

GENPACT LIMITED
COMPENSATION COMMITTEE CHARTER

I. Purposes

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Genpact Limited (the “**Company**”) shall discharge the Board’s responsibilities to the Company and to its shareholders, potential shareholders, the investment community and other stakeholders with respect to:

(i) Reviewing the Company’s compensation practices and policies, including equity benefit plans;

(ii) Reviewing the performance of the Company’s chief executive officer (the “CEO”);

(iii) Annually reviewing and approving compensation for the Company’s CEO;

(iv) Annually reviewing and approving compensation for the Company’s Chairman of the Board, executive officers and directors;

(v) Overseeing the risks associated with the Company’s compensation policies and practices and, in accordance with Item 402(s) of Regulation S-K, reviewing whether such policies and practices are reasonably likely to have a material adverse effect on the Company;

(vi) Reviewing and consulting with the CEO concerning selection of executive officers, performance of individual executive officers and related matters;

(vii) Overseeing the succession plans for the Company’s CEO and executive officers;

(viii) Reviewing the Company’s strategies and programs relating to human capital management for the Company’s leadership team, including talent acquisition, retention and succession;

(ix) Reviewing and discussing the management disclosures in the “Compensation Discussion and Analysis” (the “**CD&A**”) and recommending to the Board whether such disclosures shall be included in the appropriate regulatory filing; and

(x) Annually preparing a compensation committee report for inclusion in the Company’s proxy statement.

The Committee will fulfill these responsibilities primarily by carrying out the activities enumerated in section IV of this Charter.

For purposes of this Charter, “executive officer” means any “officer” of the Company as defined in Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).

II. Composition

The Committee shall be composed of three or more members of the Board, each of whom shall be determined by the Board to (i) be “independent” under the listing standards of the New York Stock Exchange (the “**NYSE**”) as in effect from time to time, (ii) qualify as “Non-Employee Directors” for purposes of Rule 16b-3 promulgated under the Exchange Act, and (iii) qualify as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “**Code**”). If an executive officer of another entity is expected to serve as a member of the Committee, none of the Company’s executive officers shall serve on such entity’s compensation committee (or any other committee serving a similar function).

The members of the Committee shall be appointed by the Board, upon the recommendation of the Nominating and Governance Committee, at the annual organizational meeting of the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

Unless a Chairperson is elected by the full Board, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson shall be entitled to cast a vote to resolve any ties. The Chairperson will chair all regular sessions of the Committee and will, with input from other members of the Committee, and where appropriate, management, set the agenda for the Committee meetings.

III. Meetings and Operations

The Committee shall meet at least quarterly and additionally as circumstances dictate. Meetings of the Committee shall be at such times and places as determined by the Committee Chairperson and may be held in person or telephonically. The Committee may also act by unanimous written consent in lieu of a meeting. A majority of the members present shall constitute a quorum and a majority of the members present shall decide any matter brought before the Committee.

As part of its review and establishment of the performance criteria and compensation of the executive officers, the Committee should meet separately at least on an annual basis with the CEO and any other corporate officers as it deems appropriate.

However, the Committee should meet regularly without such officers present, and in all cases such officers shall not be present at meetings at which their performance and compensation are being discussed.

All nonmanagement directors who are not members of the Committee may attend meetings of the Committee but may not vote. The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate.

The Committee may form and delegate authority to subcommittees.

Except as expressly provided in this Charter, the Company's bye-laws or the Company's Corporate Governance Guidelines, or as required by law, regulation or NYSE listing standards, the Committee shall set its own rules of procedure.

IV. Responsibilities and Duties

In fulfilling its responsibilities and duties, the Committee may, as it deems appropriate in its sole discretion, select, retain and/or replace, as needed, compensation and benefits consultants, legal counsel and other outside consultants and advisors to provide independent advice to the Committee. In such event, the Committee shall have the sole authority to approve such parties' fees and other retention terms and to cause the Company to pay such fees without further action of the Board. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor only after taking into consideration, as applicable, all factors relevant to that person's independence from management. In addition, the Committee shall have authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate.

To fulfill its responsibilities and duties, the Committee shall:

(i) **Compensation Practices and Policies**

(A) Review and approve compensation practices and policies of the Company to ensure they provide appropriate motivation for corporate performance and increased shareholder value;

(B) Oversee the Company's equity compensation plans, including, without limitation, the authority to interpret the terms thereof, the review and grant of awards to all eligible employees, and oversee the activities of the individuals responsible for administering these plans;

(C) Oversee the risks associated with the Company's compensation policies and practices, and in accordance with Item 402(s) of Regulation S-K, review whether such policies and practices are reasonably likely to have a material adverse effect on the Company;

(D) Review and make recommendations to the Board with respect to the Company's incentive compensation and equity benefit plans, including those that require Board and shareholder approval, and pension plans;

(E) Review and approve all of the Company's compensation plans or amendments thereto and all equity compensation grants that are not otherwise subject to the approval of the Board and shareholders; and

(F) Review and monitor key performance metrics of the Company's equity compensation plans.

(G) Review and approve the implementation or revision of any compensation recovery or "clawback" policies of the Company and oversee the administration of such policies.

(ii) Review CEO Performance and Set CEO Compensation

(A) Periodically review and evaluate, at least annually, the performance of the CEO;

(B) Review and approve corporate goals and objectives relevant to the compensation of the CEO;

(C) Evaluate the CEO's performance in light of these goals and objectives, and communicate the Board's evaluation to the CEO; and

(D) Annually review and approve (based on this evaluation), either as a committee or together with the other independent directors (as directed from time to time by the Board), (1) the CEO's annual base salary, (2) the CEO's annual planned profit sharing and (3) stock option grants and other stock awards to the CEO. In determining the long-term incentive component of CEO compensation, the Committee will consider all factors it deems relevant, including the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in the prior years.

(iii) Set Compensation for Executive Officers

(A) Periodically survey the executive compensation practices of comparable companies;

(B) Oversee the evaluation of the Company's executive officers and, in conjunction with the Audit Committee in the case of the evaluation of the chief financial officer, determine the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and prepare assessments of the performance of the Company's executive officers to be discussed periodically with the Board;

(C) Annually review and approve, for the executive officers of the company (other than the CEO), (1) the annual base salary, (2) performance bonus and (3) equity-based compensation awards under the Company's incentive compensation plans;

(D) Approve for the executive officers of the Company (other than the CEO) employment agreement, consulting agreements, severance or retirement arrangements, change-in-control arrangements and any special or supplemental benefits;

(E) Review shareholder proposals relating to executive compensation matters and recommend to the Board the Company's response to such proposals; and

(F) Review and approve the Company's policies and procedures with respect to executive officers' expense accounts and perquisites.

(iv) Set Director Compensation

(A) Review and recommend to the Board the form and amount of director compensation (including perquisites and other benefits), and any additional compensation to be paid for service on Board committees or for service as a chairperson of a committee. In making its recommendations, the Committee shall give due consideration to what is customary compensation for directors of comparable U.S. companies and any other factors it deems appropriate that are consistent with the policies and principles set forth in this Charter and the Company's Corporate Governance Guidelines; and

(B) Review and make recommendations to the Board regarding the directors' and officers' indemnification and insurance matters.

(v) CEO and executive officer succession planning

(A) Oversee the evaluation of executive officers, including any succession plans;

(B) Ensure that an effective CEO succession plan is in place; and

(C) Assess and recommend to the Board a successor to the CEO in the event of a vacancy of the position, unless the Board designates another committee for this purpose.

(vi) Human Capital Management

(A) Review the Company's strategies and programs relating to human capital management for the Company's leadership team, including talent acquisition, retention and succession.

(vii) Regulatory Matters

(A) In consultation with Company management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility (including, as and when required, for compliance with Section 162(m) of the Code, establishing performance goals and certifying that such performance goals and any other material terms have been attained).

(viii) Reports

(A) Review and discuss annually with management the disclosures included in the CD&A, including whether to recommend to the Board that such CD&A be included, as applicable, in the Company's Annual Report on Form 10-K, annual proxy statement or any information statement;

(B) Produce a compensation committee report for inclusion in the Company's annual proxy statement, in accordance with applicable rules and regulations of the NYSE, the Securities and Exchange Commission and other applicable regulatory bodies;

(C) Report regularly to the Board following meetings of the Committee and periodically with respect to such other matters as are relevant to the Committee's discharge of its responsibilities; and

(D) Maintain minutes or other records of meetings and activities of the Committee.

V. Annual Performance Evaluation

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Board shall also issue an annual evaluation of the Committee's performance.