

Genpact LTD
Form SC 13D/A
February 19, 2019

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

SCHEDULE 13D
UNDER SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)*

Genpact Limited

(Name of Issuer)

Common Shares, \$0.01 par value per share

(Title of Class of Securities)

G3922B107

(CUSIP Number)

Glory Investments B Limited
Suite 110, 10th Floor
Ebene Heights Building
34 Ebene Cybercity
Ebene, Mauritius
(230) 468 1320

GIC Private Limited
168, Robinson Road
#37-01, Capital Tower
Singapore 068912
+65 6889 8888

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 15, 2019

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box ☐.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule §240.13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: Glory Investments A Limited

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 98-0651998
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF, BK
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mauritius

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 8,921,938¹
9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
10 SHARED DISPOSITIVE POWER

8,921,938¹

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,921,938¹

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.71%²

14 TYPE OF REPORTING PERSON

CO

1 Does not include Common Shares held by any other Reporting Person.

2 Percentage calculated based on 189,419,669 Common Shares outstanding as of February 11, 2019, as reported in the Issuer's prospectus supplement filed with the U.S. Securities and Exchange Commission (SEC) on February 14, 2019.

CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: Glory Investments B Limited

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 98-0652001
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF, BK
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mauritius

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 37,750,678¹
9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
10 SHARED DISPOSITIVE POWER

37,750,678¹

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,750,678¹

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

19.93%²

14 TYPE OF REPORTING PERSON

CO

1 Includes (i) 8,921,938 Common Shares held by Glory Investments A Limited, (ii) 21,999,280 Common Shares held by Glory Investments B Limited, (iii) 1,038,576 Common Shares held by Glory Investments IV Limited, (iv) 78,208 Common Shares held by Glory Investments IV-B Limited, (v) 50,812 Common Shares held by RGIP, LP and (vi) 5,661,864 Common Shares held by Twickenham Investment Private Limited.

2 Percentage calculated based on 189,419,669 Common Shares outstanding as of February 11, 2019, as reported in the Issuer's prospectus supplement filed with the SEC on February 14, 2019.

CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: Glory Investments IV Limited

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 98-1067044
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF, BK
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mauritius

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 1,038,576¹
9 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

1,038,576¹

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,038,576¹

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.55%²

14 TYPE OF REPORTING PERSON

CO

1 Does not include Common Shares held by any other Reporting Person.

2 Percentage calculated based on 189,419,669 Common Shares outstanding as of February 11, 2019, as reported in the Issuer's prospectus supplement filed with the SEC on February 14, 2019.

CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: Glory Investments IV-B Limited

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 39-2079858
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF, BK
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mauritius

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 78,208¹
9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
10 SHARED DISPOSITIVE POWER

78,208¹

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

78,208¹

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.04%²

14 TYPE OF REPORTING PERSON

CO

1 Does not include Common Shares held by any other Reporting Person.

2 Percentage calculated based on 189,419,669 Common Shares outstanding as of February 11, 2019, as reported in the Issuer's prospectus supplement filed with the SEC on February 14, 2019.

CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: RGIP, LP

2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON: 04-3328326
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 50,812¹
9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
10 SHARED DISPOSITIVE POWER

50,812¹

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

50,812¹

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.03%²

14 TYPE OF REPORTING PERSON

PN

1 Does not include Common Shares held by any other Reporting Person.

2 Percentage calculated based on 189,419,669 Common Shares outstanding as of February 11, 2019, as reported in the Issuer's prospectus supplement filed with the SEC on February 14, 2019.

CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: GIC Private Limited

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: N/A
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Singapore

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 5,892,839¹
9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
10 SHARED DISPOSITIVE POWER

5,892,839¹

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,892,839¹

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.11%²

14 TYPE OF REPORTING PERSON

CO

- 1 Includes 230,975 Common Shares registered in the name of GIC Private Limited and 5,661,864 Common Shares held through Twickenham Investment Private Limited, but does not include Common Shares held by the Glory Entities (as defined below) or RGIP (as defined below).
- 2 Percentage calculated based on 189,419,669 Common Shares outstanding as of February 11, 2019, as reported in the Issuer's prospectus supplement filed with the SEC on February 14, 2019.

CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: GIC Special Investments Pte. Ltd.

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: N/A
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Singapore

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

5,661,864¹

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

5,661,864¹

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,661,864¹

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.99%²

14 TYPE OF REPORTING PERSON

CO

1 Includes 5,661,864 Common Shares held through Twickenham Investment Private Limited, but does not include Common Shares held by the Glory Entities or RGIP.

2 Percentage calculated based on 189,419,669 Common Shares outstanding as of February 11, 2019, as reported in the Issuer's prospectus supplement filed with the SEC on February 14, 2019.

CUSIP No. G3922B107

13D

1 NAME OF REPORTING PERSON: Twickenham Investment Private Limited

2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON: N/A
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Singapore

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 5,661,864¹
9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
10 SHARED DISPOSITIVE POWER

5,661,864¹

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,661,864¹

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.99%²

14 TYPE OF REPORTING PERSON

CO

1 Does not include Common Shares held by the Glory Entities or RGIP.

2 Percentage calculated based on 189,419,669 Common Shares outstanding as of February 11, 2019, as reported in the Issuer's prospectus supplement filed with the SEC on February 14, 2019.

This Amendment No. 3 to Schedule 13D relates to common shares, par value \$0.01 per share (the **Common Shares**) of the Issuer and amends the initial statement on Schedule 13D filed on November 5, 2012, as amended and supplemented by Amendment No. 1 filed on August 18, 2017 and Amendment No. 2 filed on November 20, 2017, filed jointly by each of Glory Investments A Limited, a Mauritius public company limited by shares (**Glory A**), Glory Investments B Limited, a Mauritius public company limited by shares (**Glory B**), Glory Investments IV Limited, a Mauritius private company limited by shares (**Glory IV**), Glory Investments IV-B Limited, a Mauritius private company limited by shares (**Glory IV-B**), RGIP, LP, a Delaware limited partnership (**RGIP**), GIC Private Limited, a private company limited by shares organized under the laws of the Republic of Singapore (**GIC**), GIC Special Investments Pte. Ltd., a private company limited by shares organized under the laws of the Republic of Singapore (**GICSI**), and Twickenham Investment Private Limited, a private company limited by shares organized under the laws of the Republic of Singapore (**Twickenham**), (each a **Reporting Person** and, collectively, the **Reporting Persons**) relating to the Common Shares (the **Initial Statement** and, together with this Amendment No. 3, the **Schedule 13D**). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Initial Statement. Glory A, Glory B, Glory IV and Glory IV-B are collectively referred to herein as the **Glory Entities**.

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended as follows:

(b) All Class A shares of Glory A are held by Bain Capital Partners Asia II, L.P. (**Bain Asia**), whose general partner is Bain Capital Investors, LLC (**BCI**), a Delaware limited liability company. All Class A shares of Glory B are held by Bain Capital Partners X, L.P., whose general partner is BCI. All Class A shares of Glory IV are held by BCIP Associates IV, L.P., whose general partner is Boylston Coinvestors, LLC. All Class A shares of Glory IV-B are held by BCIP Associates IV-B, L.P., whose general partner is Boylston Coinvestors, LLC. BCI governs the investment strategy and decision-making process with respect to investments held by Glory IV and Glory IV-B. As a result of the relationships described above, BCI may be deemed to share voting and dispositive power with respect to the securities held by each of the Glory Entities.

(c) With respect to each of the Reporting Persons, the names of each of (i) the executive officers and directors of such Reporting Person and (ii) the person(s) controlling such Reporting Person, and their respective principal business address, principal business, occupation and citizenship (as applicable), are provided on Schedule A to this Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated as follows:

(a), (b) The information required in these paragraphs with respect to each of the Reporting Persons is set forth in Rows 7 through 13 of the cover pages to this Schedule 13D and Item 2(b) and is incorporated herein by reference. Because the Glory Entities, RGIP and Twickenham have entered into the Investor Agreement and Shareholder Agreement and by virtue of the nature of the transaction contemplated therein (as described in Item 4), (i) the Genpact Investors could be deemed to be a **group** (within the meaning of Section 13(d)(3) of the Exchange Act) with respect to the Common Shares, and (ii) each of the Genpact Investors and the other persons identified in Item 2(b) may be deemed to beneficially own all of the Common Shares beneficially owned by one another. As noted in Item 2, each of the Reporting Persons disclaims beneficial ownership of any Common Shares beneficially owned by any of the other Reporting Persons or any other person. The Reporting Persons hold an aggregate of 37,981,653 Common Shares or 20.05% of the outstanding Common Shares.

Twickenham is controlled and managed by GICSI, which is in turn wholly-owned by GIC. Pursuant to Section 13(d) of the Exchange Act and the rules promulgated thereunder, GIC and GICSI may be deemed to beneficially own all of the Common Shares beneficially owned by Twickenham.

(c) On February 15, 2019, Glory A, Glory B, Glory IV, Glory IV-B and Twickenham (collectively, the Selling Shareholders) collectively sold 10,000,000 Common Shares in an underwritten public offering, as further described in Item 6 below.

(d) Not Applicable.

(e) Not Applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended and supplemented as follows:

Underwriting Agreement

On February 12, 2019, the Selling Shareholders entered into an underwriting agreement (the Underwriting Agreement) with the Issuer and Goldman Sachs & Co. LLC (the Underwriter), pursuant to which the Underwriter agreed to purchase an aggregate of 10,000,000 Common Shares from the Selling Shareholders at a price of \$32.215 per share. The transaction closed on February 15, 2019. The Selling Shareholders sold the following Common Shares pursuant to the Underwriting Agreement:

| Selling Shareholder | Number of Common Shares Sold |
|----------------------------|-------------------------------------|
| Glory A | 2,367,136 |
| Glory B | 5,836,761 |
| Glory IV | 275,550 |
| Glory IV-B | 20,747 |
| Twickenham | 1,499,806 |

Lock-up Agreement

In connection with the Underwriting Agreement, each of the Selling Shareholders entered into a lock-up agreement (the Lock-up Agreement) with the Underwriter. Under the Lock-up Agreement, each Reporting Person agreed not to sell or transfer any Common Shares, or securities convertible into or exercisable or exchangeable for Common Shares, for 30 days after February 12, 2019 without first obtaining the written consent of the Underwriter.

The summaries of the Underwriting Agreement and Lock-up Agreement contained in this Item 6 are qualified in their entirety by reference to the Underwriting Agreement and the Lock-up Agreement, each of which is filed as an exhibit hereto and incorporated by reference herein.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended and supplemented as follows:

Exhibit K Underwriting Agreement, dated February 12, 2019, by and among the Issuer, the Selling Shareholders and the Underwriter (incorporated by reference to Exhibit 1.1 to the Issuer's Current Report on Form 8-K

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filed with the Securities and Exchange Commission on February 14, 2019).

Exhibit L Form of Lock-up Agreement (incorporated by reference to Exhibit A to Exhibit 1.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 14, 2019).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 19, 2019

Glory Investments A Limited

By: /s/ Heerdaye Jugbandhan
Name: Heerdaye Jugbandhan
Title: Director

Glory Investments B Limited

By: /s/ Heerdaye Jugbandhan
Name: Heerdaye Jugbandhan
Title: Director

Glory Investments IV Limited

By: /s/ Heerdaye Jugbandhan
Name: Heerdaye Jugbandhan
Title: Director

Glory Investments IV-B Limited

By: /s/ Heerdaye Jugbandhan
Name: Heerdaye Jugbandhan
Title: Director

RGIP, LP

By: RGIP GP, LLC, its general partner

By: /s/ Al Rose
Name: Al Rose
Title: Managing Member

GIC Private Limited

By: /s/ Celine Loh Sze Ling
Name: Celine Loh Sze Ling
Title: Senior Vice President

By: /s/ Toh Tze Meng
Name: Toh Tze Meng
Title: Senior Vice President

GIC Special Investments Pte. Ltd.

By: /s/ Deanna Ong
Name: Deanna Ong
Title: Director

Twickenham Investment Private Limited

By: /s/ Amit Kunal

Name: Amit Kunal

Title: Deanna Ong

SCHEDULE A

Executive Officers, Directors and Control Persons of the Reporting Persons

The following are each of the directors of Glory Investments A Limited, Glory Investments B Limited, Glory Investments IV Limited and Glory Investments IV-B Limited:

Heerdaye Jugbandhan, Fellow of the Association of Chartered Certified Accountants UK, member of Chartered Institute of Securities & Investment UK, International Fiscal Association and Mauritius Institute of Directors, Bain Capital Mauritius, Suite 110, 10th Floor Ebene Heights Building, 34 Ebene Cybercity Ebene, Mauritius

Numesh Nunkoo, Member of the Association of Chartered Certified Accountants UK, member of Chartered Institute of Securities & Investment UK, Mauritius Institute of Professional Accountants, Bain Capital Mauritius, Suite 110, 10th Floor Ebene Heights Building, 34 Ebene Cybercity Ebene, Mauritius

James Henry Hildebrandt, Managing Director, Bain Capital, 51/F Cheung Kong Center, 2 Queen's Road Central, Hong Kong

The following are each of the executive officers and directors of Twickenham Investment Private Limited and their respective address, occupation and citizenship:

| Name | Address | Principal Occupation | Citizenship |
|--------------------|---|--|------------------------------|
| Amit Kunal | 168 Robinson Road #37-01 Capital Tower Singapore 068912 | Senior Vice President, GIC Special Investments Private Limited | Singapore Citizen |
| Matthew Lim Oon Su | 168 Robinson Road #37-01 Capital Tower Singapore 068912 | Senior Vice President, GIC Special Investments Private Limited | Singapore Permanent Resident |

The following are each of the executive officers and directors of GIC Special Investments Pte. Ltd. and their respective address, occupation and citizenship:

| Name | Address | Principal Occupation | Citizenship |
|-------------------------|---|--|-------------------|
| Dr Jeffrey Jaensubhakij | 168 Robinson Road #37-01 Capital Tower Singapore 068912 | Group Chief Investment Officer, GIC | Singapore Citizen |
| Chan Hoe Yin | 168 Robinson Road #37-01 Capital Tower | Director, Investment Services Private Markets & Finance, GIC | Singapore Citizen |

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Singapore 068912

| | | | |
|---------------|---|------------------------------|-------------------|
| Lim Chow Kiat | 168 Robinson Road #37-01 Capital Tower | Chief Executive Officer, GIC | Singapore Citizen |
|---------------|---|------------------------------|-------------------|

Singapore 068912

| | | | |
|-----------------------|---|--------------------------------|-------------------|
| Deanna Ong Aun Nee | 168 Robinson Road #37-01 Capital Tower | Chief People Officer (HR), GIC | Singapore Citizen |
|-----------------------|---|--------------------------------|-------------------|

Singapore 068912

The following are each of the executive officers and directors of GIC Private Limited and their respective address, occupation and citizenship:

| Name | Address | Principal Occupation | Citizenship |
|------------------------|--|--|--------------------|
| Lee Hsien Loong | Prime Minister's Office Istana Annexe Singapore 238823 | Prime Minister | Singapore Citizen |
| Teo Chee Hean | Ministry of Home Affairs New Phoenix Park 28 Irrawaddy Road Singapore 329560 | Deputy Prime Minister & Coordinating Minister for National Security | Singapore Citizen |
| Tharman Shanmugaratnam | Ministry of Finance 100 High Street #10-01 The Treasury Singapore 179434 | Deputy Prime Minister & Coordinating Minister for Economic & Social Policies | Singapore Citizen |
| Lim Hng Kiang | Ministry of Trade & Industry 100 High Street #10-01 The Treasury Singapore 179434 | Special Advisor to Ministry of Trade & Industry | Singapore Citizen |
| Heng Swee Keat | Ministry of Finance 100 High Street #10-01 The Treasury Singapore 179434 | Minister for Finance | Singapore Citizen |
| Lawrence Wong | 5 Maxwell Road #21-00 & #22-00 Tower Block, MND Complex Singapore 069110 | Minister for National Development and Second Minister for Finance | Singapore Citizen |
| Peter Seah Lim Huat | 12 Marina Boulevard Marina Bay Financial Centre Tower 3, Level 45 | Chairman, DBS Group Holdings Ltd | Singapore Citizen |

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| | | | |
|-----------------|---|---|-------------------|
| | Singapore 018982 | | |
| Ang Kong Hua | 30 Hill Street #05-04 Singapore 179360 | Chairman, Sembcorp Industries Ltd | Singapore Citizen |
| Chew Choon Seng | c/o 168 Robinson Road #37-01 Capital Tower Singapore 068912 | Former Chairman, Singapore Exchange Ltd | Singapore Citizen |
| Hsieh Fu Hua | National University of Singapore University Hall | Secretariat of the Board of Trustees | Singapore Citizen |
| | Lee Kong Chian Wing, UHL #06-01 21 Lower Kent Ridge Road | | |
| | Singapore 119077 | | |
| Loh Boon Chye | 2 Shenton Way #02-02 SGX Centre 1 | Chief Executive Officer, Singapore Exchange Ltd | Singapore Citizen |
| | Singapore 068804 | | |

| | | | |
|----------------------------|---|---|-------------------|
| Gautam Banerjee | Marina Bay Financial Centre Tower 2 Suite 13-01/02, Marina Boulevard Singapore 018983 | Chairman, Blackstone Singapore | Singapore Citizen |
| S. Dhanabalan | 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 | Member, Council of Presidential Advisers | Singapore Citizen |
| Koh Boon Hwee | c/o 03-13 Orchard Parade Hotel 1 Tanglin Road Singapore 247905 | Chairman, Credence Partners Pte Ltd | Singapore Citizen |
| Dr Tony Tan Keng Yum | Office of Honorary Patron and Distinguished Senior Fellow Singapore Management University Admin Building, Level 8 81 Victoria Street Singapore 188065 | Special Advisor, GIC | Singapore Citizen |
| Seck Wai Kwong | 168 Robinson Road #33-01 Capital Tower Singapore 068912 | Chief Executive Officer, Asia Pacific State Street Bank and Trust Company | Singapore Citizen |
| Lim Chow Kiat | 168 Robinson Road #37-01 Capital Tower Singapore 068912 | Chief Executive Officer, GIC | Singapore Citizen |
| Dr Jeffrey Jaensubhakij | 168 Robinson Road #37-01 Capital Tower Singapore 068912 | Group Chief Investment Officer, GIC | Singapore Citizen |

INDEX TO EXHIBITS

- Exhibit K Underwriting Agreement, dated February 12, 2019, by and among the Issuer, the Selling Shareholders and the Underwriter (incorporated by reference to Exhibit 1.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 14, 2019).
- Exhibit L Form of Lock-up Agreement (incorporated by reference to Exhibit A to Exhibit 1.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 14, 2019).