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

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

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

Bermuda
(State or other jurisdiction of
incorporation or organization)

98-0533350
(IRS Employer
Identification No.)

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

Genpact Limited 2017 Omnibus Incentive Compensation Plan
(Full title of the Plan)

Victor F. Guaglianone, Esq.
Genpact LLC
1155 Avenue of the Americas, 4th Floor
New York, NY 10036
(Name and address of agent for service)

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

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

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
Common Shares, \$0.01 par value per share	15,000,000	\$25.12	\$376,800,000	\$43,672

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement shall also cover any additional Common Shares attributable to these registered shares which become issuable under the Genpact Limited 2017 Omnibus Incentive Compensation Plan 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) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the registrant's Common Shares as reported on the New York Stock Exchange on May 5, 2017.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The information required by Item 1 is included in documents sent or given to participants in the plans covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act").

Item 2. Registrant Information and Employee Plan Annual Information.

The written statement required by Item 2 is included in documents sent or given to participants in the plans covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The registrant is subject to the informational and reporting requirements of Sections 13(a), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). The following documents, which are on file with the Commission, are incorporated in this registration statement by reference:

(a) The registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed with the Commission on March 1, 2017 (including the registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on April 10, 2017, solely to the extent incorporated into the registrant's Annual Report on Form 10-K);

(b) The registrant's Current Reports on Form 8-K filed with the Commission on February 10, 2017 (solely with respect to the Current Report on Form 8-K including disclosure under items 8.01 and 9.01 concerning the registrant's dividend program), March 10, 2017, March 21, 2017, March 28, 2017 and March 31, 2017; and

(c) 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 Exchange Act.

All documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any 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 for indemnification of the registrant's officers and directors against all liabilities, loss, damage or expense incurred or suffered by such party as an officer or director of the registrant to the fullest extent authorized by the Companies Act 1981 of Bermuda (the "Companies Act").

The Companies Act provides that a Bermuda company may indemnify its directors and officers in respect of any loss arising or liability attaching to them as a result of any negligence, default or breach of trust of which they may be guilty in relation to the company in question. However, the Companies Act also provides that any provision, whether contained in the company's bye-laws or in a contract or arrangement between the company and the director or officer, indemnifying a director or officer against any liability which would attach to him or her in respect of his or her fraud or dishonesty will be void.

The registrant has entered into indemnification agreements with its directors. These agreements, among other things, provide that the registrant will indemnify, and advance expenses on behalf of, its directors to the fullest extent permitted by applicable law. The indemnification agreements also establish the procedures that will apply under the agreements in the event a director makes a claim for indemnification.

The directors and officers of the registrant are covered by directors' and officers' insurance policies maintained by the registrant.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

Item 9. Undertakings

1. 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 the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the 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 the registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (i) and (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities 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.

(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 offering.

2. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the 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.

3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities 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 Securities 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 Palo Alto, in the State of California on this 9th day of May, 2017.

GENPACT LIMITED

By: /s/ N.V. Tyagarajan

Name: N.V. Tyagarajan

Title: President and Chief Executive Officer

POWER OF ATTORNEY

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

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ N.V. Tyagarajan</u> N.V. Tyagarajan	President, Chief Executive Officer and Director (Principal Executive Officer)	May 9, 2017
<u>/s/ Edward J. Fitzpatrick</u> Edward J. Fitzpatrick	Chief Financial Officer (Principal Financial and Accounting Officer)	May 9, 2017
<u>/s/ Robert Scott</u> Robert Scott	Director	May 9, 2017
<u>/s/ Amit Chandra</u> Amit Chandra	Director	May 9, 2017
<u>/s/ Laura Conigliaro</u> Laura Conigliaro	Director	May 9, 2017
<u>/s/ David Humphrey</u> David Humphrey	Director	May 9, 2017
<u>/s/ Carol Lindstrom</u> Carol Lindstrom	Director	May 9, 2017

/s/ James Madden

Director

May 9, 2017

James Madden

/s/ Alex Mandl

Director

May 9, 2017

Alex Mandl

/s/ CeCelia Morken

Director

May 9, 2017

CeCelia Morken

/s/ Mark Nunnely

Director

May 9, 2017

Mark Nunnely

/s/ Mark Verdi

Director

May 9, 2017

Mark Verdi

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit</u>
5.1	Opinion of Appleby (Bermuda) Limited.
23.1	Consent of KPMG.
23.2	Consent of Appleby (Bermuda) Limited is contained in Exhibit 5.1.
24.1	Power of Attorney (included on the signature pages of this report).
99.1(1)	Genpact Limited 2017 Omnibus Incentive Compensation Plan.
(1)	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 10, 2017.

Email jwilson@applebyglobal.com

Direct Dial +1 441 298 3559

Tel +1 441 295 2244

Fax +1 441 292 8666

Your Ref

Appleby Ref 132386.0028/JW

Genpact LimitedCanon's Court
22 Victoria Street
Hamilton HM12
Bermuda

9 May 2017

Dear Sirs

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

We have acted as legal counsel in Bermuda to the Company and this opinion as to Bermuda law is addressed to you in connection with the filing by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (**Securities Act**), of a registration statement on Form S-8 (**Registration Statement**) in relation to 15,000,000 common shares of the Company of par value USD0.01 each (**Shares**) which may be issued by the Company in accordance with the Genpact Limited 2017 Omnibus Incentive Compensation Plan (**2017 Plan**).

Tel +1 441 295 2244

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

Assumptions

In stating our opinion we have assumed:

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

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

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

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

Opinion

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

1. The Company is an exempted company incorporated with limited liability and existing under the laws of Bermuda.

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 2017 Plan and the Registration Statement, the Shares will be validly issued, fully paid and non-assessable shares in the capital of the Company.

Reservations

We have the following reservations:

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

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

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

Disclosure

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

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

Yours faithfully

/s/ Appleby (Bermuda) Limited

Appleby (Bermuda) Limited

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SCHEDULE

1. 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 9 May 2017 at 9:30 am (Bermuda time) (**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 9 May 2017 at 9:00 am (Bermuda time) (**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 9 May 2017 (**Shareholder Resolutions**).
5. A certified copy of the Minutes of the Meeting of the Board of Directors of the Company held on 9 February 2017 (**Resolutions**).
6. A certified copy of the Foreign Exchange Letter, dated 29 March 2007 issued by the Bermuda Monetary Authority, Hamilton Bermuda in relation to the Company.
7. A certified copy of the Tax Assurance Certificate, dated 28 February 2012, issued by the Registrar of Companies for the Minister of Finance in relation to the Company.
8. A Certificate of Compliance, dated 9 May 2017 issued by the Registrar of Companies in respect of the Company.
9. A copy of the Notice to the Public dated 1 June 2005 given under the Exchange Control Act 1972 and the Exchange Control Regulations 1973.
10. A certified copy of the Register of Directors and Officers in respect of the Company.
11. A PDF copy of the final form of Registration Statement.
12. A PDF copy of the 2017 Plan.

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Genpact Limited:

We consent to the use of our reports dated March 1, 2017 with respect to the consolidated balance sheets of Genpact Limited and subsidiaries as of December 31, 2015 and 2016, and the related consolidated statements of income, comprehensive income (loss), equity and cash flows for each of the years in the three-year period ended December 31, 2016, and the effectiveness of internal control over financial reporting as of December 31, 2016, incorporated by reference herein.

Our report dated March 1, 2017, on the effectiveness of internal control over financial reporting as of December 31, 2016, contains an explanatory paragraph that states that Genpact Limited acquired PNMSoft Limited, Endeavour Software Technologies Private Limited and Strategic Sourcing Excellence Limited, and management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2016, PNMSoft Limited's, Endeavour Software Technologies Private Limited's and Strategic Sourcing Excellence Limited's internal control over financial reporting associated with total assets of \$74,133 thousands (of which \$56,139 thousands represent goodwill and intangible assets included within the scope of the assessment) and total revenues of \$17,459 thousands included in the consolidated financial statements of the Company as of and for the year ended December 31, 2016. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of PNMSoft Limited, Endeavour Software Technologies Private Limited and Strategic Sourcing Excellence Limited.

/s/ KPMG

Gurgaon, India
May 9, 2017