- (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 Plans and the Registration Statement, the Shares will be validly issued, fully paid and non-assessable shares in the capital of the Company.

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## Reservations

We have the following reservations:

- (a) 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.
- (b) 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.
- (c) 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.
- (d) 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:
  - (i) 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;

- (ii) 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;
- (iii) 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;
- (iv) whether any arbitration or administrative proceedings are pending or whether any proceedings are threatened, or whether any arbitrator has been appointed; or
- (v) 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 Act.

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.

- (e) 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.
- (f) 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.

(g) In 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.

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

**Appleby (Bermuda) Limited**

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## SCHEDULE

1. The entries and filings shown in respect of the Company on the file of the Company maintained in the Register of Companies at the office of the Registrar of Companies in Hamilton, Bermuda, as revealed by a search conducted on 4 October 2012 at 9.30 am (Bermuda time) (the “**Company Search**”).
2. The entries and filings shown in respect of the Company in the Supreme Court Causes Book maintained at the Registry of the Supreme Court in Hamilton, Bermuda, as revealed by a search conducted on 4 October 2012 on 9.15 am (Bermuda time) (the “**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 May 16, 2012 (the “**Shareholder Resolutions**”).
5. A PDF copy of the unanimous written resolutions of the Directors effective October 1 2012 and a copy of the minutes of the telephonic meeting of the Board held on July 3, 2007 and August 1, 2012 (the “**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**”, dated 10 April 2007, issued by the Registrar of Companies for the Minister of Finance in relation to the Company.
8. A Certificate of Compliance, dated 4 October 2012 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.

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10. A certified copy of the Register of Directors and Officers in respect of the Company.
  11. A copy of the final form of Registration Statement.
  12. A copy of the 2007 Plan.
  13. A copy of the 2005 Plan.
  14. A PDF copy of the executed Assignment and Assumption Agreement made as of July 13, 2007 among Genpact Global Holdings SICAR, Genpact International LLC and the Company.



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Shareholders  
Genpact Limited:

We consent to the use of our reports dated February 29, 2012 with respect to the consolidated balance sheets of Genpact Limited and subsidiaries as of December 31, 2011 and 2010, and the related consolidated statements of income, equity and comprehensive income (loss), and cash flows, for each of the years in the three-year period ended December 31, 2011, and the effectiveness of internal control over financial reporting as of December 31, 2011, incorporated herein by reference.

KPMG  
Gurgaon, India  
October 4, 2012