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

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): February 6, 2014**

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**GENPACT LIMITED**

(Exact name of registrant as specified in its charter)

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**Bermuda**  
(State or other jurisdiction  
of incorporation)

**001-33626**  
(Commission  
File Number)

**98-0533350**  
(I.R.S. Employer  
Identification No.)

**Canon's Court, 22 Victoria Street**  
**Hamilton HM 12, Bermuda**  
(Address of Principal Executive Offices) (Zip Code)

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

**Not Applicable**  
(Former name or former address, if changed since last report)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition.**

On February 6, 2014, Genpact Limited (the "Company") issued a press release announcing its financial results for the three months and full year ended December 31, 2013. The Company is furnishing this Form 8-K pursuant to Item 2.02, "Results of Operations and Financial Condition." A copy of the press release, attached hereto as Exhibit 99.1, and a slide presentation to be presented during the conference call to discuss the Company's financial results for the three months and full year ended December 31, 2013, attached hereto as Exhibit 99.2, are incorporated herein by reference.

The information in this report (including Exhibits 99.1 and 99.2) is being furnished pursuant to Item 2.02 and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

The Company is making reference to non-GAAP financial information in the press release and on the conference call. A reconciliation of the non-GAAP financial measures to the comparable GAAP financial measures is contained in the attached press release.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits:**

Exhibit 99.1 Press release dated February 6, 2014

Exhibit 99.2 Slide presentation to be presented during the conference call to discuss the Company's financial results for the three months and full year ended December 31, 2013

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GENPACT LIMITED**

Date: February 6, 2014

By: /s/ Heather White  
Name: Heather White  
Title: Senior Vice President

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**EXHIBIT INDEX**

<u>Exhibit</u>	<u>Description</u>
99.1	Press release dated February 6, 2014
99.2	Slide presentation to be presented during the conference call to discuss the Company's financial results for the three months and full year ended December 31, 2013

### Genpact Reports Results for 2013 Full Year and Fourth Quarter

*Revenues of \$2.1 Billion, Up 12% for FY '13 and Up 10% for 4Q '13*  
*Adjusted Income from Operations of \$352.6 Million, Up 13% for FY '13 and Up 2% for 4Q '13*

**NEW YORK, February 6, 2014** — Genpact Limited (NYSE: G), a global leader in transforming and running business processes and operations, today announced financial results for the fourth quarter and full year ended December 31, 2013.

#### **Key Financial Results – Full Year 2013**

- Revenues were \$2.132 billion, up 12.1% from \$1.902 billion in 2012.
- Income from operations was \$309.5 million, up 17.1% from \$264.3 million in 2012.
- Net income attributable to Genpact Limited shareholders was \$229.7 million, up 28.9% from \$178.2 million in 2012. Net income margin for 2013 was 10.8%, up from 9.4% in 2012.
- Diluted earnings per common share were \$0.97, up from \$0.78 per share in 2012.
- Adjusted income from operations was \$352.6 million, up 12.6% from \$313.1 million in 2012.
- Adjusted income from operations margin was 16.5%, unchanged from 2012.
- Adjusted diluted earnings per share were \$1.13, up from \$0.96 in 2012.
- The effective tax rate was 23.6%, down from 30.6% in 2012.

#### **Key Financial Results – Fourth Quarter 2013**

- Revenues were \$558.5 million, up 10.0% from \$507.7 million in the fourth quarter of 2012.
- Income from operations was \$71.6 million, up 1.2% from \$70.8 million in the fourth quarter of 2012.
- Net income attributable to Genpact Limited shareholders was \$48.8 million, compared to \$53.4 million in the fourth quarter of 2012. Net income margin for the fourth quarter of 2013 was 8.7%, compared to 10.5% in the fourth quarter of 2012.
- Diluted earnings per common share were \$0.21, compared to \$0.23 in the fourth quarter of 2012.
- Adjusted income from operations was \$85.7 million, up 2.0% from \$84.0 million in the fourth quarter of 2012.
- Adjusted income from operations margin was 15.3%, compared to 16.5% in the fourth quarter of 2012.
- Adjusted diluted earnings per share were \$0.25, unchanged from the fourth quarter of 2012.

**N.V. “Tiger” Tyagarajan, Genpact’s president and CEO, said,** “For the full year 2013 Genpact revenues, operating income and earnings per share increased and we held adjusted operating income margin steady. We faced a number of revenue headwinds during the year, including reduction in our mortgage originations business related to U.S. mortgage refinancing volumes, softness in our GE business and the adverse impact of foreign exchange, as well as extended deal cycle times reflecting the increase in the value and proportion of large deals in our pipeline. Although conversion to revenue in large, transformative deals tends to be longer, these engagements are where we want to be and a positive trend for the medium-term. Despite these challenges, we continued to deliver clear, measurable business outcomes for clients, differentiate our approach by building capabilities and domain expertise, and strengthen our relationships with existing clients, as well as add many new clients.”

Revenues from Global Clients grew 16.4% for the full year 2013 and 13.3% in the fourth quarter. Business process management revenues from Global Clients grew 15.1% for the full year and 11.8% in the fourth quarter. Growth in revenues from Global Clients was led by growth in the banking and financial services, insurance, high-tech, consumer packaged goods, retail and life sciences verticals. Revenues from Global Clients represented approximately 77.5% of Genpact's total revenues in 2013, with the remaining 22.5% of revenues coming from GE. GE revenues decreased 0.6% for the full year 2013 and 0.1% in the fourth quarter, adjusted for dispositions by GE of businesses that Genpact continues to serve.

In the 12 months ended December 31, 2013, 52 client relationships each contributed revenues of \$5 - \$15 million, up from 43 such relationships as of December 31, 2012, 13 client relationships each contributed revenues of \$15 - \$25 million, up from 11 such client relationships as of December 31, 2012 and 13 client relationships each contributed revenues of \$25 million or more, up from 11 such relationships as of December 31, 2012.

Approximately 75.4% of Genpact's revenues for the full year 2013 and 75.3% for the fourth quarter came from business process management services, compared to 76.6% for 2012 and 76.8% for the fourth quarter of 2012. Revenues from IT services represented approximately 24.6% of total revenues for the full year 2013 and 24.7% for the fourth quarter, compared to 23.4% for 2012 and 23.2% for the fourth quarter of 2012.

Genpact generated \$311.6 million of cash from operations in 2013, up from \$310.7 million of cash from operations in 2012, which included approximately \$45 million from an up-front client payment, and \$78.4 million in the fourth quarter of 2013 compared to \$101.2 million in the fourth quarter of 2012. Genpact had approximately \$571.3 million in cash and cash equivalents as of December 31, 2013.

As of December 31, 2013, Genpact had approximately 63,600 employees worldwide, an increase from approximately 60,200 at the end of 2012. The attrition rate for the entire year, measured from day one, was 25%, unchanged from 2012. Revenue per employee in 2013 was approximately \$36,000, up 6.0% from \$34,000 in 2012.

### **2014 Outlook**

**Tyagarajan continued,** "The fundamentals of our business and our market opportunity have not changed and we continue to believe there is a long runway for growth where our competitive advantages are clear and compelling. In order to ensure that we are the best partner for our clients in their transformational journeys, over a year ago we commenced an extensive study of the market and our capabilities to better understand how to take Genpact to the next level and where we should focus our resources and investments. To capture the right growth opportunities, we are accelerating our investments in our client-facing teams and solutions in specific verticals and service lines.

In the near-term, we expect the revenue headwinds we faced in 2013 to continue and, as a result, our revenue guidance for 2014 is \$2.22 to \$2.26 billion. Our 2014 expectation for adjusted operating income margin is a range of 15.0 – 15.5%, reflecting our strategic investments for growth."

### **Conference Call to Discuss Financial Results**

Genpact management will host an hour-long conference call beginning at 4:30 p.m. ET on February 6, 2014 to discuss the company's performance for the periods ended December 31, 2013. To participate, callers can dial +1 (877) 703-6107 from within the U.S. or +1 (857) 244-7306 from any other country. Thereafter, callers will be prompted to enter the participant code, 47475982.

A live webcast of the call including slides with our comments will also be made available on the Genpact Investor Relations website at <http://investors.genpact.com>. For those who cannot participate in the call, a replay and podcast will be available on Genpact's website, [www.genpact.com](http://www.genpact.com), after the end of the call. A transcript of the call as well as the presentation slides will also be made available on the website.

## About Genpact

Genpact Limited (NYSE: G) is a global leader in transforming and running business processes and operations, including those that are complex and industry-specific. Our mission is to help clients become more competitive by making their enterprises more intelligent through becoming more adaptive, innovative, globally effective and connected to their own clients. Genpact stands for Generating Impact – visible in tighter cost management as well as better management of risk, regulations and growth for hundreds of long-term clients including more than 100 of the Fortune Global 500. Our approach is distinctive – we offer an unbiased, agile combination of smarter processes, crystallized in our Smart Enterprise Processes (SEPSM) proprietary framework, along with analytics and technology, which limits upfront investments and enhances future adaptability. We have global critical mass – 63,600+ employees in 24 countries with key management and corporate offices in New York City – while remaining flexible and collaborative, and a management team that drives client partnerships personally. Our history is unique – behind our single-minded passion for process and operational excellence is the Lean and Six Sigma heritage of a former General Electric division that has served GE businesses for more than 15 years. For more information, visit [www.genpact.com](http://www.genpact.com).

## Safe Harbor

This press release contains certain statements concerning our future growth prospects and forward-looking statements, as defined in the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. These statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially from those in such forward-looking statements. These risks, uncertainties and other factors include but are not limited to a slowdown in the economies and sectors in which our clients operate, a slowdown in the business process management and information technology services sectors, the risks and uncertainties arising from our past and future acquisitions, our ability to manage growth, factors which may impact our cost advantage, wage increases, changes in tax rates and tax legislation, our ability to attract and retain skilled professionals, risks and uncertainties regarding fluctuations in our earnings, general economic conditions affecting our industry as well as other risks detailed in our reports filed with the U.S. Securities and Exchange Commission, including Genpact's Annual Report on Form 10-K. These filings are available at [www.sec.gov](http://www.sec.gov). Genpact may from time to time make additional written and oral forward-looking statements, including statements contained in our filings with the Securities and Exchange Commission and our reports to shareholders. Although Genpact believes that these forward-looking statements are based on reasonable assumptions, you are cautioned not to put undue reliance on these forward-looking statements, which reflect management's current analysis of future events and should not be relied upon as representing management's expectations or beliefs as of any date subsequent to the time they are made. Genpact does not undertake to update any forward-looking statements that may be made from time to time by or on behalf of Genpact.

## Contact

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**GENPACT LIMITED AND ITS SUBSIDIARIES**

Consolidated Balance Sheets  
(Unaudited)  
(In thousands, except per share data and share count)

	As of December 31, 2012	As of December 31, 2013
<b>Assets</b>		
<i>Current assets</i>		
Cash and cash equivalents	\$ 459,228	\$ 571,276
Accounts receivable, net	451,960	504,714
Accounts receivable from related party, net	29	403
Short term deposits	18,292	—
Deferred tax assets	48,489	60,638
Prepaid expenses and other current assets	150,769	139,113
<b>Total current assets</b>	<b>\$ 1,128,767</b>	<b>\$ 1,276,144</b>
Property, plant and equipment, net	200,362	173,204
Deferred tax assets	91,383	89,305
Investment in equity affiliates	416	384
Customer-related intangible assets, net	84,748	75,105
Marketing-related intangible assets, net	21,585	17,374
Other intangible assets, net	6,054	6,637
Goodwill	956,064	953,849
Other assets	116,548	97,365
<b>Total assets</b>	<b>\$ 2,605,927</b>	<b>\$ 2,689,367</b>



GENPACT LIMITED AND ITS SUBSIDIARIES

Consolidated Balance Sheets  
(Unaudited)  
(In thousands, except per share data and share count)

	As of December 31, 2012	As of December 31, 2013
<b>Liabilities and equity</b>		
<i>Current liabilities</i>		
Short-term borrowings	\$ 80,000	\$ —
Current portion of long-term debt	4,982	4,263
Current portion of capital lease obligations	1,301	1,405
Accounts payable	18,652	18,412
Income taxes payable	22,304	15,007
Deferred tax liabilities	538	614
Accrued expenses and other current liabilities	390,041	421,992
<b>Total current liabilities</b>	<b>\$ 517,818</b>	<b>\$ 461,693</b>
Long-term debt, less current portion	656,879	653,601
Capital lease obligations, less current portion	2,533	2,657
Deferred tax liabilities	6,068	4,464
Other liabilities	250,848	242,884
<b>Total liabilities</b>	<b>\$ 1,434,146</b>	<b>\$ 1,365,299</b>
<b>Shareholders' equity</b>		
Preferred shares, \$0.01 par value, 250,000,000 authorized, none issued	—	—
Common shares, \$0.01 par value, 500,000,000 authorized, 225,480,172 and 231,262,576 issued and outstanding as of December 31, 2012 and December 31, 2013, respectively	2,253	2,310
Additional paid-in capital	1,202,448	1,268,344
Retained earnings	281,982	511,699
Accumulated other comprehensive income (loss)	(318,272)	(459,614)
<b>Genpact Limited shareholders' equity</b>	<b>\$ 1,168,411</b>	<b>\$ 1,322,739</b>
Noncontrolling interest	3,370	1,329
<b>Total equity</b>	<b>\$ 1,171,781</b>	<b>\$ 1,324,068</b>
<b>Total liabilities and equity</b>	<b>\$ 2,605,927</b>	<b>\$ 2,689,367</b>

**GENPACT LIMITED AND ITS SUBSIDIARIES**

Consolidated Statements of Income  
(Unaudited)  
(In thousands, except per share data and share count)

	Year Ended December 31,		
	2011	2012	2013
<b>Net revenues</b>			
Net revenues from services – others	\$ 1,115,972	\$ 1,901,421	\$ 2,131,059
Net revenues from services - related party	484,464	550	938
<b>Total net revenues</b>	<u>1,600,436</u>	<u>1,901,971</u>	<u>2,131,997</u>
<b>Cost of revenue</b>			
Services	1,004,899	1,157,766	1,319,571
<b>Total cost of revenue</b>	<u>1,004,899</u>	<u>1,157,766</u>	<u>1,319,571</u>
<b>Gross profit</b>	<b>\$ 595,537</b>	<b>\$ 744,205</b>	<b>\$ 812,426</b>
<i>Operating expenses:</i>			
Selling, general and administrative expenses	357,959	456,611	484,810
Amortization of acquired intangible assets	19,974	23,233	23,645
Other operating (income) expense, net	1,360	16	(5,556)
<b>Income from operations</b>	<b>\$ 216,244</b>	<b>\$ 264,345</b>	<b>\$ 309,527</b>
Foreign exchange (gains) losses, net	(35,099)	(13,146)	(20,763)
Other income (expense), net	10,716	(14,499)	(24,308)
<b>Income before Equity-method investment activity, net and income tax expense</b>	<b>\$ 262,059</b>	<b>\$ 262,992</b>	<b>\$ 305,982</b>
Equity-method investment activity, net	327	(17)	(169)
<b>Income before income tax expense</b>	<b>\$ 261,732</b>	<b>\$ 263,009</b>	<b>\$ 306,151</b>
Income tax expense	70,656	78,419	71,100
<b>Net Income</b>	<b>\$ 191,076</b>	<b>\$ 184,590</b>	<b>\$ 235,051</b>
Net income attributable to noncontrolling interest	6,782	6,374	5,334
<b>Net income attributable to Genpact Limited shareholders</b>	<b>\$ 184,294</b>	<b>\$ 178,216</b>	<b>\$ 229,717</b>
Net income available to Genpact Limited common shareholders	\$ 184,294	\$ 178,216	\$ 229,717
Earnings per common share attributable to Genpact Limited common shareholders			
Basic	\$ 0.83	\$ 0.80	\$ 1.00
Diluted	\$ 0.81	\$ 0.78	\$ 0.97
Weighted average number of common shares used in computing earnings per common share attributable to Genpact Limited common shareholders			
Basic	221,567,502	223,696,567	229,348,411
Diluted	226,354,403	229,532,516	235,754,267

**GENPACT LIMITED AND ITS SUBSIDIARIES**

Consolidated Statements of Cash Flows

(Unaudited)

(In thousands)

	Year Ended December 31,		
	2011	2012	2013
<b>Operating activities</b>			
Net income attributable to Genpact Limited shareholders	\$ 184,294	\$ 178,216	\$ 229,717
Net income attributable to noncontrolling interest	6,782	6,374	5,334
<b>Net income</b>	<b>\$ 191,076</b>	<b>\$ 184,590</b>	<b>\$ 235,051</b>
<i>Adjustments to reconcile net income to net cash provided by (used for) operating activities:</i>			
Depreciation and amortization	58,357	56,089	52,815
Amortization of debt issue costs (including loss on extinguishment of debt)	1,952	8,079	6,035
Amortization of acquired intangible assets	20,132	23,305	23,645
Reserve for doubtful receivables	6,298	3,878	11,420
Reserve for mortgage loans	52	108	—
Unrealized (gain) loss on revaluation of foreign currency asset/liability	(18,276)	(13,700)	(6,251)
Equity-method investment activity, net	327	(17)	(169)
Stock-based compensation expense	27,767	32,152	31,129
Deferred income taxes	(7,981)	(10,028)	(1,116)
Others, net	5,322	6,471	5,939
<i>Change in operating assets and liabilities:</i>			
Increase in accounts receivable	(46,314)	(36,171)	(60,817)
Increase in other assets	(10,461)	(20,525)	9,377
Increase (Decrease) in accounts payable	6,800	(4,380)	1,785
Increase (Decrease) in accrued expenses and other current liabilities	27,517	38,478	21,359
Increase (Decrease) in income taxes payable	10,345	1,775	(6,555)
Increase (Decrease) in other liabilities	(6,301)	40,556	(12,043)
<b>Net cash provided by operating activities</b>	<b>\$ 266,612</b>	<b>\$ 310,660</b>	<b>\$ 311,604</b>
<b>Investing activities</b>			
Purchase of property, plant and equipment	(35,776)	(83,337)	(48,879)
Proceeds from sale of property, plant and equipment	916	500	3,442
Investment in affiliates	—	(205)	—
Purchase of short term investments	(129,458)	—	—
Proceeds from sale of short term investments	206,443	—	—
Short term deposits placed	—	(43,978)	(55,001)
Redemption of short term deposits	—	25,638	69,249
Payment for business acquisitions, net of cash acquired	(577,233)	(55,901)	(49,235)
Proceeds from divestiture of business, net of cash divested	—	—	1,982
<b>Net cash used for investing activities</b>	<b>\$(535,108)</b>	<b>\$(157,283)</b>	<b>\$ (78,442)</b>
<b>Financing activities</b>			
Repayment of capital lease obligations	(2,821)	(2,279)	(1,803)
Proceeds from long-term debt	120,000	675,000	121,410
Repayment of long-term debt	(40,000)	(106,688)	(123,098)
Proceeds from Short-term borrowings	260,000	80,000	275,000
Repayment of Short-term borrowings	(8,000)	(253,004)	(355,000)
Proceeds from issuance of common shares under stock-based compensation plans	12,840	26,227	45,859
Payment for net settlement of stock-based awards	—	(2,103)	(9,315)
Payment of earn-out consideration	—	(587)	(3,868)
Cost incurred in relation to Debt amendment and refinancing	(9,115)	(15,266)	(8,104)
Distribution to noncontrolling interest	(6,805)	(5,760)	(6,423)
Dividend paid	—	(501,620)	—
<b>Net cash used for financing activities</b>	<b>\$ 326,099</b>	<b>\$(106,080)</b>	<b>\$ (65,342)</b>
Effect of exchange rate changes	(53,617)	3,911	(55,772)
Net increase (decrease) in cash and cash equivalents	57,603	47,297	167,820
Cash and cash equivalents at the beginning of the period	404,034	408,020	459,228
<b>Cash and cash equivalents at the end of the period</b>	<b>\$ 408,020</b>	<b>\$ 459,228</b>	<b>\$ 571,276</b>
<b>Supplementary information</b>			
Cash paid during the period for interest	\$ 5,026	\$ 14,061	\$ 30,788
Cash paid during the period for income taxes	\$ 65,688	\$ 91,825	\$ 71,857
Property, plant and equipment acquired under capital lease obligation	\$ 1,787	\$ 2,699	\$ 2,342

**GENPACT LIMITED AND ITS SUBSIDIARIES**

Consolidated Statements of Income

(Unaudited)

	Three months ended			
	March 31, 2012	June 30, 2012	September 30, 2012	December 31, 2012
	(dollars in millions)			
Statement of income data				
Total net revenues	\$ 435.5	\$467.6	\$ 491.2	\$ 507.7
Cost of Revenue	265.5	285.2	297.3	309.8
Gross profit	170.0	182.4	193.9	197.9
Income from operations	60.4	63.2	70.0	70.8
Income before Equity method investment activity, net and income tax expense	56.6	84.4	41.8	80.1
Net income attributable to Genpact Limited common shareholders	\$ 38.5	\$ 61.1	\$ 25.2	\$ 53.4

	Three months ended			
	March 31, 2013	June 30, 2013	September 30, 2013	December 31, 2013
	(dollars in millions)			
Statement of income data				
Total net revenues	\$ 503.8	\$534.8	\$ 534.9	\$ 558.5
Cost of Revenue	311.7	332.7	329.3	345.8
Gross profit	192.1	202.1	205.6	212.6
Income from operations	73.9	78.0	86.0	71.6
Income before Equity method investment activity, net and income tax expense	65.5	84.6	93.3	62.6
Net income attributable to Genpact Limited common shareholders	\$ 46.7	\$ 63.9	\$ 70.3	\$ 48.8

## **Reconciliation of Adjusted Non-GAAP Financial Measures to GAAP Measures**

To supplement the consolidated financial statements presented in accordance with GAAP, this press release includes the following measures defined by the Securities and Exchange Commission as non-GAAP financial measures:

- Adjusted income from operations;
- Adjusted net income attributable to shareholders of Genpact Limited, or adjusted net income; and
- Adjusted diluted earnings per share attributable to shareholders of Genpact Limited, or adjusted diluted earnings per share.

These non-GAAP measures are not based on any comprehensive set of accounting rules or principles and should not be considered a substitute for, or superior to, financial measures calculated in accordance with GAAP, and may be different from non-GAAP measures used by other companies. In addition, these non-GAAP measures, the financial statements prepared in accordance with GAAP and the reconciliations of Genpact's GAAP financial statements to such non-GAAP measures should be carefully evaluated.

Prior to July 2012, Genpact's management used financial statements that excluded significant acquisition related expenses and amortization of related acquired intangibles for its internal management reporting, budgeting and decision making purposes, including comparing Genpact's operating results to that of its competitors. However, considering Genpact's frequent acquisitions of varying scale and size, and the difficulty in predicting expenses relating to acquisitions and amortization of acquired intangibles thereof, since July 2012 Genpact's management uses financial statements that exclude all acquisition related expenses and amortization of acquired intangibles for its internal management reporting, budgeting and decision making purposes, including comparing Genpact's operating results to that of its competitors.

Additionally, Genpact's management uses financial statements that exclude stock-based compensation expense, amortization of acquired intangibles at formation in 2004, expenses related to change of shareholding and capital restructuring (excluding expenses related to the credit facility) and withholding taxes relating to the remittance of funds between subsidiaries to partly fund the payment of the special cash dividend in respect of capital restructuring. Because of varying available valuation methodologies, subjective assumptions and the variety of award types that companies can use when adopting ASC 718 "Compensation-Stock Compensation," Genpact's management believes that providing non-GAAP financial measures that exclude all of the above expenses allows investors to make additional comparisons between Genpact's operating results and those of other companies. Genpact also believes that it is unreasonably difficult to provide its financial outlook in accordance with GAAP for a number of reasons including, without limitation, its inability to predict its stock-based compensation expense under ASC 718, the amortization of intangibles associated with further acquisitions, acquisition related expenses and expenses related to change of shareholding and capital restructuring (excluding expenses related to the credit facility) and withholding taxes relating to the remittance of funds between subsidiaries to partly fund the payment of the special cash dividend in respect of capital restructuring, if any. Accordingly, Genpact believes that the presentation of adjusted income from operations and adjusted net income, when read in conjunction with the Company's reported results, can provide useful supplemental information to investors and management regarding financial and business trends relating to its financial condition and results of operations.

A limitation of using adjusted income from operations and adjusted net income versus income from operations and net income calculated in accordance with GAAP is that these non-GAAP financial measures exclude a recurring cost, namely stock-based compensation. Management compensates for this limitation by providing specific information on the GAAP amounts excluded from adjusted income from operations and adjusted net income.

The following tables show the reconciliation of these adjusted financial measures from GAAP for the three months and year ended December 31, 2012 and 2013:

**Reconciliation of Adjusted Income from Operations**

(Unaudited)  
(In thousands)

	Year Ended December 31,		Quarter Ended December 31,	
	2012	2013	2012	2013
Income from operations per GAAP	\$ 264,345	\$ 309,527	\$ 70,795	\$ 71,633
Add: Amortization of acquired intangible assets resulting from Formation Accounting	6,845	2,961	1,592	679
Add: Amortization of acquired intangible assets relating to acquisitions	10,739	15,360	2,791	4,006
Add: Acquisition related expenses	298	—	—	—
Add: Consultancy, legal and banker fees relating to change of shareholding (excluding expenses related to the credit facility), as recorded under other income (expense)	17,227	—	10,620	—
Less: Recovery from selling shareholder of consultancy, legal and banker fees relating to change of shareholding (excluding expenses related to the new credit facility), as recorded under other income (expense)	(17,000)	—	(17,000)	—
Add: Consultancy, legal and banker fees relating to capital restructuring (excluding expenses related to the new credit facility), as recorded under selling, general and administrative expenses	3,237	—	39	—
Add: Stock-based compensation	32,152	31,129	9,296	9,198
Less: Provision (created) reversed for loss on divestitures	(459)	(3,487)	(459)	33
Add: Other income (expense)	2,074	2,319	7,807	1,157
Add: Gain (Loss) on Equity-method investment activity, net	17	169	(7)	30
Less: Net income attributable to noncontrolling interest	(6,374)	(5,334)	(1,523)	(1,064)
<b>Adjusted income from operations</b>	<b>\$ 313,101</b>	<b>\$ 352,644</b>	<b>\$ 83,951</b>	<b>\$ 85,672</b>

## Reconciliation of Adjusted Net Income

(Unaudited)

(In thousands, except per share data)

	<u>Year Ended December 31,</u>		<u>Quarter Ended December 31,</u>	
	2012	2013	2012	2013
Net income per GAAP	\$ 178,216	\$ 229,717	\$ 53,401	\$ 48,842
Add: Amortization of acquired intangible assets resulting from Formation Accounting	6,845	2,961	1,592	679
Add: Amortization of acquired intangible assets relating to acquisitions	10,739	15,360	2,791	4,006
Add: Consultancy, legal and banker fees relating to change of shareholding (excluding expenses related to the credit facility), as recorded under other income (expense)	17,227	—	10,620	—
Less: Recovery from selling shareholder of consultancy, legal and banker fees relating to change of shareholding (excluding expenses related to the new credit facility), as recorded under other income (expense)	(17,000)	—	(17,000)	—
Add: Consultancy, legal and banker fees relating to capital restructuring (excluding expenses related to the new credit facility), as recorded under selling, general and administrative expenses	3,237	—	39	—
Add: Withholding taxes relating to remittance of funds between subsidiaries to partly fund the payment of special cash dividend in respect of capital restructuring	2,300	—	—	—
Add: Stock-based compensation	32,152	31,129	9,296	9,198
Add: Acquisition related expenses	298	—	—	—
Less: Tax impact on amortization of acquired intangibles resulting from Formation Accounting	(1,564)	(551)	(374)	(138)
Less: Tax impact on amortization of acquired intangibles relating to acquisitions	(3,650)	(5,822)	(971)	(1,947)
Less: Tax impact on consultancy and legal fees relating to capital restructuring (excluding expenses related to the new credit facility)	(194)	—	(12)	—
Less: Tax Impact on stock-based compensation	(8,032)	(6,913)	(1,028)	(1,160)
Less: Tax Impact on acquisition related expenses	(75)	—	—	—
<b>Adjusted net income</b>	<b>\$ 220,499</b>	<b>\$ 265,881</b>	<b>\$ 58,354</b>	<b>\$ 59,480</b>
Adjusted diluted earnings per share	\$ 0.96	\$ 1.13	0.25	0.25

**GENPACT**

Genpact

# Q4 & FY 2013 Earnings Presentation

February 6, 2014

Ticker (NYSE: G)



## Forward Looking Statements

These materials contain certain statements concerning our future growth prospects and forward-looking statements, as defined in the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. These statements are based on Genpact's current expectations and beliefs, as well as a number of assumptions concerning future events. These statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially from those in such forward-looking statements. These risks and uncertainties include but are not limited to a slowdown in the economies and sectors in which our clients operate, a slowdown in the BPM and IT Services sectors, the risks and uncertainties arising from our past and future acquisitions, our ability to manage growth, factors which may impact our cost advantage, wage increases, our ability to attract and retain skilled professionals, risks and uncertainties regarding fluctuations in our earnings, general economic conditions affecting our industry as well as other risks detailed in our reports filed with the U.S. Securities and Exchange Commission (the "SEC"), including the Company's Annual Report on Form 10-K. These filings are available at [www.sec.gov](http://www.sec.gov) or on the investor relations section of our website, [www.genpact.com](http://www.genpact.com). Genpact may from time to time make additional written and oral forward-looking statements, including statements contained in our filings with the SEC. The Company does not undertake to update any forward-looking statements that may be made from time to time by or on behalf of the Company.

## Non-GAAP Financial Measures

These materials also include measures defined by the SEC as non-GAAP financial measures. Genpact believes that these non-GAAP measures can provide useful supplemental information to investors regarding financial and business trends relating to its financial condition and results of operations when read in conjunction with the company's reported results. Reconciliations of these non-GAAP measures to GAAP are available in this presentation and in our earnings release dated February 6, 2014.

## Q4 2013 - Highlights

Revenue grew year-over-year and sequentially; margins reflect planned increase in client-facing investments

Q4 '13 versus Q4 '12 performance:

- Total Revenue: +10%
  - Revenue from Global Clients: +13%
  - GE Revenue: Flat
  - Adjusted Income from Operations <sup>(1)</sup>: +2%
  - Adjusted Income from Operations margins: 15.3%
- 
- Sequential revenue growth of 4.4%

**Notes:**

<sup>1)</sup> Adjusted Income from Operations is a Non-GAAP Measure. Q4 13 GAAP Income from Operations increased 1.2% and GAAP Operating Margin was 12.8%.

## FY 2013 – Highlights

Revenues, adjusted income from operations, and earnings per share all increased year-over-year, margins steady

FY '13 versus FY '12 performance:

- Total Revenue: +12%
  - Revenue from Global Clients: +16%
  - GE Revenue: -1%
  - Adjusted Income from Operations <sup>(1)</sup>: +13%
  - Adjusted Income from Operations margins: 16.5%
- Headwinds from mortgage business, softness in GE, adverse FX, and delayed large deal revenue conversions
  - Strong cash flow from operations, up 17% excluding one-time 2012 client payment

**Notes:**

1) Adjusted Income from Operations is a Non-GAAP Measure. FY 13 GAAP Income from Operations increased 17.1% and GAAP Operating Margin was 14.5%.

## Four Key Pillars of Our Growth Strategy

### Investments

- Concentrating our investments on specific market leadership opportunities in selected industries, service lines and geographies to drive faster growth

### Solutions

- Further differentiating our solutions by building capabilities and combining core operations, IT and analytics

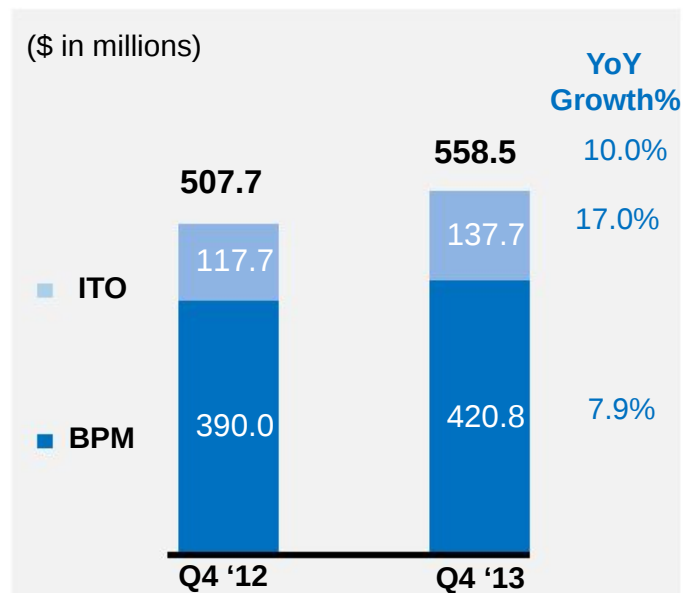
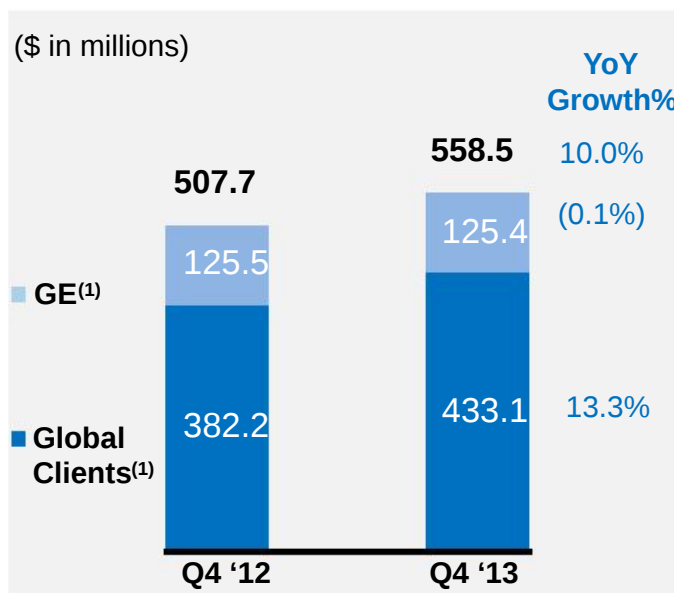
### Client Relationships

- Strengthening client relationships by adding a new set of senior-client facing leaders and expanding onshore capabilities to enhance proximity to clients

### Domain Expertise

- Expanding our team of subject-matter experts and lead solutions architects who can bring extensive knowledge and domain expertise to clients

## Q4 Revenue Growth of 10.0% driven by Global Clients



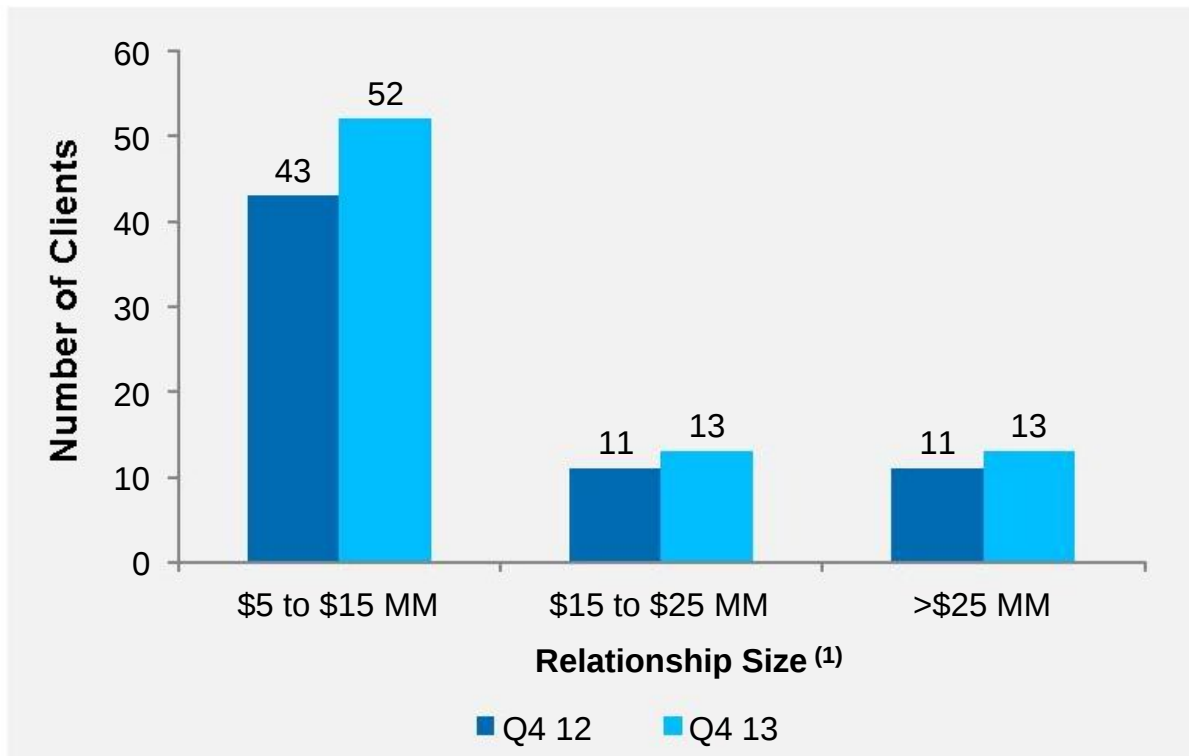
➤ Q4 2013 Global Clients

- Business Process Management revenues increased 12% while ITO revenues increased 18%

Notes:

1) Data adjusted for divestitures from GE

## Continue to Expand Client Relationships



**Notes:**

1) Relationship size = Clients representing annual revenues based on rolling four quarters

## Q4 Adjusted Income From Operations Growth of 2.0%

(\$ millions)

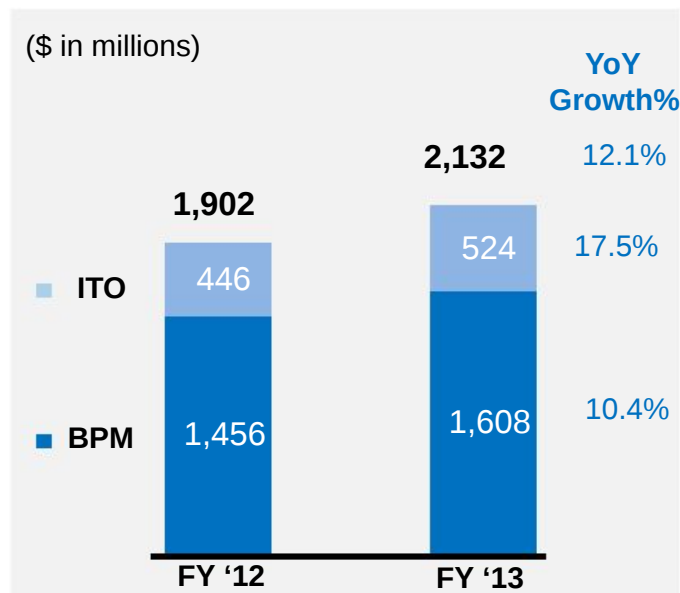
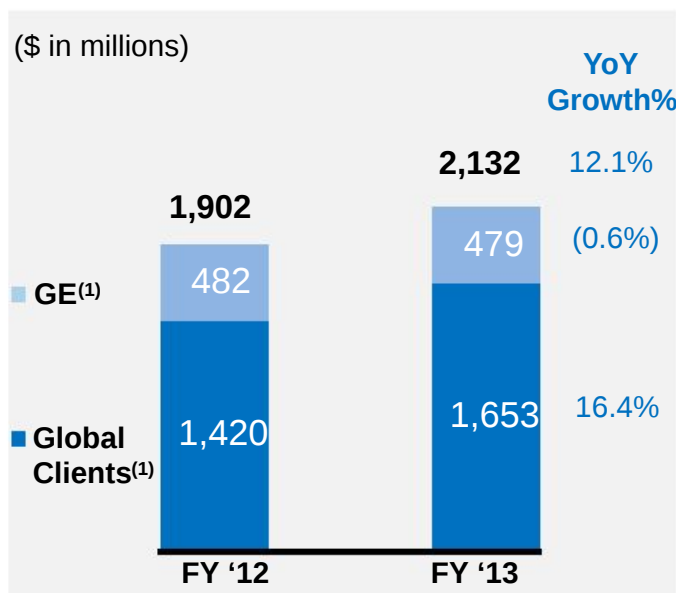
	Q4'12	Q4'13	YoY Growth
<b>Revenue</b>	<b>507.7</b>	<b>558.5</b>	<b>10.0%</b>
<b>Cost Of Revenue</b>	<b>309.8</b>	<b>345.8</b>	<b>11.6%</b>
<b>Gross Profit</b>	<b>197.9</b>	<b>212.6</b>	<b>7.4%</b>
<i>Gross Profit % of Revenue</i>	<i>39.0%</i>	<i>38.1%</i>	<i>(90)Bps</i>
<b>Selling, general and administrative expenses</b>	<b>118.8</b>	<b>136.2</b>	<b>14.6%</b>
<i>SG&amp;A % of Revenue</i>	<i>23.4%</i>	<i>24.4%</i>	<i>100Bps</i>
<b>Adjusted Income From Operations <sup>(1)</sup></b>	<b>84.0</b>	<b>85.7</b>	<b>2.0%</b>
<i>Adjusted Income From Operations Margin %</i>	<i>16.5%</i>	<i>15.3%</i>	<i>(120)Bps</i>

- AOI growth invested back in client-facing teams and capabilities

**Notes:**

1) Adjusted Income from Operations is a Non-GAAP Measure. GAAP Income from Operations was \$70.8 million in Q4 '12 and \$71.6 million in Q4 '13

# Full Year Revenue Growth of 12.1% Driven by Global Clients



➤ FY 2013 Global Clients

- Business Process Management revenues increased 15% while ITO revenues increased 20%

Notes:

1) Data adjusted for divestitures from GE



## Full Year Adjusted Income From Operations Growth of 12.6%

(\$ millions)

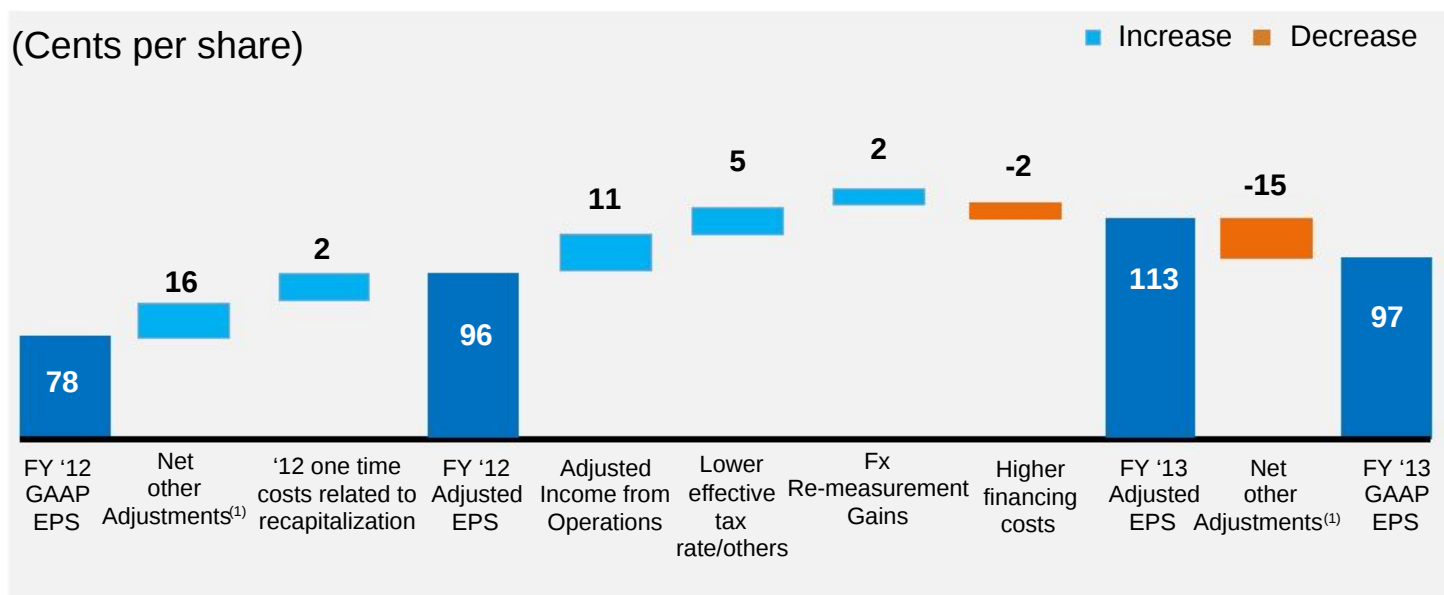
	FY'12	FY'13	YoY Growth
<b>Revenue</b>	<b>1,902</b>	<b>2,132</b>	<b>12.1%</b>
<b>Cost Of Revenue</b>	<b><u>1,158</u></b>	<b><u>1,320</u></b>	<b>14.0%</b>
<b>Gross Profit</b>	<b>744</b>	<b>812</b>	<b>9.2%</b>
<i>Gross Profit % of Revenue</i>	<i>39.1%</i>	<i>38.1%</i>	<i>(100)Bps</i>
<b>Selling, general and administrative expenses</b>	<b>457</b>	<b>485</b>	<b>6.2%</b>
<i>SG&amp;A % of Revenue</i>	<i>24.0%</i>	<i>22.7%</i>	<i>(130)Bps</i>
<b>Adjusted Income From Operations <sup>(1)</sup></b>	<b>313</b>	<b>353</b>	<b>12.6%</b>
<i>Adjusted Income From Operations Margin %</i>	<i>16.5%</i>	<i>16.5%</i>	<i>-</i>

- FY 2013 Adjusted Income from Operations margin same as 2012
  - Inflation impact on Gross Profit offset by efficiencies in SG&A

**Notes:**

1) Adjusted Income from Operations is a Non-GAAP Measure. GAAP Income from Operations was \$264.3 million in FY'12 and \$309.5 million in FY'13

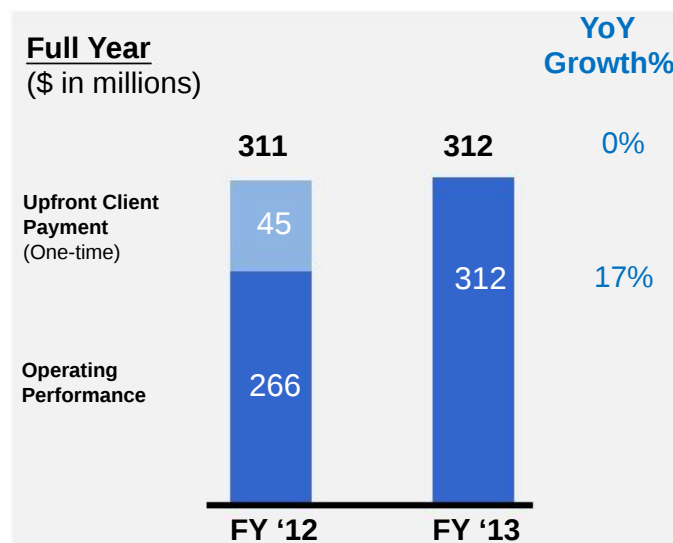
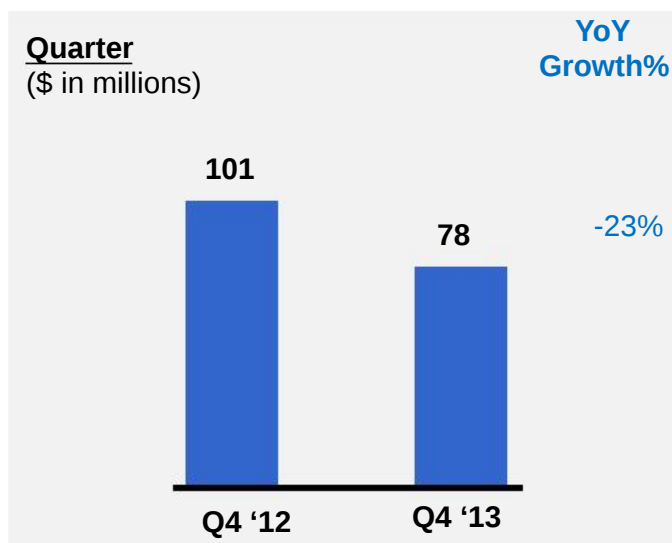
# EPS Bridge



	FY '12	FY '13
<b>Adjusted Net Income (\$ millions)</b>	220.5	265.9
<b>Diluted Shares Outstanding (millions)<sup>(2)</sup></b>	230	236

- Notes:**
- The above bridge reflects only significant variance items year over year and is illustrative and subject to rounding.
  - EPS = Diluted earnings per share
  - 1) Net other Adjustments primarily include amortization of intangibles relating to acquisitions, stock-based compensation expenses and acquisition related expenses
  - 2) Weighted average number of diluted shares outstanding

# Cash From Operations



	FY '12	FY '13
Days Sales Outstanding	80	81
Cash and Liquid Assets (\$ millions) <sup>1)</sup>	478	571

➤ FY 2013 cash from operations increased 17% excluding one-time 2012 client payment

**Notes:**

1) Cash and Liquid Assets = Cash and Cash equivalents and short-term deposits

## Full Year 2014 Outlook

	FY 2014
Revenues (\$B)	2.22 - 2.26
Adjusted Income from Operations - Margin	15.0% - 15.5%
<b>Other Metrics</b>	
Cash Flow From Operations	Decline 10-13% YoY
Effective Tax Rate	24% - 26%
Capital Expenditure (% of revenue)	2.5% - 3.0%

# Q&A

## Annexure 1: Reconciliation of Adjusted Income from Operations

(USD, In Thousands)

	Year ended December 31	
	2012	2013
Income from operations per GAAP	\$ 264,345	\$ 309,527
Add: Amortization of acquired intangible assets resulting from Formation Accounting	6,845	2,961
Add: Amortization of acquired intangible assets relating to acquisitions	10,739	15,360
Add: Acquisition related expenses	298	-
Add: Consultancy, legal and banker fees relating to change of shareholding (excluding expenses related to the credit facility), as recorded under other income (expense)	17,227	-
Less: Recovery from selling shareholder of consultancy, legal and banker fees relating to change of shareholding (excluding expenses related to the new credit facility), as recorded under other income (expense)	(17,000)	-
Add: Consultancy, legal and banker fees relating to capital restructuring (excluding expenses related to the new credit facility), as recorded under selling, general and administrative expenses	3,237	-
Add: Stock based compensation	32,152	31,129
Less: Provision (created) reversed for loss on divestitures	(459)	(3,487)
Add: Other income (expense)	2,074	2,319
Add: Gain (Loss) on Equity-method investment activity, net	17	169
Less: Net income attributable to noncontrolling interest	(6,374)	(5,334)
<b>Adjusted income from operations</b>	<b>\$ 313,101</b>	<b>\$ 352,644</b>

## Annexure 2: Reconciliation of Adjusted Income from Operations

(USD, In Thousands)

	Quarter ended December 31	
	2012	2013
Income from operations per GAAP	\$ 70,795	\$ 71,633
Add: Amortization of acquired intangible assets resulting from Formation Accounting	1,592	679
Add: Amortization of acquired intangible assets relating to acquisitions	2,791	4,006
Add: Consultancy, legal and banker fees relating to change of shareholding (excluding expenses related to the credit facility), as recorded under other income (expense)	10,620	-
Less: Recovery from selling shareholder of consultancy, legal and banker fees relating to change of shareholding (excluding expenses related to the new credit facility), as recorded under other income (expense)	(17,000)	-
Add: Consultancy, legal and banker fees relating to capital restructuring (excluding expenses related to the new credit facility), as recorded under selling, general and administrative expenses	39	-
Add: Stock based compensation	9,296	9,198
Less: Provision (created) reversed for loss on divestitures	(459)	33
Add: Other income (expense)	7,807	1,157
Add: Gain (Loss) on Equity-method investment activity, net	(7)	30
Less: Net income attributable to noncontrolling interest	(1,523)	(1,064)
<b>Adjusted income from operations</b>	<b>\$ 83,951</b>	<b>\$ 85,672</b>

## Annexure 3: Reconciliation of Adjusted Net Income

(USD, In Thousands, except per share data)

	Year ended December 31	
	2012	2013
Net income per GAAP	\$ 178,216	229,717
Add: Amortization of acquired intangible assets resulting from Formation Accounting	6,845	2,961
Add: Amortization of acquired intangible assets relating to acquisitions	10,739	15,360
Add: Consultancy, legal and banker fees relating to change of shareholding (excluding expenses related to the credit facility), as recorded under other income (expense)	17,227	-
Less: Recovery from selling shareholder of consultancy, legal and banker fees relating to change of shareholding (excluding expenses related to the new credit facility), as recorded under other income (expense)	(17,000)	-
Add: Consultancy, legal and banker fees relating to capital restructuring (excluding expenses related to the new credit facility), as recorded under selling, general and administrative expenses	3,237	-
Add: Withholding taxes relating to remittance of funds between subsidiaries to partly fund the payment of special cash dividend in respect of capital restructuring	2,300	-
Add: Stock based compensation	32,152	31,129
Add: Acquisition related expenses	298	-
Less: Tax impact on amortization of acquired intangibles resulting from Formation Accounting	(1,564)	(551)
Less: Tax impact on amortization of acquired intangibles relating to acquisitions	(3,650)	(5,822)
Less: Tax impact on consultancy and legal fees relating to capital restructuring (excluding expenses related to the new credit facility)	(194)	-
Less: Tax Impact on stock based compensation	(8,032)	(6,913)
Less: Tax Impact on acquisition related expenses	(75)	-
<b>Adjusted net income</b>	<b>\$ 220,499</b>	<b>265,881</b>
Adjusted diluted earnings per share	\$ 0.96	1.13



## Annexure 4: Reconciliation of Adjusted Net Income

(USD, In Thousands, except per share data)

	Quarter ended December 31	
	2012	2013
Net income per GAAP	\$ 53,401	\$ 48,842
Add: Amortization of acquired intangible assets resulting from Formation Accounting	1,592	679
Add: Amortization of acquired intangible assets relating to acquisitions	2,791	4,006
Add: Consultancy, legal and banker fees relating to change of shareholding (excluding expenses related to the credit facility), as recorded under other income (expense)	10,620	-
Less: Recovery from selling shareholder of consultancy, legal and banker fees relating to change of shareholding (excluding expenses related to the new credit facility), as recorded under other income (expense)	(17,000)	-
Add: Consultancy, legal and banker fees relating to capital restructuring (excluding expenses related to the new credit facility), as recorded under selling, general and administrative expenses	39	-
Add: Stock based compensation	9,296	9,198
Less: Tax impact on amortization of acquired intangibles resulting from Formation Accounting	(374)	(138)
Less: Tax impact on amortization of acquired intangibles relating to acquisitions	(971)	(1,947)
Less: Tax impact on consultancy and legal fees relating to capital restructuring (excluding expenses related to the new credit facility)	(12)	-
Less: Tax Impact on stock based compensation	(1,028)	(1,160)
<b>Adjusted net income</b>	<b>\$ 58,354</b>	<b>\$ 59,480</b>
Adjusted diluted earnings per share	\$ 0.25	\$ 0.25

**GENPACT**

**Thank You**