UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-K

☒ **Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2023.**

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from to .**

Commission file number: **001-33626**

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

Bermuda	**98-0533350**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda
(441) 298-3300
(Address, including zip code, and telephone number, including area code, of registrant's principal executive office)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common shares, par value $0.01 per share	G	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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 ☒ Accelerated Filer ☐ Non-accelerated Filer ☐ Smaller Reporting Company ☐ Emerging Growth Company ☐

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 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

As of June 30, 2023, the aggregate market value of the common stock of the registrant held by non-affiliates of the registrant was $6,775,501,200, based on the closing price of the registrant's common shares, par value $0.01 per share, reported on the New York Stock Exchange on such date of $37.57 per share. Directors, executive officers and significant shareholders of Genpact Limited are considered affiliates for purposes of this calculation, but should not necessarily be deemed affiliates for any other purpose.

As of February 16, 2024, there were 180,732,575 common shares of the registrant outstanding.

Documents incorporated by reference:

The registrant intends to file a definitive proxy statement pursuant to Regulation 14A within 120 days of the end of the fiscal year ended December 31, 2023. Portions of the proxy statement are incorporated herein by reference to the following parts of this Annual Report on Form 10-K:

Part III, Item 10, Directors, Executive Officers and Corporate Governance;

Part III, Item 11, Executive Compensation;

Part III, Item 12, Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters;

Part III, Item 13, Certain Relationships and Related Transactions, and Director Independence; and

Part III, Item 14, Principal Accountant Fees and Services.

Auditor name: KPMG Assurance and Consulting Services LLP Auditor Location: Mumbai, Maharashtra, India Auditor Firm ID: 2115

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Special Note Regarding Forward-Looking Statements

We have made statements in this Annual Report on Form 10-K (the "Annual Report") in, among other sections, Item 1—"Business," Item 1A—"Risk Factors," and Item 7—"Management's Discussion and Analysis of Financial Condition and Results of Operations" that are forward-looking statements. In some cases, you can identify these statements by forward-looking terms such as "expect," "anticipate," "intend," "plan," "believe," "seek," "estimate," "could," "may," "shall," "will," "would" and variations of such words and similar expressions, or the negative of such words or similar expressions. These forward-looking statements, which are subject to risks, uncertainties and assumptions about us, may include projections of our future financial performance, which in some cases may be based on our growth strategies and anticipated trends in our business. These statements are only predictions based on our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from those expressed or implied by the forward-looking statements. In particular, you should consider the numerous risks outlined under the heading "Summary of Risk Factors" and Item 1A—"Risk Factors" in this Annual Report. These forward-looking statements include, but are not limited to, statements relating to:

- our ability to retain existing clients and contracts;
- our ability to win new clients and engagements;
- the expected value of the statements of work under our master service agreements;
- our beliefs about future trends in our market;
- political, economic or business conditions in countries where we have operations or where our clients operate, and heightened economic uncertainty and geopolitical tensions;
- expected spending by existing and prospective clients on the types of services we provide;
- foreign currency exchange rates;
- our ability to convert bookings to revenue;
- our rate of employee attrition;
- our effective tax rate; and
- competition in our industry.

Factors that may cause actual results to differ from expected results include, among others:

- our ability to compete in the rapidly evolving technological environment and successfully implement and generate revenue from new services, including AI-enabled services;
- our ability to manage the transition of our new Chief Executive Officer and to retain senior management;
- our ability to safeguard our systems and protect client, Genpact or employee data from security incidents or cyberattacks;
- our ability to effectively price our services and maintain our pricing and employee and asset utilization rates;
- increases in wages in locations in which we have operations;
- our ability to hire and retain enough qualified employees to support our operations;
- general inflationary pressures and our ability to share increased costs with our clients;
- our ability to develop and successfully execute our business strategies;
- increasing competition in our industry;
- our ability to comply with data protection laws and regulations and to maintain the security and confidentiality of personal and other sensitive data of our clients, employees or others;
- telecommunications or technology disruptions or breaches, natural or other disasters, or medical epidemics or pandemics;
- deterioration in the global economic environment and its impact on our clients, including the bankruptcy of our clients;
- our dependence on favorable policies and tax laws that may be changed or amended in a manner adverse to us or be unavailable to us in the future, including as a result of tax policy changes in India, and our ability to effectively execute our tax planning strategies;
- regulatory, legislative and judicial developments, including the withdrawal of governmental fiscal incentives, particularly in India;
- our dependence on revenues derived from clients in the United States and Europe and clients that operate in certain industries, such as the financial services and high tech industries;
- geopolitical tensions, such as the ongoing conflicts between Russia and Ukraine and Israel and Hamas, including any escalation of either conflict, and future actions that may be taken by the United States and other countries in response;

- our ability to successfully consummate or integrate strategic acquisitions;
- our ability to attract and retain clients and to develop and maintain client relationships on attractive terms;
- our ability to service our defined contribution and benefit plan payment obligations;
- clarification as to the possible retrospective application of a judicial pronouncement in India regarding our defined contribution and benefit plans payment obligations;
- our relationship with the General Electric Company ("GE") and our ability to maintain relationships with former GE businesses;
- financing terms, including changes in the Secured Overnight Financing Rate ("SOFR") and changes to our credit ratings;
- our ability to meet our corporate funding needs, pay dividends and service debt, including our ability to comply with the restrictions that apply to our indebtedness that may limit our business activities and investment opportunities;
- our ability to successfully implement our new enterprise resource planning system;
- our ability to grow our business and effectively manage growth and international operations while maintaining effective internal controls;
- restrictions on visas for our employees traveling to North America and Europe;
- fluctuations in currency exchange rates between the currencies in which we transact business;
- the selling cycle for our client relationships;
- legislation in the United States or elsewhere that restricts or adversely affects demand for our services offshore;
- our ability to protect our intellectual property and the intellectual property of others;
- the international nature of our business;
- technological innovation; and
- unionization of any of our employees.

Although we believe the expectations reflected in the forward-looking statements are reasonable at the time they are made, we cannot guarantee future results, level of activity, performance or achievements. Achievement of future results is subject to risks, uncertainties, and potentially inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could differ materially from past results and those anticipated, estimated or projected. You should bear this in mind as you consider forward-looking statements. We undertake no obligation to update any of these forward-looking statements after the date of this filing to conform our prior statements to actual results or revised expectations. You are advised, however, to consult any further disclosures we make on related subjects in our Forms 10-Q and Form 8-K reports to the SEC.

In this Annual Report on Form 10-K, we use the terms “Genpact,” “Company,” “we” and “us” to refer to Genpact Limited and its subsidiaries. Our registered office is located at Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda.

SUMMARY OF RISK FACTORS

Below is a summary of the principal risk factors that make an investment in our common shares risky or speculative. Additional risks and uncertainties not known to us or that we deem less significant may also impair our business. Additional discussion of the risks that we face can be found in Item 1A—"Risk Factors" of this Annual Report on Form 10-K, and should be carefully considered, together with the other information in this Annual Report on Form 10-K and our other filings with the Securities and Exchange Commission, before making an investment decision regarding our common shares.

Risks Related to our Business and Operations

- We expect AI technology to have a significant impact on our industry and the markets in which we compete. The development and use of AI technologies presents competitive, reputational and legal risks, and our use of AI technologies may not be successful.
- Our business depends on generating and maintaining ongoing, profitable client demand for our services and solutions, and a significant reduction in such demand or an inability to respond to or compete in the rapidly evolving technological environment could materially affect our results of operations.
- Our success depends in part on our retention of key members of our senior leadership team and our ability to manage the transition of our new Chief Executive Officer.
- We face legal, reputational and financial risks from any failure to safeguard our systems and protect client, Genpact or employee data from security incidents or cyberattacks.
- A substantial portion of our assets, employees and operations are located in India and we are subject to regulatory, economic, social and political uncertainties in India.
- Changes in our tax rates or tax provisions, adverse tax audits and other proceedings, or changes in tax laws or their interpretation or enforcement could have an adverse effect on our business, results of operations, effective tax rate and financial condition.
- Our profitability will suffer if we are not able to price appropriately, effectively utilize new technologies, maintain employee and asset utilization levels and control our costs.
- Wage increases in the countries where we operate may reduce our profit margin.
- We may fail to attract and retain enough qualified employees to support our operations.
- We enter into long-term contracts and fixed-price contracts with our clients. Our failure to price these contracts correctly may negatively affect our profitability.
- Our partnerships, alliances and relationships with third-party suppliers and contractors and other third parties with whom we do business expose us to a variety of risks that could have a material adverse effect on our business.
- Our success largely depends on our ability to achieve our business strategies, and our results of operations and financial condition may suffer if we are unable to continually develop and successfully execute our strategies.
- Business disruptions could seriously harm our future revenue and financial condition and increase our costs and expenses.
- Our results of operations could be adversely affected by economic and political conditions and the effects of these conditions on our and our clients' businesses and levels of business activity.
- We may be subject to claims and lawsuits for substantial damages, including by our clients arising out of disruptions to their businesses or our inadequate performance of services.
- Recent and future legislation and executive action in the United States and other jurisdictions could significantly affect the ability or willingness of our clients and prospective clients to utilize our services.
- Our global operations expose us to numerous and sometimes conflicting legal and regulatory requirements, and violations of these laws and regulations could harm our business.
- Our revenues are highly dependent on clients located in the United States and Europe, as well as on clients that operate in certain industries.
- We are implementing a new enterprise resource planning system, and challenges with the planning or implementation of the system may impact our internal controls over financial reporting, business and operations.
- Our results of operations and share price could be adversely affected if we are unable to maintain effective internal controls.
- Our industry is highly competitive, and we may not be able to compete effectively.
- We may face difficulties in providing end-to-end business solutions or delivering complex, large or unique projects for our clients that could cause clients to discontinue their work with us, which in turn could harm our business and our reputation.

- Currency exchange rate fluctuations in various currencies in which we do business, especially the Indian rupee, the euro and the U.S. dollar, could have a material adverse effect on our business, results of operations and financial condition.
- Restrictions on entry or work visas may affect our ability to compete for and provide services to clients, which could have a material adverse effect on our business and financial results.
- We may be unable to service our debt or obtain additional financing on competitive terms or at all.
- We often face a long selling cycle to secure a new Digital Operations contract as well as long implementation periods that require significant resource commitments, which result in a long lead time before we receive revenues from new relationships.
- We make estimates and assumptions in connection with the preparation of our consolidated financial statements, and any changes to those estimates and assumptions could adversely affect our financial results.
- Our operating results may experience significant fluctuations.
- If we are unable to collect our receivables, our results of operations, financial condition and cash flows could be adversely affected.
- Some of our contracts contain provisions which, if triggered, could result in lower future revenues and have a material adverse effect on our business, results of operations and financial condition.
- Our business could be materially and adversely affected if we do not protect our intellectual property or if our services are found to infringe on the intellectual property of others.
- We may face difficulties as we expand our operations into countries in which we have no prior operating experience.
- Terrorist attacks and other acts of violence involving any of the countries in which we or our clients have operations could adversely affect our operations and client confidence.
- If more stringent labor laws become applicable to us or if a significant number of our employees unionize, our profitability may be adversely affected.
- We may engage in strategic transactions that could create risks.
- Bermuda recently enacted new tax legislation that will impose a corporate income tax on certain Bermuda companies. Any new tax liability in Bermuda or another jurisdiction based on our incorporation in Bermuda could have a material adverse effect on our business, results of operations and financial condition.
- Economic substance requirements in Bermuda could adversely affect us.
- We may not be able to realize the entire book value of goodwill and other intangible assets from acquisitions.

Risks Related to our Shares

- The issuance of additional common shares by us or the sale of our common shares by our employees could dilute our shareholders' ownership interest in the Company and could significantly reduce the market price of our common shares.
- There can be no assurance that we will continue to declare and pay dividends on our common shares, and future determinations to pay dividends will be at the discretion of our board of directors.
- We are organized under the laws of Bermuda, and Bermuda law differs from the laws in effect in the United States and may afford less protection to shareholders.
- The market price for our common shares has been and may continue to be volatile.
- You may be unable to effect service of process or enforce judgments obtained in the United States or Bermuda against us or our assets in the jurisdictions in which we or our executive officers operate.

USE OF TRADEMARKS

The trademarks, trade names and service marks appearing in this Annual Report on Form 10-K are the property of their respective owners. We have omitted the ® and ™ designations, as applicable, for the trademarks named in this Annual Report on Form 10-K after their first reference herein.

PART I

Item 1. Business

Genpact is a global professional services and solutions firm that makes business transformation real. We drive digital-led innovation and run digitally-enabled operations for our clients, guided by our experience running thousands of processes for hundreds of global companies. We have over 129,100 employees serving clients in key industry verticals from more than 35 countries. Our 2023 total net revenues were $4.5 billion.

In 2023, we made progress on key strategic initiatives to help drive long-term profitable growth. These efforts included making continued investments in a portfolio of clients who are on significant digital transformation journeys and for whom we believe we can drive meaningful business outcomes. We continued to develop and refine our artificial intelligence ("AI") capabilities, prioritizing our investments in new generative AI solutions. We also continued to focus on the learning and development of our employees to provide them with the critical skills needed for the future and to build their careers.

We believe our approach to digital-led business transformation, enabled through combining our domain expertise with our skills in AI, digital and analytics, differentiates us from our competitors.

Our approach to digital-led transformation

Industry disruption is pervasive, driven by an explosion in digital technologies, increased use of AI, data and analytics, new competitors, and shifting market dynamics. In this environment, companies need industry-tailored solutions to reimagine their business models end-to-end and adapt to rapid change. These organizations seek partners that can improve productivity while creating competitive advantages and driving business outcomes, such as expanded market share, seamless customer experiences, increased revenue, working capital improvement, increased profitability, and minimized risk and loss.

We partner with clients to show them how new digital solutions can drive business outcomes. We apply user and customer experience principles to our domain expertise and innovative technology to create solutions designed to quickly and aptly meet client objectives. The results can include quick-turnaround proof of concept prototypes that clients can install and test in their own environments.

Many of our client solutions are based on **Genpact Cora**, our AI-based platform, which integrates our proprietary automation, analytics and AI technologies with those of our strategic partners into a unified offering. It draws insights from our deep domain and operations expertise in our target industries and service lines to create analytics-based solutions that are focused on improving customer and user experience to accelerate clients' digital transformations.

Additionally, many of our client solutions are embedded with our **Digital Smart Enterprise Processes**^{SM} (**Digital SEPs**), a patented and highly granular approach to recognize the critical factors that dramatically improve business performance to help drive client outcomes. Our Digital SEPs combine Lean Six Sigma methodologies – which reduce inefficiency and improve process quality – with advanced domain-specific digital technologies, drawing on our industry acumen, our expertise in AI and experience-centric principles, and our deep understanding of how businesses run. Digital SEPs test the effectiveness of client processes using best-in-class benchmarks developed by mapping and analyzing millions of client transactions across thousands of end-to-end business processes. In this way, we identify opportunities for improving clients' operations by applying our deep process knowledge and process-centric technologies to transform them.

We enable domain-led digital transformation for our clients through our **Digital Operations Services** and **Data-Tech-AI Services**.

Digital Operations Services

Our Digital Operations services embed digital, advanced analytics, AI and cloud-based offerings into our business process outsourcing solutions where we transform and run our clients' operations with an aim to achieve higher levels of end-to-end performance. These services allow enterprises to be more flexible and help them focus on high-value work to better compete in their industries. Our Digital Operations solutions also include certain IT services functions, including end-user computing support and infrastructure production support.

The ability to organize complex data sets and use analytics to derive actionable insights is increasingly critical to drive business outcomes for our clients. Our Enterprise360 intelligence platform enables our clients to harness the power of data and insights derived from running our clients' operations leveraging proprietary metrics and benchmarks from our Digital SEPs. This platform also uses AI for prescriptive actions to pinpoint transformation opportunities that can unlock operational excellence and growth.

Revenues from our Digital Operations services in 2023 were $2.48 billion, representing 55% of our total 2023 revenue.

Data-Tech-AI Services

Our Data-Tech-AI services focus on designing and building solutions that harness the power of digital technologies, data and advanced analytics, AI, and cloud-based software-as-a-service (SaaS) offerings to help transform our clients' businesses and operations. Using human-centric design, we help clients build new products and services, create digital workspaces, and drive customer, client, employee and partner engagement.

Revenues from our Data-Tech-AI services in 2023 were $1.99 billion, representing 45% of our total 2023 revenue.

Our service offerings

We offer the following professional services to our clients:

- **Enterprise services**: Finance and accounting, CFO advisory, supply chain, sourcing and procurement, sales and commercial, marketing and experience, and environmental, social and governance services; and
- **Core industry operations** services that are specific to our chosen industry verticals.

Enterprise services

Our enterprise services aim to deliver value for our clients through innovation and by leveraging our extensive experience optimizing processes for our clients. We partner with our clients to design target operating models, implement data, tech and AI-enabled solutions, improve process execution, and provide data and analytics-driven insights.

Finance and accounting services

We believe we are one of the world's premier providers of finance and accounting services. Our focus is on delivering fast and high-quality results, minimizing exceptions, providing a seamless user experience, and making a working capital impact for our clients. We offer a comprehensive range of services in this area, including:

Accounts payable: Our accounts payable services include document management, vendor master data management, invoice receipt and processing, accuracy audits, reconciliations, aging analyses, help desk management, payments processing and travel and expense processing;

Invoice-to-cash: Our invoice-to-cash services include customer master data management, credit and contract management, data validation and credit worthiness assessments, billing, collections, accounts receivable maintenance and reporting, credit review support, bad debts research, accounts receivable reconciliation, and dispute and deduction management services;

Record to report: Our record to report services include closing and reporting process management, general accounting and industry-specific accounting services, treasury services, tax services, and external reporting, including statutory accounting and reporting;

Financial planning and analysis: Our financial planning and analysis services include budgeting, planning and forecasting support, management reporting, business, financial and operational analytics, transformation design, digital-infused process enhancement, enterprise data and advisory services, master data management and data quality services and data lake implementation; and

Enterprise risk and compliance: Our enterprise risk and compliance services include operational risk and controls across a wide range of regulatory environments, including SOX and controls monitoring, controls transformation, ERP and digital controls, third party risk management, internal audit and audit analytics.

CFO advisory services

Our CFO advisory services aim to enable CFOs to optimize the impact the finance organization can have on a company's performance and shareholder value creation. These services cover the entire finance value stream, including target operating model design, working capital optimization, operational finance transformation, as well as corporate development and event-driven initiatives, such as carve-outs and post-merger integration services, including transactional due diligence.

Supply chain, sourcing and procurement services

Supply chain: We help our clients transform process-led and technology-enabled operating models across the value chain (plan, source, make, deliver, and aftersales). We cover the complete supply chain operations reference model and provide services in critical areas such as supply chain resiliency, sustainable/circular supply chain and orchestrated enterprise.

Sourcing and procurement: We offer advisory and managed services across the direct and indirect procurement value chain, including strategic sourcing, responsible sourcing, category management, spend analytics, procurement operations and digital platform transformation.

Sales and commercial, marketing and experience services

Sales and commercial: We drive growth and experience for our clients by transforming and running the end-to-end sales lifecycle for our clients through services such as campaign management, lead generation, qualification and deductions. We also provide services in the areas of partner management and commercial operations, such as pricing and promotion optimization, and B2B customer experience, including order management, deductions and dispute management.

Marketing and experience: We enable our clients to drive growth by delivering transformational experiences that leverage our deep understanding of data, technology and process design. Our focus is to differentiate through operational transformation, generative AI enablement and improved experience across customers, employees and products, with data led insights. Our services in this area are supported by strategic partnerships with leading ecosystem providers in marketing and experience.

Environmental, social and governance services

We help our clients meet their sustainability objectives, environmental, social and governance (ESG) regulatory requirements, voluntary commitments and operational improvements. Our services in this area include advisory, data management and analytics, carbon accounting, responsible sourcing, sustainable supply chain, human rights assessment, sustainability diligence, sustainable technology, ESG reporting and limited assurance for ESG reporting.

Core industry operations

We help our clients design, transform and run processes that are specific to their industries. Using our industry and domain expertise embedded in our Digital SEP frameworks, we collaborate with our clients to power their operations in areas such as claims, underwriting, commercial leasing and lending, regulatory affairs, insurance actuarial, and trust and safety. We provide industry-specific operations services across all of our chosen industry verticals.

Industries we serve

We work with clients across our chosen industry verticals, which represent areas in which we believe we have deep industry acumen. Our chosen industry verticals, described in more detail below, are grouped within our three reportable segments, namely: (1) Financial Services, (2) Consumer and Healthcare, and (3) High Tech and Manufacturing.

Organizing our business by industry verticals allows us to leverage our deep domain knowledge specific to our chosen industries and create, replicate and standardize innovative solutions for clients in the same industries. In addition to our professional services, such as finance and accounting, CFO advisory, supply chain, sourcing and procurement, and sales and commercial, that are available to clients across our verticals, we offer core industry-specific services to clients in select verticals. These services are embedded where possible with industry-relevant digital and analytics tools that leverage AI and automation to drive enhanced benefits and customer experience.

Financial Services

Our Financial Services segment covers services we provide to clients in the banking, capital markets and insurance sectors. Our banking and capital markets clients include retail, investment and commercial banks, mortgage lenders, equipment and lease financing providers, fintech companies, payment providers, wealth and asset management firms, broker/dealers, exchanges, auto finance providers, clearing and settlement organizations, renewable energy lenders and other financial services companies. Our core operations services for these clients include retail customer onboarding, customer service, collections, card servicing operations, loan and payment operations, commercial loan servicing, equipment and auto loan servicing, mortgage origination and servicing, compliance services, risk management services, reporting and monitoring services and wealth management operations support. We provide financial crime and risk management services in areas such as fraud and dispute management, anti-money laundering, transaction monitoring, KYC and due diligence, sanctions screening, negative media monitoring and platform implementation.

Our insurance clients include insurers, brokers, agents, reinsurers and insurtech companies operating across property and casualty, specialty, life, annuity, disability and employee benefits lines of business. Our core operations services for these clients include underwriting support, new business processing, policy administration, customer service, claims management, catastrophe modeling and actuarial services. We also provide end-to-end third party administration for property and casualty claims.

Revenues from our Financial Services segment in 2023 were $1.23 billion, representing 27% of our total 2023 revenue.

Consumer and Healthcare

Our Consumer and Healthcare segment covers services we provide to clients in the consumer goods, retail, life sciences and healthcare sectors. Our consumer goods and retail clients include companies in the food and beverage, household goods, consumer health and beauty and apparel industries, as well as grocery chains and general and specialty retailers. The core operations services we provide to these clients include demand generation, sensing and planning, supply chain planning and management, pricing and trade promotion management, deduction recovery management, order management, digital commerce and customer experience.

Our life sciences and healthcare clients include pharmaceutical, medical technology, medical device and biotechnology companies as well as retail pharmacies, distributors, diagnostic labs, and healthcare payers (health insurers) and providers. Our core operations services for life sciences clients include regulatory affairs services, such as lifecycle management, regulatory operations, Chemistry Manufacturing Controls compliance and regulatory information management. Our services for healthcare clients include end-to-end claim lifecycle management, from claims processing and adjudication to claims recovery and payment integrity, revenue cycle management, health equity analytics, care services and customer experience.

Revenues from our Consumer and Healthcare segment in 2023 were $1.57 billion, representing 35% of our total 2023 revenue.

High Tech and Manufacturing

Our High Tech and Manufacturing segment covers services we provide to clients in the high tech hardware, high tech software and manufacturing sectors. Our clients in the high tech industry include companies in the information and digital technology, software, digital platform, electronics, semiconductor, enterprise technology, media, services and hospitality sectors. The core operations services we provide to these clients include industry-specific solutions for trust and safety, advertising sales support, customer and user experience, customer care support and supply chain management.

Our manufacturing clients include companies in the aerospace, automotive and mobility, chemicals, energy, electric vehicles and batteries, industrial machinery, materials transportation and logistics, oil and gas and utilities sectors. Our core operations solutions for these clients include industry-specific solutions for supply chain management, direct and indirect procurement, logistics, field, aftermarket support and engineering services.

Revenues from our High Tech and Manufacturing segment in 2023 were $1.68 billion, representing 38% of our total 2023 revenue.

Our clients

We serve approximately 800 clients across many industries and geographies. Our clients include some of the biggest brands in the world, many of which are leaders in their industries, including about a quarter of the Fortune Global 500.

Our contracts with clients for Digital Operations services often take the form of a master services agreement ("MSA"), which is a framework agreement that we then supplement with statements of work ("SOWs") or other service level agreements, such as supplements, work orders, purchase orders or business services agreements. These SOWs and other service level agreements cover in more detail the type of work to be performed and the associated amounts to be billed. For our Data-Tech-AI services, we typically enter into software-as-a-service and/or consulting agreements with our clients depending on the scope of the services to be performed. For more about our contracting frameworks, see Item 7—“Management’s Discussion and Analysis of Financial Condition and Results of Operations—Overview—Net Revenues.”

Partnerships and alliances

We continue to invest in and expand our strategic alliances with companies whose services and solutions complement ours. Together, we work to enhance our existing solutions or create new offerings to meet market needs.

Our alliances generally fall into one of the following categories:

- Strategic, go-to-market partnerships
- Deal-specific relationships to jointly solve a specific issue for a client
- Reseller arrangements to provide third party partner software and cloud solutions
- Digital and other “white label” embedded technology-based relationships

We have three primary types of partners: consulting partners, digital partners, and solution partners. Our digital and solution partnerships aim to nurture relationships with established and emerging players in technology and AI. These potential partners specialize in leading-edge disruptive digital technologies and solutions that we can embed into our offerings or jointly bring to market.

Our people

As of December 31, 2023, we had approximately 129,100 employees working in more than 35 countries. As a talent-led organization, our people are critical to the success of our business. We have created, and constantly reinforce, a culture that emphasizes collaboration, innovation, process improvement, and dedication to our clients. We seek to foster a culture that wins clients, develops leaders and attracts and retains talent who exhibit our core values – curiosity, incisiveness and courage – who embody and enable our purpose — *the relentless pursuit of a world that works better for people* — and who uphold our dedication to integrity consistent with our Code of Conduct, Integrity@Genpact.

Rewarding and recognizing our talent

We aim to create a work environment where every person is inspired to achieve, driven to perform and rewarded for their contributions. We strive to engage and competitively compensate our high-performing talent by providing performance-based promotions and merit-based compensation increases. In 2023, we promoted more than 13,000 of our employees and encouraged employee career growth through our **Destination Growth** program. We also closely monitor employee retention levels and regularly evaluate our pay-for-performance approach in an effort to retain our top talent.

Diversity, equity and inclusion

We believe that a culture of diversity, equity and inclusion is critical to our business. We believe in equal opportunity for each individual, irrespective of their gender, age, ethnicity, cultural background, race or sexual orientation. Understanding each other's uniqueness, recognizing our differences, respecting varied opinions and accepting various points of view is at the heart of our organization's culture. We promote these values by seeking to maintain inclusive hiring and management practices and ensure that opportunities are equally open to all.

We are committed to:

- Increasing diversity, including gender, racial and ethnic diversity, across all levels of the organization;
- Recruiting, retaining and advancing talent, including from diverse ethnic and racial backgrounds; and
- Creating and fostering an inclusive culture where everybody, including our LGBTQ+ employees, feels safe and empowered.

Employee development and engagement

We are committed to the career development of our employees and making them future-ready, and we strive to engage them with challenging and rewarding career opportunities. Our performance management approach supports our career philosophy by encouraging employees to reflect on their performance, set challenging goals, receive feedback, identify their development needs and find relevant learning and training opportunities. We have also developed a number of leadership development and mentoring programs, including our Global Operations Leadership Development and our Leadership Direct programs for high potential talent and our programs designed to increase gender diversity in our leadership ranks, such as our Pay it Forward and Women's Leadership initiatives.

We have also developed a learning framework called **Genome** that enables our employees to acquire new skills and evolve quickly as industries and technologies change, equipping them with skills that are relevant to their current roles and future aspirations. Genome was designed to shape an adaptive workforce, and its learning strategy was formulated to "reskill at scale" and be integrated throughout the enterprise.

TalentMatch is our talent transformation initiative to match the skills and job aspirations of our employees with existing and future job opportunities we have available. By enabling employees to prepare for their future career aspirations by upskilling and reskilling through Genome, TalentMatch has allowed us to identify talent available for redeployment from one part of our business to another as the needs of our clients change. It improves our employee utilization globally by providing the right talent at the right time for our client engagements. TalentMatch also gives our employees the opportunity to take their careers in their desired directions, thus increasing employee satisfaction, and bolstering our ability to scale our flexible working model. In 2023, we filled more than 40% of our open positions with internal hires.

Amber, our engagement AI chatbot and employee experience platform, enables transformation of our employee engagement strategy. Amber provides an outlet for unbiased and judgment free conversations for our employees and live predictive people analytics for business and HR leaders.

By digitizing how we engage with our employees through Amber, we have increased the scope and frequency of employee feedback and have gained the ability to assess employee engagement and identify trends in employee engagement and satisfaction across the company.

In 2023, we continued to invest in technologies and programs designed to improve employee experience, with a particular focus on employee well being.

Corporate social responsibility

Our approach to corporate social responsibility focuses on two pillars tied to our purpose: **Better Access**, which reflects our aim to provide the communities in which we operate with better access to healthcare, education and opportunities, and **Better Planet**, which reflects our aim to inform, educate, and catalyze action on the different facets of the environment and climate change and help make the planet work better for all.

We foster a culture of giving and volunteering through several global platforms, projects, and social initiatives. More than 62,000 of our employees have volunteered their time to support a range of causes, such as mentoring underprivileged children and young adults, providing meals to food-insecure communities, planting saplings, and engaging in e-waste collection drives.

Additionally, in 2023 more than 5,000 of our employees participated in our payroll-based charitable donation programs, and many of our employee volunteers participated in virtual volunteering initiatives such as creating learning aids for students, awareness posters for non-profits, holiday cards for veterans, and completing at-home sustainability challenges to build a better planet.

Sales and marketing

We market our services and solutions to both existing and potential clients through our business development team. Like our client portfolio, members of this team are based around the globe. Our business development team focuses both on supporting our strategic client accounts and acquiring new clients.

We have designated lead client partners and global relationship managers for each of our strategic client relationships. These business development personnel are supported by industry and capability subject matter experts to ensure our services and solutions best address the needs of our clients. We continuously monitor our client satisfaction levels to ensure that we maintain high service levels using metrics such as the Net Promoter Score.

The length of our selling cycle varies depending on the type of engagement. The sales cycle for our advisory and project work is typically much shorter than the sales cycle for a large business process engagement. Our efforts may begin through an existing engagement with a client or in response to our lead generation program, a perceived opportunity, a reference by an existing client, a request for proposal or otherwise. Our teams seek to understand the needs and priorities of our clients as well as the business outcomes our clients desire, and we leverage our combination of capability and industry expertise to create differentiated client solutions. We may expend substantial time and resources in engaging with prospective clients to secure new business. See Item 7—"Management's Discussion and Analysis of Financial Condition and Results of Operations—Overview—Net Revenues."

As our relationship with a client deepens, the time required to win an engagement for additional services generally declines. In addition, during an engagement, as we better understand and experience a client's business and processes, we are able to identify incremental opportunities to deliver greater value for the client, including by leveraging our expanding portfolio of digital capabilities to transform our clients' operations.

We strive to foster relationships between our senior leadership team and our clients' senior management teams. These "C-level" relationships ensure that both parties are focused on establishing priorities, aligning objectives and driving client value. High-level executive relationships present significant opportunities to increase business from our existing clients. These relationships also provide a forum for gathering feedback on service delivery performance and addressing client concerns. Our governance methodology is designed to ensure that we are well connected at all levels of our clients' organizations (executive, management, technology and operations).

Significant new business opportunities are reviewed by business leaders, lead client partners and global relationship managers from the applicable industry vertical along with operations personnel and members of our finance department. If they determine that the new business is aligned with our strategic objectives and a good use of our resources, then our business development team is authorized to pursue the opportunity.

Global delivery

We serve our clients using our global network of more than 90 delivery centers in more than 25 countries. We have delivery centers in Argentina, Australia, Brazil, Bulgaria, Canada, China, Costa Rica, Egypt, Germany, Guatemala, Hungary, India, Israel, Italy, Japan, Malaysia, Mexico, the Netherlands, the Philippines, Poland, Portugal, Romania, Thailand, Turkey, the United Kingdom and the United States. We also have employees in these and additional countries, such as Ireland, Singapore and South Africa, who work with our clients either onsite or virtually, which offers flexibility for both clients and employees.

With this global network, we are able to manage complex processes around the world. We use different locations for different types of services depending on client needs and the mix of skills and cost of employees at each location.

Our global delivery model gives us:

- multilingual capabilities;
- access to a larger talent pool;
- "near-shoring" as well as off-shoring capabilities to take advantage of time zones; and
- proximity to our clients through a significant onshore presence.

We also regularly look for new places to open delivery centers and offices, both in new countries or new cities in countries where we already have a presence. Before we choose a new location, we consider several factors, such as the talent pool, infrastructure, government support, operating costs, and client demand.

Service delivery model

We seek to be a seamless extension of our clients' operations. To that end, we developed the **Genpact Virtual Captive**℠ service delivery model, in which we create a virtual extension of our clients' teams and environments. Our clients get dedicated employees and management, as well as dedicated infrastructure at our delivery centers. We also train our teams in our clients' cultures, processes, and business environments.

Intellectual Property

The solutions we offer our clients often include a range of proprietary methodologies, software, and reusable knowledge capital. We also develop intellectual property in the course of our business and our agreements with our clients regulate the ownership of such intellectual property. We seek to protect our intellectual property and our brand through various means, including by agreement and applications for patents, trademarks, service marks, copyrights and domain names. Some of our intellectual property rights are trade secrets and relate to proprietary business process enhancements.

As of December 31, 2023, we had a portfolio of more than 60 patents and pending patent applications globally. Additionally, we have over 200 trademarks registered in various jurisdictions.

We often use third-party and client software platforms and systems to provide our services. Our agreements with our clients normally include a license to use the client's proprietary systems to provide our services. Clients authorize us to access and use third party software licenses held by the client so that we may provide our services.

It is our practice to enter into agreements with our employees and independent contractors that:

- ensure that all new intellectual property developed by our employees or independent contractors in the course of their employment or engagement is assigned to us;
- provide for employees' and independent contractors' cooperation in intellectual property protection matters even if they no longer work for us; and
- include a confidentiality undertaking by our employees and independent contractors.

Competition

We operate in a highly competitive and rapidly evolving global market. We have a number of competitors offering services that are the same as or similar to ours. Our competitors include:

- large multinational service providers, primarily accounting and consulting firms, that provide consulting and other professional services;
- companies that are primarily business process service providers operating from low-cost countries, most commonly India;

- companies that are primarily information technology service providers with some business process service capabilities; and
- smaller, niche service providers that provide services or products in a specific geographic market, industry or service area, including new AI and digital technologies.

We may also face losses or potential losses of business when in-house departments of companies use their own resources rather than engage an outside firm for the types of services and solutions we provide.

Our business model is also subject to competitive forces from the advent of novel technology or applications of these technological capabilities made readily available in open-market environments.

Our revenues are derived primarily from Fortune Global 500 and Fortune 1000 companies. We believe that the principal competitive factors in our industry include:

- deep expertise in industry-specific domains and processes;
- ability to advise clients on how to transform their processes and deliver transformation that drives business value;
- ability to provide innovative services and products, including digital offerings;
- ability to consistently add value through digital transformation and continuous process improvement;
- reputation and client references;
- contractual terms, including competitive pricing and innovative commercial models;
- scope of services;
- quality of products, services and solutions;
- ability to sustain long-term client relationships; and
- global reach and scale.

Our clients typically retain us on a non-exclusive basis.

Regulation

We are subject to regulation in many jurisdictions around the world as a result of the complexity of our operations and services, particularly in the countries where we have operations and where we deliver services. We are also subject to regulation by regional bodies such as the European Union ("EU").

In addition, the terms of our service contracts typically require that we comply with applicable laws and regulations. In some of our service contracts, we are contractually required to comply even if such laws and regulations apply to our clients, but not to us, and sometimes our clients require us to take specific steps intended to make it easier for them to comply with applicable requirements. In some of our service contracts, our clients undertake the responsibility to inform us about laws and regulations that may apply to us in jurisdictions in which they are located.

If we fail to comply with any applicable laws and regulations, we may face restrictions on our ability to provide services, and may also be the subject of civil or criminal actions involving penalties, any of which could have a material adverse effect on our operations. Our clients generally have the right to terminate our contracts for cause in the event of regulatory failures, subject in some cases to notice periods. See Item 1A—"Risk Factors—Risks Related to our Business and Operations—Our global operations expose us to numerous and sometimes conflicting legal and regulatory requirements, and violations of these laws and regulations could harm our business." If we fail to comply with contractual commitments to facilitate our clients' compliance, we may be liable for contractual damages, and clients in regulated industries may be less willing to use our services.

We are affected by laws and regulations in the United States, the United Kingdom, the EU and its member states, and other countries in which we do business that are intended to limit the impact of outsourcing on employees in those jurisdictions, and occasional changes to laws and regulations in such jurisdictions may impose changes that further restrict or discourage offshore outsourcing or otherwise harm our business. See Item 1A—"Risk Factors—Risks Related to our Business and Operations—Recent and future legislation and executive action in the United States and other jurisdictions could significantly affect the ability or willingness of our clients and prospective clients to utilize our services."

Our collection, use, disclosure and retention of personal health-related and other information is subject to an array of privacy, data security, and data breach notification laws and regulations that change frequently, are inconsistent across the jurisdictions in which we do business, and impose significant compliance costs. In the United States, personal information is subject to numerous federal and state laws and regulations relating to privacy, data security, and breach notification, including, for example, the Financial Modernization Act (sometimes referred to as the Gramm-Leach-Bliley Act), Health Insurance Portability and Accountability Act, Federal Trade Commission Act, Family Educational Rights and Privacy Act, Communications Act, Electronic Communications Privacy Act, and state-level comprehensive privacy laws, including the California Consumer Privacy Act. There are also various state-level privacy laws that specifically regulate consumer health data, including recently enacted laws in Connecticut, Nevada and Washington.

All fifty U.S. states and the District of Columbia have implemented separate data security breach notification laws with which we must comply, and some states have added specific data security standards to their existing laws.

Some courts have become more willing to allow individuals to pursue claims in data breach cases, indicating that it may become easier for consumers to sue companies for data breaches. Related laws and regulations govern our direct marketing activities and our use of personal information for direct marketing, including the Telemarketing and Consumer Fraud and Abuse Prevention Act, Telemarketing Sales Rule, Telephone Consumer Protection Act and rules promulgated by the Federal Communications Commission, and CAN-SPAM Act. In 2018, the Clarifying Lawful Overseas Use of Data (CLOUD) Act established new required processes and procedures for handling U.S. law enforcement requests for data that we may store outside of the U.S.

In the EU, the General Data Protection Regulation (GDPR) went into effect in May 2018. The GDPR imposes privacy and data security compliance obligations and increased penalties for noncompliance. In particular, the GDPR has introduced numerous privacy-related changes for companies operating in the EU, including greater control for data subjects, increased data portability for EU consumers, data breach notification requirements and increased fines for violations. The GDPR also prohibits the transfer of personal data from the European Economic Area ("EEA") to countries outside of the EEA unless made to a country deemed to have adequate data privacy laws by the European Commission or an appropriate data transfer mechanism has been put in place. The EU-US Privacy Shield ("Privacy Shield") was such a transfer mechanism put in place between the EU and the United States, but the Privacy Shield was invalidated in July 2020 by the Court of Justice of the European Union (the "CJEU"). The EU-U.S. Privacy Shield has now been replaced with the EU-U.S. Data Privacy Framework ("DPF"), which is intended to address the issues cited in the 2020 CJEU decision. Although the European Commission issued an adequacy decision for the DPF on July 10, 2023, and it is now a valid mechanism for transferring personal data from the EU to the U.S. for entities that have elected to participate, the validity of the DPF may also be challenged in court, which could create additional uncertainty relating to the regulation of international data transfers. The CJEU's decision also led to revisions to the standard contractual clauses ("SCCs") that may also be used as a mechanism for transferring personal data outside of the EU. If the DPF is challenged, there may be new uncertainty regarding the validity of the updated SCCs.

Following the withdrawal of the UK from the EU, the United Kingdom has amended the UK Data Protection Act 2018 to retain the GDPR in UK national law. The penalties prescribed in the UK GDPR are the same as under the EU GDPR. However, the United Kingdom has implemented its own guidance for handling outbound data transfers to jurisdictions such as the U.S. whose privacy laws are not covered by an existing adequacy decision, has adopted an International Data Transfer Agreement as a framework for companies to transfer personal data outside of the United Kingdom, and has implemented its own version of DPF, called the UK-U.S. Data Bridge, to allow participating companies to transfer personal data from the UK to the U.S.

Additionally, foreign governments outside of the EU and UK are also taking steps to fortify their data privacy laws and regulations. For example, India recently enacted a data protection law that may affect how we handle vendor and employee data in India. Other countries in Africa, Asia and Latin America have either passed data privacy legislation or are considering data protection laws that affect or may affect us. As privacy laws and regulations around the world continue to evolve, these changes could adversely affect our business operations, websites and mobile applications that are accessed by residents in the applicable countries.

In the United States, we are either directly subject to, or contractually required to comply or facilitate our clients' compliance with, laws and regulations arising out of our work for clients operating there, especially in the area of banking, financial services and insurance, such as the Gramm-Leach-Bliley Act, the Fair Credit Reporting Act, the Fair and Accurate Credit Transactions Act, the Right to Financial Privacy Act, the Bank Secrecy Act, the USA PATRIOT Act, the Bank Service Company Act, the Home Owners Loan Act, the Electronic Funds Transfer Act, the Equal Credit Opportunity Act, and regulation by U.S. agencies such as the SEC, the Federal Reserve, the Federal Deposit Insurance Corporation, the National Credit Union Administration, the Commodity Futures Trading Commission, the Federal Financial Institutions Examination Council, the Office of the Comptroller of the Currency, and the Consumer Financial Protection Bureau.

Because of our debt collections work in the United States, we are also regulated by laws such as the Truth in Lending Act, the Fair Credit Billing Act, the Fair Debt Collection Practices Act, the Telephone Consumer Protection Act and related regulations. We are currently licensed to engage in debt collection activities in all jurisdictions in the United States where licensing is required. U.S. banking and debt collection laws and their implementing regulations are occasionally amended, and these changes may impose new obligations on us or may change existing obligations.

Because of our insurance processing activities in the United States, we are currently licensed as a third-party administrator in 43 states and are regulated by the department of insurance in each such state. In two other states, we qualify for regulatory exemption from licensing based on the insurance processing activities we provide. We also hold entity adjuster licenses in 24 states that require licensing.

Certain laws may apply to our content moderation activity, such as laws regulating hate speech on the internet. In the United States, Section 230 of the Communications Decency Act shields "interactive computer services" (e.g., websites, social media platforms) from liability for the speech of their users, with certain exceptions.

The law also shields interactive computer services from civil liability for a good faith action voluntarily taken to restrict access to or availability of content that the provider or user considers to be obscene, lewd, lascivious, filthy, excessively violent, harassing, or otherwise objectionable, whether or not such material is constitutionally protected. The future of Section 230 and the scope of the protections it provides to online publishers and other laws related to bullying, harassing, offensive materials and hate speech on the internet are currently the topic of significant debate. We expect that these laws will continue to evolve and change. Changes to the laws and regulations governing liability for speech on the internet may affect the business strategies and offerings of our clients, which may significantly change their approach to content moderation, and which, in turn, could reduce the market for our trust and safety related services.

In the United States, we are subject to laws and regulations governing foreign trade, such as export control, customs and sanctions regulations maintained by government bodies such as the Commerce Department's Bureau of Industry and Security, the Treasury Department's Office of Foreign Assets Control, and the Homeland Security Department's Bureau of Customs and Border Protection. Other jurisdictions, such as the EU, also maintain similar laws and regulations that apply to some of our operations.

Several of our service delivery centers, primarily located in China, Costa Rica, India, Israel, Malaysia and the Philippines, benefit from tax incentives or concessional rates provided by local laws and regulations. In addition, certain benefits are also available to us in India as an information technology enabled service (ITES) company under certain Indian state and central laws. These benefits include labor law exemptions, preferential rates for the commercial usage of electricity and incentives related to the export of qualified services.

Our hedging activities and currency transfers are restricted by regulations in certain countries, including China, India, Malaysia, the Philippines and Romania.

Certain Bermuda Law Considerations

As a Bermuda company, we are also subject to regulation in Bermuda. Among other things, we must comply with the provisions of the Companies Act 1981 of Bermuda, as amended, regulating the declaration and payment of dividends and the making of distributions from contributed surplus. We are classified as a non-resident of Bermuda for exchange control purposes by the Bermuda Monetary Authority. Pursuant to our non-resident status, we may engage in transactions in currencies other than Bermuda dollars. There are no restrictions on our ability to transfer funds in and out of Bermuda or to pay dividends to United States residents that are holders of our common shares.

Under Bermuda law, "exempted" companies are companies formed for the purpose of conducting business outside Bermuda. As an exempted company, we may not, without a license granted by the Minister of Finance, participate in certain business transactions, including transactions involving Bermuda landholding rights and the carrying on of business of any kind, for which we are not licensed in Bermuda.

Bermuda has economic substance requirements pursuant to the Economic Substance Act 2018, as amended, and the regulations proffered thereunder, which require us to have adequate economic substance in Bermuda in relation to certain of our activities.

Available Information

We file current and periodic reports, proxy statements, and other information with the SEC. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, at www.sec.gov. We make available free of charge on our website, www.genpact.com, our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. The contents of our website are not incorporated by reference into this Annual Report.

Information about our executive officers

The following table sets forth information concerning our executive officers as of February 29, 2024:

Name	Age	Position(s)
Balkrishan Kalra	54	President, Chief Executive Officer and Director
Michael Weiner	52	Senior Vice President, Chief Financial Officer
Sameer Dewan	53	Senior Vice President, Global Business Leader, Financial Services
Piyush Mehta	55	Senior Vice President, Chief Human Resources Officer
Anil Nanduru	49	Senior Vice President, Global Business Leader, High Tech & Manufacturing and Consumer & Healthcare
Riju Vashisht	56	Senior Vice President, Chief Growth Officer and Global Business Leader, Enterprise Services and Partnerships & Alliances
Heather White	51	Senior Vice President, Chief Legal Officer and Corporate Secretary

Balkrishan Kalra became our President and Chief Executive Officer in February 2024. Prior to his appointment as our Chief Executive Officer, he served as the Senior Vice President and Business Leader for our Consumer Goods, Retail and Life Sciences business since 2008, our Healthcare business since 2016 and our Financial Services business since 2020. Before he led our Consumer Goods, Retail and Life Sciences business, he held various roles at Genpact since joining us in 1999.

Michael Weiner has served as our Senior Vice President, Chief Financial Officer since August 2021. Before joining Genpact, he was the executive vice president, chief financial officer and treasurer of National General Holdings Corp. from 2010 to 2021. Prior to that, he worked with Ally Financial's GMAC Insurance unit, Cerberus Operations and Advisory Company, Citigroup, KPMG LLP and Bankers Trust Company.

Sameer Dewan has served as Senior Vice President and Global Business Leader for our Financial Services business since November 2023. Prior to that, he served as our Global Operating Officer from February to November 2023 and as the Global Business Leader for our Insurance and Capital Markets businesses from March 2021 to February 2023. Before joining Genpact in 2006, he served as a Master Black Belt in General Electric’s insurance operations.

Piyush Mehta has served as our Senior Vice President, Chief Human Resources Officer since March 2005. He has worked for us since 2001, initially as Vice President of Human Resources.

Anil Nanduru has served as our Senior Vice President and Global Business Leader for our High Tech and Manufacturing business since 2022 and our Consumer and Healthcare business since November 2023. Prior to these roles, Mr. Nanduru served as our Senior Vice President and Chief Commercial Officer. Before serving as our Chief Commercial Officer, he held various roles at Genpact since joining us in 2005.

Riju Vashisht has served as our Senior Vice President and Chief Growth Officer since 2022 and as the Global Business Leader for Enterprise Services, Partnerships and Alliances since December 2023. Prior to that, she served as our Senior Vice President and Chief Transformation Officer since 2020. She previously served as our Head of Digital Solutions and Transformation and as the Chief Operating Officer for our Consumer Goods, Retail, Life Sciences and Healthcare businesses. She previously was at Walmart India and Unilever India.

Heather White has served as our Senior Vice President, Chief Legal Officer and Corporate Secretary since April 2018. Ms. White has been with Genpact since 2005, and prior to her current role she served as our Senior Vice President and Deputy General Counsel. Before joining Genpact, she was a corporate attorney in the New York and London offices of Paul, Weiss, Rifkind, Wharton & Garrison LLP.

Item 1A. Risk Factors

Risks Related to our Business and Operations

We expect AI technology to have a significant impact on our industry and the markets in which we compete. The development and use of AI technologies presents competitive, reputational and legal risks, and our use of AI technologies may not be successful.

We believe that AI technology will have a significant impact on client preferences and market dynamics in our industry, and our ability to effectively compete in this space will be critical to our financial performance. We are working to expand the use of AI in the services we provide to our clients and also apply AI technologies in our own internal operations, and we expect to incur significant development and operational costs to support these efforts.

The market for AI technology and services is highly competitive and rapidly evolving. We face significant competition from our traditional competitors as well as other third parties, including those that are new to the market or our industry, and our clients may develop their own AI-related capabilities. We may also be unable to bring AI-enabled products and solutions to market as effectively, or with the same speed or in the same volumes, as our competitors, which may harm our competitive position. In addition, as these technologies evolve, we expect that some services that we currently perform for our clients will be replaced, in whole or in part, by AI or forms of automation. Each of the foregoing may lead to reduced demand for our services or harm our ability to obtain favorable pricing or other terms for our services, which could have a material adverse effect on our business, results of operations and financial condition.

The development, adoption, and use of AI technologies are still in their early stages. AI algorithms may be flawed, and datasets may be insufficient or contain biased information, which could result in unexpected, low quality or otherwise inadequate outputs. Ineffective or inadequate AI development or deployment practices by us, our clients, or third parties with whom we do business could result in unintended consequences, such as disclosure of sensitive information, infringement of third-party intellectual property rights or other incidents that impair the acceptance of AI solutions or cause harm to individuals or society. These deficiencies and other failures of AI systems could subject us to competitive harm, regulatory action, legal liability, and brand or reputational harm. Some AI capabilities present ethical issues, and we may be unsuccessful in identifying or resolving issues before they arise. If we enable or offer AI products or solutions or implement AI capabilities in our internal operations that are controversial because of their impact on human rights, privacy, employment, or other social, economic, or political issues, we may experience brand or reputational harm or greater employee attrition.

In addition, the legal and regulatory landscape surrounding AI technologies is rapidly evolving and uncertain including in the areas of intellectual property, cybersecurity, and privacy and data protection. Compliance with new or changing laws, regulations, industry standards or ethical requirements and expectations relating to AI may impose significant operational costs requiring us to change our service offerings or business practices, or may limit or prevent our ability to develop, deploy, or use AI technologies. Failure to keep pace with this evolving landscape may result in legal liability, regulatory action, or brand and reputational harm.

Our business depends on generating and maintaining ongoing, profitable client demand for our services and solutions, and a significant reduction in such demand or an inability to respond to or compete in the rapidly evolving technological environment could materially affect our results of operations.

Our revenue and profitability depend on the demand for our services and solutions with favorable margins, which could be negatively affected by numerous factors, many of which are beyond our control and unrelated to our work product. Our success depends, in part, on our ability to continue to develop and implement services and solutions that anticipate and respond to rapid and continuing changes in technology and offerings to serve the evolving needs of our clients. Examples of areas of significant change include digital- and cloud-related offerings, which are continually evolving as developments such as AI, automation, Internet of Things and as-a-service solutions are commercialized. Technological developments such as these may materially affect the cost and use of technology by our clients and, in the case of as-a-service solutions, could affect the nature of how we generate revenue. Some of these technologies, such as cloud-based services, AI, automation, and others that may emerge, have reduced and replaced some of our historical services and solutions and may continue to do so in the future. This has caused, and may in the future cause, clients to delay spending under existing contracts and engagements and to delay entering into new contracts while they evaluate new technologies. Such delays can negatively impact our results of operations if the pace and level of spending on new technologies is not sufficient to make up any shortfall.

Additionally, in recent years, as a result of a number of factors, including changing client preferences, an increase in Data-Tech-AI services and economic pressures that can cause delays or reductions in client purchasing decisions, the percentage of our revenues from consulting and other short-cycle engagements has increased.

When an increased share of our revenues is derived from these engagements, business forecasting becomes more complex given the more discretionary and non-recurring nature of these services compared to our traditional managed services. Our contracts for consulting and other short-cycle engagements typically permit our clients to terminate the agreement with less notice than is required under our longer-term contracts for our Digital Operations services and without paying termination fees. Our failure to effectively manage, develop and sell these shorter-cycle engagements, as well as our inability to accurately forecast revenues from these engagements (as has occurred in the past), could adversely affect our business, growth strategy and results of operations.

Developments in the industries we serve, which are increasingly rapid, have shifted and may continue to shift demand to new services and solutions. If we fail to keep pace with the development or integration of new technologies, including generative AI, or to adapt to other changes in the industries we serve or our clients' demand for new services and solutions, we may be less competitive in these new areas or need to make significant investment to meet that demand. Our growth strategy focuses on responding to these types of developments by driving innovation that will enable us to expand our business into new growth areas. If we do not sufficiently invest in new technology and adapt to industry developments, or evolve and expand our business at sufficient speed and scale, or if we do not make the right strategic investments to respond to these developments and successfully drive innovation, our services and solutions, results of operations, and ability to develop and maintain a competitive advantage and to execute on our growth strategy could be negatively affected.

Companies in the industries we serve sometimes seek to achieve economies of scale and other synergies by combining with or acquiring other companies. If one of our current clients merges or consolidates with a company that relies on another provider for the services and solutions we offer, we may lose work from that client or lose the opportunity to gain additional work if we are not successful in generating new opportunities from the merger or consolidation.

Our success depends in part on our retention of key members of our senior leadership team and our ability to manage the transition of our new Chief Executive Officer.

Our future success depends in part on our ability to attract and retain key employees, including our executive officers and other members of our senior leadership team. These executives possess business and technical capabilities and institutional knowledge that are difficult to replace. Our employment agreements with our Chief Executive Officer and other members of our executive management team do not obligate them to work for us for any specified period. If we lose key members of our senior leadership team, we may not be able to effectively manage our current operations or meet ongoing and future business challenges, and this may have a material adverse effect on our business, results of operations and financial condition.

On February 9, 2024, Balkrishan Kalra became our Chief Executive Officer, replacing N.V. Tyagarajan, who had served in that role since 2011. Any significant leadership change or executive management transition, such as our transition to a new Chief Executive Officer, involves inherent risk and can be difficult to manage. We have made, and may continue to make, significant accompanying strategic changes, such as changing the composition of our leadership team. Initially, such changes could be disruptive to our daily operations or relationships with clients, suppliers, and employees, make it more difficult to hire and retain key employees or impact our public or market perception, any of which could have a negative impact on our business or share price. In addition, management transitions inherently cause some loss of institutional knowledge, which could negatively affect strategy and operation execution during the transitional phase. Management transitions may also create uncertainty and involve a diversion of resources and management attention, which could negatively impact our ability to operate effectively or execute our strategies.

We face legal, reputational and financial risks from any failure to safeguard our systems and protect client, Genpact or employee data from security incidents or cyberattacks.

In providing our services and solutions to clients, we often collect, process and store proprietary, personally identifying or other sensitive or confidential client and other third-party data. In addition, we collect, process and store data regarding our employees and contractors. As a result, we are subject to numerous data protection and privacy laws and regulations designed to protect this information in the countries in which we operate as well as the countries of residence of the persons whose data we process. We have established security measures and internal controls designed to prevent the inadvertent or intentional exposure or loss of personally identifiable information and other sensitive or confidential data. We regularly assess the adequacy of and make improvements to such security measures and controls. However, if any person, including any of our current or former employees or contractors, negligently disregards or intentionally breaches our or our clients' established security policies, measures and controls with respect to client, third-party or Genpact protected data or if we do not adapt to changes in data protection legislation, we could be subject to significant litigation, monetary damages, regulatory enforcement actions, fines and/or criminal prosecution in one or more jurisdictions.

Our employees and contractors have in the past engaged, and may in the future engage, in fraudulent conduct or other conduct that violates our client contracts or our internal controls or policies, whether intentionally or inadvertently. We have experienced security incidents due to the actions of our employees or contractors, though none of these incidents has had a material impact on our operations or financial results or resulted in any regulatory fines or penalties.

The threat of incursions into our information systems and technology infrastructure has increased in recent years as the sophistication of threat actors who have hacked, attacked, held for ransom or otherwise disrupted information systems of other companies and misappropriated or disclosed data has increased. Threat actors are also increasingly taking advantage of the proliferation of technology platform vulnerabilities disclosed by software companies to exploit the weaknesses before patches are applied. Additionally, threat actors are increasingly using AI and generative AI capabilities to enhance their attack techniques, including by creating deepfakes or exploitation code. We could also be impacted by cyberattacks by nation states or other organizations arising out of geopolitical tensions or conflicts, including, for instance, by Russia or Russian-based actors in connection with the Russia/Ukraine conflict. We may be unable to anticipate the techniques used by threat actors to infiltrate our systems and may fail to detect or timely detect when an incursion has occurred or to implement adequate preventative and responsive measures. Additionally, in the event of a ransomware or other attack involving data theft and encryption, we could face delays in the recovery of data, or a total loss of data, in the event of a lack of adequate backups or recovery processes. The steps we have taken to protect our information systems and data security may be inadequate. Actual or perceived breaches of our security, whether through breach of our computer systems, systems failure (including due to aged IT systems or infrastructure) or otherwise, could influence the market perception of the effectiveness of our security measures and, as a result, our reputation could be harmed and we could lose existing or potential clients. Media or other reports of perceived breaches or weaknesses in our systems, products or networks could also adversely impact our brand and reputation and materially affect our business.

Our clients, suppliers, subcontractors, and other third parties with whom we do business, including in particular cloud service providers and software vendors, generally face similar cybersecurity threats, and we must rely on the safeguards adopted by these third parties. If these third parties do not have adequate safeguards or their safeguards fail, it might result in breaches of our systems or applications and unauthorized access to or disclosure of our and our clients' confidential data. In addition, the products, services and software that we use and provide to our clients, or the third-party components of such products, services and software, sometimes contain or introduce cybersecurity threats or vulnerabilities to our and our clients' information technology networks, intentionally or unintentionally. We are regularly alerted to vulnerabilities in third-party technology components we use in our business that create risks in our environments. We typically are not aware of such vulnerabilities until we receive notice from the third parties who have discovered the exposure, and our responses to such vulnerabilities may not be adequate or prompt enough to prevent their exploitation.

Our clients' proprietary, sensitive, or confidential information could also be compromised by a cybersecurity attack affecting us, or their systems could be disabled or disrupted as a result of such an attack. Our clients, regulators, or other third parties may attempt to hold us liable, through contractual indemnification clauses or directly, for any such losses or damages resulting from such an attack. We may also be liable to our clients or others for damages caused by disclosure of confidential information or system failures. Many of our contracts do not limit our potential liability for breaches of confidentiality. We may also be subject to civil actions and criminal prosecution by governments or government agencies for breaches relating to such data. Our insurance coverage or indemnification protections for breaches or mismanagement of such data may not be adequate to cover all costs related to data loss, cybersecurity attacks, or disruptions resulting from such events, or they may not continue to be available on reasonable terms or in sufficient amounts to cover one or more large claims against us and our insurers may disclaim coverage as to any future claims. The impact of these cybersecurity attacks, data losses, and other security breaches cannot be predicted, but any such attack, loss or breach could disrupt our operations, or the operations of our clients, suppliers, subcontractors, or other third parties. Incidents of this type have in the past and may in the future require significant management attention and resources and have in the past and may in the future result in the loss of revenues from clients. These incidents could also result in regulatory fines and penalties, financial liability, and reputational harm among our clients and the public, any of which could have a material adverse impact on our financial condition, results of operations, or liquidity.

While we have developed and implemented security measures and internal controls designed to prevent, detect and respond to cyber and other security threats and incidents, such measures cannot guarantee security and may not be successful in preventing security breaches or in their timely detection or effective response. In the ordinary course of business, we are subject to regular incursion attempts from a variety of sources, and we have experienced security incidents, including from cyber threat actors, as a result of attack techniques such as phishing, social engineering, vulnerability exploitation and malware. To date such incidents have not had a material impact on our operations or financial results. However, there is no assurance that such impacts will not be material in the future.

Additionally, our hybrid working model, which includes a high number of employees working remotely, has reduced our ability to enforce physical security controls and monitor employee conduct and has increased the risk that our employees will engage in impermissible or careless conduct, which could give rise to reputational harm and legal liability. Our inability to enforce physical security controls and monitor our employees working remotely also increases the risk of security incidents. Measures we have taken in the remote work environment to implement suitable additional controls and educate our employees on the importance of cybersecurity, data loss prevention and related best practices may not prevent data breaches, the occurrence of which could have a material adverse impact on our business, reputation, financial condition, and results of operations.

A substantial portion of our assets, employees and operations are located in India and we are subject to regulatory, economic, social and political uncertainties in India.

We are subject to several risks associated with having a substantial portion of our assets, employees and operations located in India. A majority of our employees are based in India and a majority of our services are performed in India, which makes our business particularly sensitive to general economic conditions and economic and fiscal policy changes in India. Various factors, such as changes in the central or state Indian governments, could trigger changes in India's economic liberalization and deregulation policies and disrupt business and economic conditions in India generally and our business in particular. Our ability to continue to leverage the skills and experience of our workforce in India to provide our services at competitive prices depends in part on the stability of the business environment in India, and if the Indian government pursues economic policies that are unfavorable to us or that otherwise significantly increase the cost of doing business in India, our competitive advantage may be diminished and our business, financial condition and results of operations could be materially adversely impacted.

We have historically benefited from many policies of the Government of India and the Indian state governments in the states in which we operate which are designed to promote foreign investment generally and in our industry in particular, including significant fiscal incentives, relaxation of regulatory restrictions, liberalized import and export duties and preferential rules on foreign investment and repatriation. However, many of the fiscal policies we have benefited from in the past have lapsed or are no longer available to us, and there is no assurance that fiscal policies from which we continue to benefit will be available to us in the future.

Additionally, the Indian government has also challenged our entitlement to certain benefits we have claimed in the past. During the period from 2017 to 2020, we received benefits totaling $59 million from the Director General of Foreign Trade ("DGFT") of India pursuant to the Services Export from India Scheme ("SEIS"). These benefits were available to us in respect of our export of certain services eligible under the SEIS scheme. However, in the fourth quarter of 2023, the DGFT issued us a show cause notice challenging our entitlement to such benefits. In the event that it is ultimately determined that we were not eligible for these benefits, we could be liable for recovery of the amount received along with penalties and interest, which could be material.

Changes in our tax rates or tax provisions, adverse tax audits and other proceedings, or changes in tax laws or their interpretation or enforcement could have an adverse effect on our business, results of operations, effective tax rate and financial condition.

We are subject to income taxes in the United States and in numerous foreign jurisdictions, notably in India where we have substantial operations. Our provision for income taxes, actual tax expense and tax liability could be adversely affected by a variety of factors, including lower income before taxes generated in countries with lower tax rates, higher income generated in countries with higher tax rates, changes in tax laws and regulations or in the interpretation or enforcement of such laws and regulations, changes in applicable income tax treaties, changes in accounting principles or interpretations thereof or in the valuation of deferred tax assets and liabilities, the elimination or expiration of certain tax concessions, exemptions or holidays that had reduced our tax liability, and adverse outcomes of tax examinations or tax-related litigation, including a determination by any tax authority that our transfer prices are not appropriate or that our intercompany transactions should be characterized differently than we have characterized them. Changes in tax laws, treaties or regulations impacting our business, and their interpretation and enforcement, have become more unpredictable in recent years and could result in unexpected and unfavorable outcomes. Additionally, changes in tax laws proposed by the Biden administration, if enacted, could negatively impact our effective tax rate. Any of these factors could have a material adverse effect on our business, results of operations, effective tax rate and financial condition.

We are subject to examination of our income tax returns by the U.S. Internal Revenue Service and tax authorities around the world, notably in India where we have substantial operations. Tax authorities have disagreed in the past, and may in the future disagree, with our tax positions, and particularly in India are increasingly taking aggressive stances opposing the tax positions we take, including with respect to our intercompany transactions. Negative outcomes from those examinations or any appeals therefrom may adversely affect our provision for income taxes and tax liability, and the amounts we are ultimately required to pay could be materially different from the amounts we anticipated, which in turn could have a material adverse effect on our business, results of operations, effective tax rate and financial condition.

We are currently subject to several tax audits by the Indian tax authorities (“ITA”) related to intercompany transactions that occurred in 2009, 2013 and 2015. In each of 2014, 2016, 2019, 2022 and 2023, the ITA issued assessment orders seeking to impose tax on us in relation to such transactions. We have received demands for potential tax claims related to these orders in an aggregate amount of $230 million (converted from Indian rupees and including interest through the date of the orders). We do not believe that any of the transactions giving rise to these demands were subject to tax in India under applicable law. To date, we have received favorable orders from appellate judicial authorities in India relating to $119 million of the $230 million demanded in the assessment orders, and we continue to defend against the remaining $111 million in demands. Additionally, in the first quarter of 2023, the ITA issued an assessment order seeking to impose tax on us of $856 million (converted from Indian rupees and including interest through the date of the order) in relation to a 2015 internal restructuring transaction involving our Indian subsidiaries. In March 2023, the tax appellate authority in India struck down this order. The ITA have since appealed this ruling.

We have appealed all of the outstanding orders from the ITA and have not provided a reserve for the related exposures, which would be material. Although we have received favorable orders as to certain of the ITA’s demands, and have appealed others, we may ultimately not prevail in some or all of these matters. In the event we do not prevail in these matters, the total amounts owed in connection with these demands would be material and subject to additional interest accrued over the period since the demands were made, and the amount of this additional interest also would be material. A final determination of tax in the amounts claimed by the ITA would likely have a material adverse effect on our business, results of operations, effective tax rate and financial condition. See Note 26—“Commitments and contingencies” to our consolidated financial statements under Part IV, Item 15—“Exhibits and Financial Statement Schedules” for additional information relating to these matters.

Additionally, in 2012, the Government of India appealed a 2011 ruling by the Delhi High Court that Genpact India Private Limited (one of our subsidiaries) cannot be held to be a representative assessee of GE in connection with an assertion that GE has tax liability in India by reason of a 2004 transfer of shares of our predecessor company. We believe that, if the Government of India is successful in its appeal, GE would be obligated to indemnify us for any resulting tax, though there can be no assurance as to the outcome of this matter.

Furthermore, many jurisdictions, including the United States and the EU, as well as multinational organizations, such as the Organization for Economic Cooperation and Development (the "OECD") have sought to amend existing international tax rules in order to render them more responsive to current global business practices. In December 2021, the OECD announced an agreed framework for “Pillar Two” of its previously published package of measures that included a two-pillar plan for a global tax framework to reform the international tax rules as a product of its Base Erosion and Profit Shifting (the "BEPS") initiative, which was endorsed by the G20 finance ministers. As part of the announced framework, the OECD released Global Anti-Base Erosion (“GloBE”) rules with the purpose of ensuring multinational companies pay a minimum corporate tax rate of 15% on the income generated in each of the jurisdictions in which they operate. In December 2022, the European Council adopted the directive implementing the minimum tax rate (Pillar Two) at the EU level, and several countries have indicated they plan to adhere to the OECD guidelines. The OECD continues to release additional guidance, and many jurisdictions are implementing legislation with widespread adoption of the Model GloBE Rules for Pillar Two. A few jurisdictions have implemented legislation with effective dates beginning from 2024 through 2026. The new legislation did not impact our 2023 annual effective tax rate. However, there can be no assurance that our effective tax rate will be unaffected in the future, and the new legislation implementing the GloBE rules may have an adverse impact on our financial condition, effective tax rate or results of operations in future periods.

The global tax environment is increasingly complex and uncertain. Although we monitor these developments, it is very difficult to assess to what extent changes and other proposals, if enacted, may be implemented in India, the United States and other jurisdictions in which we conduct our business or may impact the way in which we conduct our business or our effective tax rate due to their unpredictability and interdependency. As these and other tax laws and related regulations and practices change, those changes could have a material adverse effect on our business, results of operations, effective tax rate and financial condition.

Our profitability will suffer if we are not able to price appropriately, effectively utilize new technologies, maintain employee and asset utilization levels and control our costs.

Our profitability is largely a function of the efficiency with which we utilize our assets, and in particular our people and delivery centers, and the pricing that we are able to obtain for our services. Our utilization rates are affected by a number of factors, including our ability to transition employees from completed projects to new assignments, hire and assimilate new employees, forecast demand for our services and thereby maintain an appropriate headcount in each of our geographies and manage attrition, and our need to devote time and resources to training, professional development and other typically non-chargeable activities.

The prices we are able to charge for our services are affected by a number of factors, including our clients' perceptions of our ability to add value through our services, competition, introduction of new services, technologies (including generative AI) or products by us or our competitors, our ability to accurately estimate, attain and sustain revenues from client engagements, margins and cash flows over long contract periods and general economic and political conditions. Therefore, if we are unable to price appropriately or manage our asset utilization levels, there could be a material adverse effect on our business, results of operations and financial condition. Our profitability is also a function of our ability to control our costs and improve our efficiency. As we increase the number of our employees and grow our business, we may not be able to manage the significantly larger and more geographically diverse workforce that may result and our profitability may decrease or may not improve. New taxes may also be imposed on our services such as sales taxes or service taxes which could affect our competitiveness as well as our profitability. Additionally, we may fail to appropriately estimate our costs in agreeing to provide new or novel services with unique pricing arrangements or service delivery requirements.

Wage increases in the countries where we operate may reduce our profit margin.

Salaries and related benefits of our employees are our most significant costs. Demand and competition for skilled employees, especially employees with the mix of skills and experience that we need to provide certain of our services, continue to be high. As wage levels for skilled employees increase in most of the countries in which we operate because of, among other reasons, tight labor markets and inflation, wage increases continue to adversely affect our profitability and may continue to adversely affect our profitability in the future to the extent that we are not able to control or share wage increases with our clients. Sharing wage increases may also cause our clients to be less willing to utilize our services. We will attempt to control such costs by seeking to add capacity in locations where we consider wage levels of skilled personnel to be satisfactory, but we may not be successful in doing so. In recent years we have had to increase our wage levels for certain roles significantly in a short period of time, and we may in the future need to increase our wage levels significantly and rapidly in order to attract the quantity and quality of employees that are necessary for us to remain competitive, which may have a material adverse effect on our business, results of operations and financial condition.

We engage independent contractors in various U.S. states in the ordinary course of business. Several U.S. states have enacted legislation that requires businesses to consider individuals to be employees who, under current law in most other U.S. states, would be considered independent contractors. If additional states or the U.S. federal government pass similar legislation, we may be required to modify our hiring plans and associated business model, which may increase our cost of doing business.

In addition, in early 2019, the Supreme Court of India clarified that certain allowances paid by an employer to an employee should be included for purposes of calculating provident fund contributions in addition to contributions based on basic wages alone. If this decision is implemented with retrospective application, the amount of the payments that we are required to make at that time to or for the benefit of our employees could be substantial and could have a material adverse effect on our business, results of operations and financial condition.

Additionally, new labor codes enacted by the Government of India in 2019 will, once made effective, change the definition of wages for purposes of determining employer contributions under the provident fund and other statutory benefit schemes, including the Indian gratuity plan. As a result of this new legislation, our compensation cost in India may increase, which could adversely affect our profitability, results of operations and financial condition.

We may fail to attract and retain enough qualified employees to support our operations.

Our industry relies on large numbers of skilled employees, and our success and profitability depend on our ability to attract, train and retain a sufficient number of employees with the right mix of skills and experience to perform services for our clients. High employee attrition is common in our industry. In 2023, our attrition rate for all employees who were employed for a day or more was 24%, which is lower than our normalized historical attrition rate in the range of 26% to 28%. We cannot assure you that we will be able to maintain our attrition rate at the 2023 level. If our attrition rate increases beyond the 2023 level or rises above our historical average attrition rate for an extended period, our operating efficiency and productivity may decrease.

Competition for qualified employees, particularly in India and the United States, remains high and we expect such competition to continue. We compete for employees not only with other companies in our industry but also with companies in other industries, such as software services, engineering services and financial services companies. In many locations in which we operate, there is a limited pool of employees who have the mix of skills and experience we need to perform services for our clients. We must hire or reskill, retain and motivate appropriate numbers of skilled employees with diverse experience in order to serve clients across the globe, respond quickly to rapid and ongoing changes in demand for our services and new technologies, and continuously innovate to grow our business. If we are unable to hire or retrain our employees to keep pace with the rapid and continuous changes in technology and the industries we serve, we may not be able to innovate quickly enough and fulfill client demand. If our business continues to grow, the number of people we will need to hire will increase.

We will also need to increase our hiring if we are not able to maintain our attrition rate through innovative recruiting and retention policies. Additionally, if we are unable to offer our employees a value proposition that is competitive and appealing, our employee engagement and retention rate may suffer, which could materially adversely affect our business.

In 2023, we continued to face increased competition for talent with scarce skills and capabilities in new technologies, and our competitors have directly targeted our employees with these highly sought-after skills and may continue to do so. As a result, we may be unable to cost-effectively hire and retain employees with these market-leading skills, which may cause us to continue to incur increased costs or be unable to fulfill client demand for our services and solutions. Sustained competition for employees, or an increase in competition from the current heightened levels, could have an adverse effect on our ability to expand our business and service our clients, as well as cause us to incur greater personnel expenses and training costs.

We enter into long-term contracts and fixed-price contracts with our clients. Our failure to price these contracts correctly may negatively affect our profitability.

The pricing of our services is usually included in SOWs entered into with our clients, many of which are for terms of two to five years. In certain cases, we have committed to pricing over this period with only limited sharing of risk regarding inflation and currency exchange rates. In addition, we are obligated under some of our contracts to deliver productivity benefits to our clients. If we fail to estimate accurately future wage inflation rates, currency exchange rates or our costs, or if we fail to accurately estimate the productivity benefits we can achieve under a contract, it could have a material adverse effect on our business, results of operations and financial condition.

A portion of our SOWs are currently billed on a fixed-price basis rather than on a time-and-materials basis. We may also increase the number of fixed-price contracts we perform in the future. Any failure to accurately estimate the resources or time required to complete a fixed-price engagement or to maintain the required quality levels or any unexpected increase in the cost to us of employees, office space or technology could expose us to risks associated with cost overruns and could have a material adverse effect on our business, results of operations and financial condition.

Our partnerships, alliances and relationships with third-party suppliers and contractors and other third parties with whom we do business expose us to a variety of risks that could have a material adverse effect on our business.

Our partnerships and alliances and our relationships with a variety of third parties, including suppliers, contractors and others, expose us to a variety of risks that could have a material adverse effect on our business, and we may not be successful in mitigating such risks. Our operations depend on our ability to anticipate our and our clients' needs for products and services, as well as our suppliers’ ability to deliver sufficient quantities and quality of products and services at reasonable prices and in time for us to meet commitments for the delivery of our own services. In addition, we must adequately address quality issues associated with our services, including with respect to any third-party components to our services. Any performance failure on the part of our partners or the third parties with whom we do business, or the discontinuance by such third parties or partners of services that we have relied on them to perform for our clients, could delay our performance or require us to engage alternative third parties to perform the services at our cost or to perform them ourselves, any of which could deprive us of potential revenue or adversely impact our profitability. Additionally, our partners, third-party suppliers and contractors and other third parties with whom we do business may not be able to comply with current good business practices or applicable laws or regulatory requirements. Our failure, or the failure of such third parties, to comply with applicable laws and regulations could result in sanctions being imposed on us, including fines, injunctions, civil penalties and criminal prosecutions, any of which could significantly and adversely affect our business.

We may have limited control over the amount and timing of resources that our partners and third parties with whom we do business dedicate to their arrangements with us. Our ability to generate revenue from these arrangements will depend on our partners’ or other third parties’ desire and ability to successfully perform the functions assigned to them in these arrangements. Further, certain of our suppliers, partners and other contractors may decide to discontinue conducting business with us.

In addition, we are a party to a number of license agreements with third parties and expect to enter into additional licenses in the future. Our existing licenses impose, and we expect that future licenses will impose, various obligations and restrictions on us. If we fail to comply with these obligations and restrictions, the licensor may have the right to terminate the license, in which event we might not be able to market any product or service that is covered by these agreements, which could materially adversely affect our business. Termination of these license agreements or reduction or elimination of our licensed rights may result in our having to negotiate new or reinstated licenses with less favorable terms, or cause us to lose rights in important intellectual property or technology.

Any of the foregoing may prevent us from working with our partners or third parties with whom we do business and could subject us to losses, affect our ability to bring products and services to market, cause us to fail to satisfy our client obligations and harm our reputation.

Our success largely depends on our ability to achieve our business strategies, and our results of operations and financial condition may suffer if we are unable to continually develop and successfully execute our strategies.

Our future growth, profitability and cash flows largely depend upon our ability to continually develop and successfully execute our business strategies. While we have confidence that our strategic plans reflect opportunities that are appropriate and achievable, the execution of our strategy may not result in long-term growth in revenue or profitability due to a number of factors, including incorrect assumptions, global or local economic conditions, competition, changes in the industries in which we operate, suboptimal resource allocation or any of the other risks described in this “Risk Factors” section. In pursuit of our growth strategy, we have invested and will continue to invest significant time and resources into developing new product or service offerings, including through the use of AI and generative AI, and transforming, adapting and upskilling our workforce, and these undertakings may fail to yield sufficient return to cover our investments in them. The failure to continually develop and execute optimally on our business strategies could have a material adverse effect on our business, financial condition and results of operations.

Business disruptions could seriously harm our future revenue and financial condition and increase our costs and expenses.

We have employees in more than 35 countries and significant operations in more than 20 countries, and these global operations could be disrupted at any time by natural or other disasters, telecommunications failures, power or water shortages, extreme weather conditions (whether as a result of climate change or otherwise), medical epidemics or pandemics and other natural or manmade disasters or catastrophic events. The occurrence of any of these business disruptions could result in significant losses, seriously harm our revenue, profitability and financial condition, adversely affect our competitive position, increase our costs and expenses, and require substantial expenditures and recovery time in order to fully resume operations. In addition, global climate change may result in certain natural disasters occurring more frequently or with greater intensity, such as earthquakes, tsunamis, cyclones, drought, wildfires, sea-level rise, heavy rains and flooding, and any such disaster or series of disasters in areas where we have a high concentration of employees, such as India, could significantly disrupt our operations and have a material adverse effect on our business, results of operations and financial condition.

Our operations could also be disrupted as a result of technological failures, such as electricity or infrastructure breakdowns, including damage to telecommunications cables, computer glitches and electronic viruses, or human-caused events such as protests, riots, labor unrest and cyberattacks. Such events, or any natural or weather-related disaster, could lead to the disruption of information systems and telecommunication services for sustained periods. Damage or destruction that interrupts our provision of services could adversely affect our reputation, our relationships with our clients, our leadership team’s ability to administer and supervise our business or it may cause us to incur substantial additional expenditure to repair or replace damaged equipment or delivery centers. Our operations and those of our significant suppliers and distributors could be adversely affected if manufacturing, logistics or other operations in these locations are disrupted for any reason, such as those listed above. Even if our operations are unaffected or recover quickly from any such events, if our clients cannot timely resume their own operations due to a catastrophic event, they may reduce or terminate our services, which may adversely affect our results of operations. We may also be liable to our clients for disruption in service resulting from such damage or destruction.

Our business continuity and disaster recovery plans may not be effective at preventing or mitigating the effects of any of the foregoing business disruptions, particularly in the case of a catastrophic event. Prolonged disruption of our services would also entitle our clients to terminate their contracts with us. While we currently have commercial liability insurance, our insurance coverage may not be sufficient. Furthermore, we may be unable to secure such insurance coverage at premiums acceptable to us in the future or at all. Any of the above factors may have a material adverse effect on our business, results of operations and financial condition.

Our results of operations could be adversely affected by economic and political conditions and the effects of these conditions on our and our clients’ businesses and levels of business activity.

Global macroeconomic conditions affect our business, our clients’ businesses and the markets we serve. Volatile, negative or uncertain economic conditions in our significant markets have in the past and could in the future undermine business confidence and cause our clients to reduce, postpone or cancel their spending on projects with us, which has negatively affected our business and may continue to do so in the future, including by making it more difficult for us to accurately forecast client demand and effectively build revenue and resource plans.

For example, in 2023 some of our clients reduced their discretionary spending in response to economic uncertainty, which negatively impacted our revenues. Clients may reduce demand for services suddenly or with limited warning, which may cause us to incur extra costs where we have employed more personnel than client demand supports.

Our business is particularly susceptible to economic and political conditions in the markets where our clients or operations are concentrated. A material portion of our revenues is derived from our clients in North America and Europe, and weak demand, or any other adverse economic, political or legal uncertainties or developments, in these markets could have a material adverse effect on our results of operations. Differing economic conditions and patterns of economic growth and contraction in the geographical regions in which we operate and the industries we serve have affected and may in the future affect demand for our services. Changing demand patterns from economic volatility and uncertainty could also have a significant negative impact on our results of operations.

In addition, broader global geopolitical tensions, including actual or anticipated military or political conflicts (such as the ongoing conflict between Russia and Ukraine, tensions across the Taiwan Strait, the Israel-Hamas conflict and other actions in the Middle East), and actions that governments take in response may adversely impact us. For instance, in response to the ongoing conflict between Russia and Ukraine, the United States and other countries in which we operate have imposed broad sanctions and may impose additional sanctions or other restrictive actions against governmental and other entities in Russia. We do not have employees or operations in Russia or Ukraine, but we have operations in surrounding countries, and we have clients that do business in Russia and Ukraine. Such clients may be adversely affected by the ongoing conflict and related sanctions and other governmental actions, which in turn could have an adverse impact on our revenues from such clients. Additionally, given the global nature of our operations, the broader macroeconomic impact of sanctions imposed on Russia and other macroeconomic impacts of the protracted conflict could have an adverse impact on our business, profitability, results of operations and financial condition. We also have limited employees and operations in Israel, and while we have not experienced any material impacts to our operations in Israel to date, there can be no assurance that our operations there will not be materially adversely affected if the conflict escalates or persists for an extended period. The impact of geopolitical conflicts, including those identified above, any further escalation or expansion and the broader geopolitical, economic, and other effects of such conflicts could also heighten the other risks identified in this Annual Report on Form 10-K.

Additionally, increased operating costs resulting from ongoing inflationary pressures, including increases in compensation and other expenses for our employees, have adversely affected our profitability and could continue to do so. Broad-based inflation will also continue to increase the costs of operating our delivery centers. We have not been able to, and may in the future be unable to, fully offset these cost increases by raising prices for our services, particularly because our client agreements generally fix our pricing for periods of time. This has resulted in and is expected to continue to result in downward pressure on our gross margins and operating income. Further, our clients may choose to reduce their business with us or cancel, defer or delay projects if we increase our pricing. If we are unable to successfully adjust pricing, reduce costs or implement other countermeasures, our profitability could be materially adversely affected.

We may be subject to claims and lawsuits for substantial damages, including by our clients arising out of disruptions to their businesses or our inadequate performance of services.

We depend in large part on our relationships with clients and our reputation for high-quality services to generate revenue and secure future engagements. Most of our service contracts with clients contain service level and performance requirements, including requirements relating to the quality of our services. Failure to consistently meet service requirements of a client, whether due to: (a) natural or other disasters, telecommunications failures, power or water shortages, extreme weather conditions (whether as a result of climate change or otherwise), medical epidemics, pandemics or other contagious diseases, or other natural or manmade disasters or catastrophic events; (b) breach of or incursion into our computer systems (for example, through a ransomware attack); (c) other systems failure, including due to aged IT systems or infrastructure; or (d) errors made by our employees in the course of delivering services to our clients could disrupt the client’s business and result in a reduction in our revenues, clients terminating their business relationships with us and/or a claim for damages against us. Additionally, we could incur liability if a process we manage for a client were to result in internal control failures or impair our client’s ability to comply with its own internal control requirements.

We are also subject to actual and potential claims, lawsuits, investigations and proceedings outside of errors and omissions claims. For example, we engage in trust and safety services on behalf of clients, including content moderation, which could have a negative impact on our employees performing such services due to the nature of the materials they review. These types of services have been the subject of negative media coverage as well as litigation, and we may face adverse judgments or settlements or damage to our brand or reputation as a result of our provision of these services.

Under our MSAs with our clients, our liability for breach of our obligations is generally limited to actual damages suffered by the client and is typically capped at an agreed amount. These limitations and caps on liability may be unenforceable or otherwise may not protect us from liability for damages.

In addition, certain liabilities, such as claims of third parties for which we may be required to indemnify our clients or liability for breaches of confidentiality, are generally not limited under those agreements. Our MSAs are governed by laws of multiple jurisdictions, therefore the interpretation of such provisions, and the availability of defenses to us, may vary, which may contribute to the uncertainty as to the scope of our potential liability. Although we have commercial general liability insurance coverage, the coverage may not continue to be available on acceptable terms or in sufficient amounts to cover one or more large claims and our insurers may disclaim coverage as to any future claims.

The successful assertion of one or more large claims against us that exceed available insurance coverage, or changes in our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), could have a material adverse effect on our reputation, business, results of operations and financial condition. It is also possible that future results of operations or cash flows for any particular quarterly or annual period could be materially adversely affected by an unfavorable resolution of these matters. In addition, these matters divert management and personnel resources away from operating our business. Even if we do not experience significant monetary costs, there may be adverse publicity or social media attention associated with these matters that could result in reputational harm, either to us directly or to the industries or geographies we operate in, that may materially adversely affect our business, client or employee relationships. Further, defending against these claims can involve potentially significant costs, including legal defense costs.

Recent and future legislation and executive action in the United States and other jurisdictions could significantly affect the ability or willingness of our clients and prospective clients to utilize our services.

In the United States, federal and state measures aimed at limiting or restricting, or requiring disclosure of offshore outsourcing have been occasionally proposed and enacted. In addition, public figures in the United States have from time to time suggested that U.S. businesses be subjected to tax or other adverse consequences for outsourcing, with incentives for returning outsourced operations to the United States, although it is not known what specific measures might be proposed or how they would be implemented and enforced, or whether emerging or enacted tax reform or other near-term Congressional action will affect companies' outsourcing practices. There can be no assurance that pending or future legislation or executive action in the United States that would significantly adversely affect our business, results of operations, and financial condition will not be enacted.

To date, fourteen U.S. states have enacted comprehensive privacy laws, and some other states have enacted privacy laws that specifically regulate consumer health data. These state privacy laws generally require that the use, retention, and sharing of personal information of residents be reasonably necessary and proportionate to the purposes of collection or processing, that businesses provide notice to data subjects regarding the information collected about them and how such information is used and shared, and provide data subjects the right to opt out of sales of their personal information and, in some cases, request the erasure of their personal information. In addition, a comprehensive federal privacy law has been proposed in the U.S. Congress. Such laws, whether currently in effect or becoming effective in the future, carry substantial penalties for non-compliance, and any potential enforcement actions brought under these laws could lead to both business and reputational harm.

Legislation enacted in certain European jurisdictions, and any future legislation in Europe, Japan or any other region or country in which we have clients restricting the performance of business process services from an offshore location or imposing burdens on companies that outsource data processing functions, could also have a material adverse effect on our business, results of operations and financial condition. For example, the legal mechanisms for transferring personal data from the EU to other countries continue to evolve in response to legislation, rulemaking, and litigation. In 2020, the Court of European Justice (the "CJEU") invalidated the EU-U.S. Privacy Shield framework, which was previously one of the mechanisms that had been used to legitimize the transfer of personal data from the EEA to the United States. In 2022, the EU-U.S. Data Privacy Framework ("DPF") was agreed to replace the Privacy Shield framework. The CJEU decision in 2020 also restricted the use of standard contractual clauses ("SCCs"), an alternative mechanism for transferring personal data outside of the EU, leading to the issuance of new SCCs intended to address issues raised in the CJEU decision. A potential challenge to the DPF may also affect the validity of the revised SCCs as basis for transferring EU personal data.

With the withdrawal of the United Kingdom (the "UK") from the EU, the UK amended its Data Protection Act 2018 to retain UK national data protection law comparable to the EU's GDPR. We must also navigate cross-border data transfer restrictions in the UK. The European Commission and UK regulators have authorized continued personal data transfers between the EEA and the UK, but the UK has its own rules for regulating personal data transfers to other jurisdictions, such as the U.S. The UK recently approved an International Data Transfer Agreement that companies can use as a basis for transferring UK personal data. The UK also has its own data privacy framework that allows participating companies to transfer personal data from the UK to the U.S. These measures and the potential divergence between EU and UK requirements and practices may impose additional expense, administrative burdens, regulatory uncertainty, and enforcement risk associated with transferring personal data from the UK and EU to the U.S.

Additionally, legislation enacted in the UK and by many EU countries provides that if a company outsources all or part of its business to a service provider or changes its current service provider, the affected employees of the company or of the previous service provider are entitled to become employees of the new service provider, generally on the same terms and conditions as their original employment. In addition, dismissals of employees who were employed by the company or the previous service provider immediately prior to that outsourcing, if the dismissals resulted solely or principally from the outsourcing, are automatically considered unfair dismissals that entitle such employees to compensation. As a result, to avoid unfair dismissal claims we may have to offer, and become liable for, voluntary redundancy payments to the employees of our clients in the UK and other EU countries who have adopted similar laws who transfer business to us. Additionally, the UK's exit from the EU and the associated changes in trade relations could result in increased costs, delays, and regulatory complexity in our business involving the UK.

Our global operations expose us to numerous and sometimes conflicting legal and regulatory requirements, and violations of these laws and regulations could harm our business.

We are subject to, or subject to contractual requirements to comply with or facilitate our clients' compliance with, numerous, and sometimes conflicting, legal regimes on matters such as anticorruption, import/export controls, trade restrictions, taxation, immigration, internal and disclosure control obligations, securities regulation, anti-competition, data privacy and protection, wage-and-hour standards, and employment and labor relations. Our clients' business operations are also subject to numerous regulations, and our clients may require that we perform our services in compliance with regulations applicable to them or in a manner that will enable them to comply with such regulations.

The global nature of our operations increases the difficulty of compliance. Compliance with diverse legal requirements is costly, time-consuming and requires significant resources. Violations of one or more of these regulations in the conduct of our business could result in significant fines, criminal sanctions against us and/or our employees, prohibitions on doing business, breach of contract damages and harm to our reputation. Due to the varying degrees of development of the legal systems of the countries in which we operate, local laws may not be well developed or provide sufficiently clear guidance and may be insufficient to protect our rights.

In particular, our collection, use, disclosure, and retention of personal health-related and other information is subject to an array of privacy, data security, and data breach notification laws and regulations that change frequently, are inconsistent across the jurisdictions in which we do business, and impose significant compliance costs. Changes in these laws and regulations and inconsistencies in the standards that apply to our business in different jurisdictions may impose significant compliance costs, reduce the efficiency of our operations, and expose us to enforcement risks.

In the United States, all 50 states, the District of Columbia, Guam, Puerto Rico and the Virgin Islands have enacted legislation requiring notice to individuals of security breaches of information involving personally identifiable information. In addition, several U.S. states have enacted data privacy laws that impose varying privacy and data security obligations on companies and grant individuals residing in those states certain rights as data subjects, and legislation has been proposed in several more states. In addition, some states have passed laws imposing increased data security and breach notification obligations on companies operating in the U.S.

In the EU, the General Data Protection Regulation (GDPR) imposes privacy and data security compliance obligations and significant penalties for noncompliance. The GDPR presents numerous privacy-related changes for companies operating in the EU, including rights guaranteed to data subjects, requirements for data portability for EU consumers, data breach notification requirements and significant fines for noncompliance. In GDPR enforcement matters, companies have faced fines for violations of certain provisions. Fines can reach as high as 4% of a company's annual total revenue, potentially including the revenue of a company's international affiliates. Additionally, governments outside of the EU are also taking steps to fortify their data privacy laws and regulations. For example, some countries in Africa, Asia and Latin America, including Brazil and South Africa, where we have operations, have implemented or are considering data protection laws. India recently enacted a data protection law, the Digital Personal Data Protection Act (the "DPDP Act"), that is expected to impact how we handle vendor and employee data in India and may require us to develop new controls governing our processing of employee data. Given the size and scope of our operations in India, the costs of compliance with the DPDP Act, and any fines or penalties for breaches thereof, could be significant and could have a material adverse effect on our business, financial condition and results of operations. As privacy laws and regulations around the world continue to evolve, these changes and others could adversely affect our business operations, websites and mobile applications that are accessed by residents in the applicable countries.

In many parts of the world, including countries in which we operate and/or seek to expand, common practices in the local business community might not conform to international business standards and could violate anticorruption laws or regulations, including the U.S. Foreign Corrupt Practices Act and the UK Bribery Act 2010. Our employees, subcontractors, agents, joint venture partners, the companies we acquire and their employees, subcontractors and agents, and other third parties with which we associate, could take actions that violate policies or procedures designed to promote legal and regulatory compliance or applicable anticorruption laws or regulations.

Violations of these laws or regulations by us, our employees or any of these third parties could subject us to criminal or civil enforcement actions (whether or not we participated or knew about the actions leading to the violations), including fines or penalties, disgorgement of profits and suspension or disqualification from work, any of which could materially adversely affect our business, including our results of operations and our reputation.

Additionally, governmental bodies, investors, clients and other stakeholders are increasingly focused on environmental, social and governance ("ESG") issues, which has resulted and may in the future continue to result in the adoption of new laws and regulations and changing buying practices. If we fail to keep pace with ESG trends and developments or fail to meet the expectations of our clients and investors, our reputation and business could be adversely impacted. We have made public commitments on certain ESG matters, and our disclosures on these matters and any failure or perceived failure to achieve or accurately report on our commitments could harm our reputation and adversely affect our client relationships or our recruitment and retention efforts, as well as expose us to potential legal liability.

Our revenues are highly dependent on clients located in the United States and Europe, as well as on clients that operate in certain industries.

In 2023, more than 70% of our revenues were derived from clients based in North America and more than 15% of our revenues were derived from clients based in Europe. Additionally, more than 25% of our revenues were derived from clients in the financial services and insurance industries.

The inflationary economic environment in recent years has adversely affected economic activity in the United States and Europe and activity in certain industries in which our clients operate. For example, a number of our largest clients in the United States operate in the high-tech and other industries in which companies have been in the process of undertaking broad layoffs or other cost cutting measures. If our services are viewed as non-essential or are targeted for consolidation, in-sourcing or replacement as part of cost cutting measures by clients in the high tech or other industries facing macroeconomic pressures, we could be adversely affected.

In addition, any deterioration in economic activity in the United States or Europe, or in industries in which our clients operate, could adversely affect demand for our services, thus reducing our revenue. Increased regulation, monetary policy actions, changes in existing regulation or increased government intervention in the industries in which our clients operate may adversely affect growth in such industries and therefore have an adverse impact on our revenues. Any of the foregoing factors could have a material adverse effect on our business, results of operations and financial condition.

In addition, we have historically derived a significant portion of our revenues from GE. In the past, GE has divested businesses we served, including a significant portion of its GE Capital business, and we have entered into contracts with several divested GE businesses. GE is in the final stages of dividing into three independent public companies, and its spin-off of GE Healthcare was completed in January 2023. Any material loss of business from, or failure to maintain relationships with, former GE businesses following the completion of the GE restructuring in 2024 could have a material adverse effect on our business, results of operations and financial condition.

We are implementing a new enterprise resource planning system, and challenges with the planning or implementation of the system may impact our internal controls over financial reporting, business and operations.

We are in the midst of a multi-year process of implementing a complex new enterprise resource planning system (“ERP”), which is a major undertaking that will replace most of our existing operating and financial systems. An ERP system is used to maintain financial records, enhance data security and operational functionality and resiliency, and provide timely information to management related to the operation of a business. The ERP implementation will require the integration of the new ERP with existing information systems and business processes. Our ERP planning has required, and the ongoing planning and future implementation of the new ERP will continue to require, investment of significant capital and human resources, requiring the attention of members of our management team. Any deficiencies in the design, or delays or issues encountered in the implementation, of the new ERP could result in significantly greater capital expenditures and employee time and attention than currently contemplated, and could adversely affect our ability to operate our business, file timely reports with the SEC or otherwise affect the proper and efficient operation of our controls. If the system as implemented, or after necessary investments, does not result in our ability to maintain accurate books and records, our financial condition, results of operations, and cash flows could be materially adversely impacted. Additionally, conversion from our old system to the new ERP may also cause inefficiencies until the ERP is stabilized and mature. The implementation of our new ERP will require new procedures and many new controls over financial reporting. If we are unable to adequately plan, implement and maintain procedures and controls relating to our ERP, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired and impact the effectiveness of our internal controls over financial reporting. All of the above could result in harm to our reputation or our clients, as well as expose us to regulatory actions or claims, any of which could materially impact our business, results of operations, financial condition and stock price.

Our results of operations and share price could be adversely affected if we are unable to maintain effective internal controls.

The accuracy of our financial reporting is dependent on the effectiveness of our internal controls. We are required to provide a report from management to our shareholders on our internal control over financial reporting that includes an assessment of the effectiveness of these controls. Internal control over financial reporting has inherent limitations, including human error, sample-based testing, the possibility that controls could be circumvented or become inadequate because of changed conditions, and fraud. Because of these inherent limitations, internal control over financial reporting might not prevent or detect all misstatements or fraud. If we cannot maintain and execute adequate internal control over financial reporting or implement required new or improved controls that provide reasonable assurance of the reliability of the financial reporting and preparation of our financial statements for external use, we could suffer harm to our reputation, fail to meet our public reporting requirements on a timely basis, be unable to properly report on our business and our results of operations, or be required to restate our financial statements, and our results of operations, the market price of our common shares and our ability to obtain new business could be materially adversely affected.

Our industry is highly competitive, and we may not be able to compete effectively.

Our industry is increasingly competitive, highly fragmented and subject to rapid change. We compete for business with a variety of companies, including large multinational firms that provide consulting, technology and/or business process services, offshore business process service providers in low-cost locations like India, in-house captives of potential clients, software services companies that also provide business process services, smaller, niche companies that compete with us in a specific geographic market, industry or service area, and accounting firms that also provide consulting or other business process services.

Some of our competitors have greater financial, marketing, technological or other resources and larger client bases than we do, and may expand their service offerings more quickly or at a lower cost and compete more effectively for clients and employees than we do. Some of our competitors have more established reputations and client relationships in our markets than we do. In addition, some of our competitors who do not have global delivery capabilities may expand their delivery centers to the countries in which we are located, which could result in increased competition for employees and could reduce our competitive advantage. There could also be new competitors that are more powerful as a result of strategic consolidation of smaller competitors or of companies whose services and expertise complement each other. In addition, we may also face competition from technology start-ups and other companies that can scale rapidly to focus on or disrupt certain markets and provide new or alternative products, services or delivery models.

New services or technologies offered by our competitors and partners or new market participants may make our offerings less differentiated or less competitive when compared to alternatives, which may adversely affect our results of operations. Certain technology companies, including some of our partners, are increasingly able to offer services related to their software, platform, cloud migration and other solutions, or are developing software, platform, cloud migration and other solutions that require integration services to a lesser extent or replace them in their entirety. These more integrated services and solutions may represent more attractive alternatives to clients than some of our services and solutions, which may materially adversely affect our competitive position and our results of operations.

Increased competition may result in lower prices and volumes, higher costs, and lower profitability. We may not be able to supply clients with services that they deem superior and at competitive prices and we may lose business to our competitors. Any inability to compete effectively would adversely affect our business, results of operations and financial condition.

We may face difficulties in providing end-to-end business solutions or delivering complex, large or unique projects for our clients that could cause clients to discontinue their work with us, which in turn could harm our business and our reputation.

We continue to expand the nature and scope of our engagements, including by incorporating digital solutions that use social, mobility, big data and cloud-based technologies. Our ability to effectively offer a wide range of business solutions depends on our ability to attract existing or new clients to new service offerings, and the market for our solutions is highly competitive. We cannot be certain that our new services or solutions will effectively meet client needs or that we will be able to attract clients to these offerings. The complexity of our new service offerings, our inexperience in developing or implementing them, and significant competition in the markets for these services may affect our ability to market these services successfully.

In addition, the breadth of our existing service offerings continues to result in larger and more complex projects with our clients, which have risks associated with their scope and complexities, including our reliance on alliance partners and other third-party service providers in implementing and delivering these projects. Our failure to deliver services that meet the requirements specified by our clients could result in termination of client contracts, and we could be liable to our clients for significant penalties or damages or suffer reputational harm.

Larger projects may involve multiple engagements or stages, and there is a risk that a client may choose not to retain us for additional stages or may cancel or delay additional planned engagements. These terminations, cancellations or delays may result from factors that have little or nothing to do with the quality of our services, such as the business or financial condition of our clients or the economy generally. Such cancellations or delays make it difficult to plan for project resource requirements and inaccuracies in such resource planning and allocation may have a negative impact on our profitability.

From time to time we also enter into agreements that include unique service level delivery requirements or novel pricing arrangements with which we have no experience and that may be unique in the industry. These projects can include performance targets that become more rigorous over the term of the contracts and service delivery components that are partially subjective by design, and we may be unable to achieve such targets or to satisfy our clients' expectations in delivering such services. Our failure to deliver such engagements to our clients' expectations could result in termination of client contracts, and we could be liable to our clients for penalties or damages or suffer reputational harm. We may also discover that we have not priced such engagements appropriately, which could adversely affect our profitability and results of operations.

Currency exchange rate fluctuations in various currencies in which we do business, especially the Indian rupee, the euro and the U.S. dollar, could have a material adverse effect on our business, results of operations and financial condition.

Most of our revenues are denominated in U.S. dollars, with the remaining amounts largely in euros, UK pounds sterling, the Australian dollar, the Japanese yen and the Indian rupee. Most of our expenses are incurred and paid in U.S. dollars, with the remaining amounts largely in Indian rupees, Chinese renminbi, Romanian lei, euros, UK pounds sterling, Philippine pesos, Japanese yen, Polish zloty, Mexican pesos, Guatemalan quetzals, Hungarian forint, Canadian dollars, South African rand, Costa Rican Colón, Malaysian ringgit and Australian dollars. As we expand our operations to new countries, we will incur expenses in other currencies. We report our financial results in U.S. dollars. The exchange rates between the Indian rupee, the euro and other currencies in which we incur costs or receive revenues, on the one hand, and the U.S. dollar, on the other hand, have changed substantially in recent years and may fluctuate substantially in the future. See Item 7A—"Quantitative and Qualitative Disclosures about Market Risk."

Our results of operations have been adversely affected and could be further adversely affected by certain movements in exchange rates, particularly if the Indian rupee or other currencies in which we incur expenses appreciate against the U.S. dollar or if, as has occurred over the past year, the currencies in which we receive revenues, such as the euro, depreciate against the U.S. dollar. Although we take steps to hedge a substantial portion of our foreign currency exposures, there is no assurance that our hedging strategy will be successful or that the hedging markets will have sufficient liquidity or depth for us to implement our strategy in a cost-effective manner. In addition, in some countries, such as China, India, Malaysia, the Philippines and Romania, we are subject to legal restrictions on hedging activities, as well as convertibility of currencies, which limits our ability to use cash generated in one country in another country and could limit our ability to hedge our exposures. Finally, our hedging policies only provide near term protection from exchange rate fluctuations. If the Indian rupee or other currencies in which we incur expenses appreciate against the U.S. dollar, we may have to consider additional means of maintaining profitability, including by increasing pricing, which may or may not be achievable. See also Item 7—"Management's Discussion and Analysis of Financial Condition and Results of Operations—Overview—Net Revenues—Foreign exchange gains (losses), net."

Restrictions on entry or work visas may affect our ability to compete for and provide services to clients, which could have a material adverse effect on our business and financial results.

A portion of our business depends on the ability of our employees to obtain the necessary visas and work or entry permits to travel to and do business in the countries where our clients and, in some cases, our delivery centers, are located. In recent years, in response to terrorist attacks, the COVID-19 pandemic and related border controls, global unrest and political rhetoric, immigration authorities generally, and those in the United States in particular, have increased the level of scrutiny in granting visas. If pandemic-related restrictions are reimposed, further terrorist attacks occur, global unrest intensifies, or nationalistic political trends continue, then obtaining visas for our personnel may become even more difficult.

Local immigration laws may also require us to meet certain other legal requirements as a condition to obtaining or maintaining entry or work visas. Countries where our clients may be located, including the United States, may through legislation or regulation restrict the number of visas or entry permits available. In general, immigration laws are subject to legislative change and varying standards of application and enforcement due to political forces, economic conditions, terrorist attacks or other events. In addition, there is uncertainty with respect to immigration laws and regulations in the United States as the current U.S. President pursues legislation and policy changes to reform U.S. immigration laws and to reverse some immigration policies of the prior administration. Our employment of international personnel in the United

States and elsewhere may also be limited by immigration restrictions targeting specific countries. It is not currently known what, if any, visa or travel restrictions might be proposed in the future or how they would be implemented or enforced.

We may be unable to service our debt or obtain additional financing on competitive terms or at all.

In December 2022, we entered into an amended and restated five-year credit agreement with certain financial institutions as lenders which replaced our prior credit facility. The amended and restated credit agreement provides for a $530 million term loan and a $650 million revolving credit facility. The credit agreement obligations are unsecured, and guaranteed by certain subsidiaries. As of December 31, 2023, the total amount due under the credit facility net of debt amortization expenses, including the amount utilized under the revolving facility, was $520 million. The amended and restated credit agreement contains covenants that require maintenance of certain financial ratios, including consolidated leverage and interest coverage ratios, and also, under certain conditions, restrict our ability to incur additional indebtedness, create liens, make certain investments, pay dividends or make certain other restricted payments, repurchase common shares, undertake certain liquidations, mergers, consolidations and acquisitions and dispose of certain assets or subsidiaries, among other things. If we breach any of these restrictions and do not obtain a waiver from the lenders, subject to applicable cure periods the outstanding indebtedness (and any other indebtedness with cross-default provisions) could be declared immediately due and payable, which could adversely affect our liquidity and financial condition.

On November 18, 2019, we issued $400 million aggregate principal amount of 3.375% senior notes (the "2024 Notes") in an underwritten public offering. As of December 31, 2023, the amount outstanding under the 2024 Notes, net of debt amortization expense of $0.5 million, was $399.5 million, which is payable on December 1, 2024 when the notes mature. We are required to pay interest on the 2024 Notes semi-annually in arrears on June 1 and December 1 of each year, ending on the maturity date. We may seek to repay or refinance the 2024 Notes at or prior to the scheduled maturity date. This will depend on the condition of the capital markets and our financial condition at such time. If we refinance the 2024 Notes, the interest rate we pay on the refinanced notes is likely to be higher than the rate we pay on the 2024 Notes, which would likely adversely affect our net interest expense. It is also possible that, due to the market conditions or our financial condition at such time, we may not seek to, or may be unable to, refinance the 2024 Notes when they mature, which could have an adverse impact on our cash flows, working capital or liquidity and in turn have an adverse impact on our financial condition or results of operations.

On March 26, 2021, we issued $350 million aggregate principal amount of 1.75% senior notes (the "2026 Notes") in an underwritten public offering. As of December 31, 2023, the amount outstanding under the 2026 Notes, net of debt amortization expense of $1.4 million, was $348.6 million, which is payable on April 10, 2026 when the notes mature. We are required to pay interest on the 2026 Notes semi-annually in arrears on April 10 and October 10 of each year, ending on the maturity date.

The 2024 Notes were issued by, and are senior unsecured indebtedness of, Genpact Luxembourg S.à r.l., our indirect wholly-owned subsidiary, and are guaranteed on a senior unsecured basis by Genpact Limited and our indirect wholly-owned subsidiary, Genpact USA, Inc. The 2026 Notes were issued by, and are senior unsecured indebtedness of, Genpact Luxembourg S.à r.l. and Genpact USA, Inc., and are guaranteed on a senior unsecured basis by Genpact Limited. The 2024 Notes and 2026 Notes are subject to certain customary covenants set forth in their respective governing indentures, including limitations on our ability to incur debt secured by liens, engage in certain sale and leaseback transactions and consolidate, merge, convey or transfer our assets. Upon certain change of control transactions, we would be required to make an offer to repurchase the 2024 Notes and the 2026 Notes, as applicable, at a price equal to 101% of the aggregate principal amount of such notes, plus accrued and unpaid interest. The interest rates payable on the 2024 Notes and the 2026 Notes are subject to adjustment if the credit ratings of the 2024 Notes or 2026 Notes, as applicable, are downgraded, up to a maximum increase of 2.0%. We may redeem the 2024 Notes and 2026 Notes at any time in whole or in part, at a redemption price equal to 100% of the principal amount of the notes redeemed, together with accrued and unpaid interest or, if redemption occurs prior to, in the case of the 2024 Notes, November 1, 2024 and, in the case of the 2026 Notes, March 10, 2026, a specified “make-whole” premium. The 2024 Notes and 2026 Notes are our senior unsecured obligations and rank equally with all our other senior unsecured indebtedness outstanding from time to time.

Our indebtedness and related debt service obligations can have negative consequences, requiring us to dedicate significant cash flow from operations to the payment of principal and interest on our debt, which reduces the funds we have available for other purposes such as acquisitions and capital investment, limiting our ability to obtain additional financing and limiting our ability to undertake strategic acquisitions, increasing our vulnerability to adverse economic and industry conditions, including by reducing our flexibility in planning for or reacting to changes in our business and market conditions, and exposing us to interest rate risk since a portion of our debt obligations are at variable rates. We manage only a portion of our interest rate risk related to floating rate indebtedness by entering into interest rate swaps. A portion of our indebtedness, including borrowings under our credit facility, bears interest at variable interest rates primarily based on the Secured Overnight Financing Rate. Accordingly, any adverse change in interest rates due to market conditions or otherwise could increase our cost of funding substantially.

We often face a long selling cycle to secure a new Digital Operations contract as well as long implementation periods that require significant resource commitments, which result in a long lead time before we receive revenues from new relationships.

We often face a long selling cycle to secure a new Digital Operations contract. If we are successful in obtaining an engagement, that is generally followed by a long implementation period in which the services are planned in detail and we demonstrate to a client that we can successfully integrate our processes and resources with their operations. During this time a contract is also negotiated and agreed. There is then a long ramping up period in order to commence providing the services. We typically incur significant business development expenses during the selling cycle. We may not succeed in winning a new client's business, in which case we receive no revenues and may receive no reimbursement for such expenses. Even if we succeed in developing a relationship with a potential new client and begin to plan the services in detail, a potential client may choose a competitor or decide to retain the work in-house prior to the time a final contract is signed. If we enter into a Digital Operations contract with a client, we will typically receive no revenues until implementation actually begins. Our clients may also experience delays in obtaining internal approvals or delays associated with technology or system implementations, thereby further lengthening the implementation cycle. We generally hire new employees to provide services to a new client once a contract is signed. We may face significant difficulties in hiring such employees and incur significant costs associated with these hires before we receive corresponding revenues. If we are not successful in obtaining contractual commitments after the selling cycle, in maintaining contractual commitments after the implementation cycle or in maintaining or reducing the duration of unprofitable initial periods in our contracts, it may have a material adverse effect on our business, results of operations and financial condition.

We make estimates and assumptions in connection with the preparation of our consolidated financial statements, and any changes to those estimates and assumptions could adversely affect our financial results.

Our financial statements have been prepared in accordance with U.S. generally accepted accounting principles. The application of generally accepted accounting principles requires us to make estimates and assumptions about certain items and future events that affect our reported financial condition, and our accompanying disclosure with respect to, among other things, revenue recognition and income taxes. We base our estimates on historical experience, contractual commitments and on various other assumptions that we believe to be reasonable under the circumstances and at the time they are made. These estimates and assumptions involve the use of judgment and are subject to significant uncertainties, some of which are beyond our control. If our estimates, or the assumptions underlying such estimates, are not correct, actual results may differ materially from our estimates, and we may need to, among other things, adjust revenues or accrue additional charges that could adversely affect our results of operations.

Our operating results may experience significant fluctuations.

Our operating results may fluctuate significantly from period to period. The long selling cycle for many of our services as well as the time required to complete the implementation phases of new contracts makes it difficult to accurately predict the timing of revenues from new clients or new SOWs as well as our costs. In recent years, the increased share of our revenue from consulting and other short-cycle engagements has also made it more difficult to accurately forecast our revenues. In addition, our future revenues, operating margins and profitability may fluctuate as a result of lower demand for our services, lower win rates versus our competition, changes in pricing in response to client demands and competitive pressures, changes to the financial condition of our clients, employee wage levels and utilization rates, changes in foreign exchange rates, including the Indian rupee versus the U.S. dollar and the euro versus the U.S. dollar, the timing of collection of accounts receivable, enactment of new taxes, changes in income tax rates and regulations in the countries where we do business, and changes to levels and types of share-based compensation awards and assumptions used to determine the fair value of such awards. As a result of these factors, it is possible that, as has occurred in the past, our revenues and operating results may be below, in some cases significantly, the expectations of public market analysts and investors. The price of our common shares has been adversely affected by lower-than-expected operating results in the past, including in 2023, and would likely be materially and adversely affected if we report significantly lower-than-expected operating results in the future.

If we are unable to collect our receivables, our results of operations, financial condition and cash flows could be adversely affected.

Our business depends on our ability to successfully obtain payment from our clients of the amounts they owe us for work performed. We evaluate the financial condition of our clients and usually bill and collect on relatively short cycles. We have established allowances for losses of receivables and unbilled services. Actual losses on client balances could differ from those that we currently anticipate, and, as a result, we might need to adjust our allowances.

We might not accurately assess the creditworthiness of our clients. More recently, some of our clients have begun to delay their payments to us in order to take advantage of increased interest rates to earn additional interest income, which has had an adverse impact on our days sales outstanding. Delayed client payments and extended payment terms in some contracts have in some cases had an adverse impact on our cash flows, and we expect that our working capital balances and cash management practices will be further adversely affected if more clients delay payments or if payments are delayed further or for an extended period.

Macroeconomic conditions, including persistent inflation in the countries in which we do business and have operations, increasing geopolitical tensions, the possibility of an economic downturn globally or regionally and changes in global trade policies, could also result in financial difficulties for our clients, including bankruptcy and insolvency. Additionally, cyberattacks on any of our clients could disrupt their internal systems and capability to make payments. The occurrence of any of these events could cause clients to delay payments to us, request modifications to their payment arrangements that could increase our receivables balance, or default on their payment obligations to us. If we experience an increase in the time to bill and collect for our services due to these additional factors, our cash flows could be adversely affected.

Some of our contracts contain provisions which, if triggered, could result in lower future revenues and have a material adverse effect on our business, results of operations and financial condition.

Some of our contracts allow a client, in certain limited circumstances, to request a benchmark study comparing our pricing and performance with that of an agreed list of other service providers for comparable services. Based on the results of the study and depending on the reasons for any unfavorable variance, we may be required to make improvements in the services we provide or to reduce the pricing for services on a prospective basis to be performed under the remaining term of the contract, which could have an adverse effect on our business, results of operations and financial condition. Some of our contracts contain provisions that would require us to pay penalties to our clients and/or provide our clients with the right to terminate the contract if we do not meet agreed service level requirements. Failure to meet these requirements could result in the payment of significant penalties by us to our clients which in turn could have a material adverse effect on our business, results of operations and financial condition.

A few of our MSAs provide that during the term of the MSA and under specified circumstances, we may not provide similar services to the competitors of our client. Some of our contracts also provide that, during the term of the contract and for a certain period thereafter ranging from six to 12 months, we may not provide similar services to certain or any of our client’s competitors using the same personnel. These restrictions may hamper our ability to compete for and provide services to other clients in the same industry, which may inhibit growth and result in lower future revenues and profitability.

Some of our contracts with clients specify that if a change of control of our company occurs during the term of the contract, the client has the right to terminate the contract. These provisions may result in our contracts being terminated if there is such a change in control, resulting in a potential loss of revenues. In addition, these provisions may act as a deterrent to any attempt by a third party to acquire our company. Some of our contracts with clients require that we bear the cost of any sales or withholding taxes or unreimbursed value-added taxes imposed on payments made under those contracts. While the imposition of these taxes is generally minimized under our contracts, changes in law or the interpretation thereof and changes in our internal structure may result in the imposition of these taxes and a reduction in our net revenues.

Our business could be materially and adversely affected if we do not protect our intellectual property or if our services are found to infringe on the intellectual property of others.

Our success depends in part on certain methodologies, practices, tools and technical expertise we utilize in designing, developing, implementing and maintaining applications and other proprietary intellectual property rights. In order to protect our rights in these various intellectual properties, we rely upon a combination of nondisclosure and other contractual arrangements as well as patent, trade secret, copyright and trademark laws. We also generally enter into confidentiality agreements with our employees, consultants, clients and potential clients and limit access to and distribution of our proprietary information. India is a member of the Berne Convention, an international intellectual property treaty, and has agreed to recognize protections on intellectual property rights conferred under the laws of other foreign countries, including the laws of the United States. There can be no assurance that the laws, rules, regulations and treaties in effect in the United States, India and the other jurisdictions in which we operate and the contractual and other protective measures we take, are adequate to protect us from misappropriation or unauthorized use of our intellectual property, or that such laws will not change. We may not be able to detect unauthorized use and take appropriate steps to enforce our rights, and any such steps may not be successful.

Infringement by others of our intellectual property, including the costs of enforcing our intellectual property rights, may have a material adverse effect on our business, results of operations and financial condition.

In addition, we may not be able to prevent others from using our data and proprietary information to compete with us. Existing trade secret, copyright and trademark laws offer only limited protection. Further, the laws of some foreign countries may not protect our data and proprietary information at all. If we have to resort to legal proceedings to enforce our rights, the proceedings could be burdensome, protracted, distracting to management and expensive and could involve a high degree of risk and be unsuccessful.

Although we believe that we are not infringing on the intellectual property rights of others, claims may nonetheless be successfully asserted against us in the future. The costs of defending any such claims could be significant, and any successful claim may require us to modify, discontinue or rename any of our services. Any such changes may have a material adverse effect on our business, results of operations and financial condition.

We may face difficulties as we expand our operations into countries in which we have no prior operating experience.

We intend to continue to expand our global footprint in order to maintain an appropriate cost structure and meet our clients' delivery needs. This has in the past any may in the future involve expanding into countries other than those in which we currently operate. It may involve expanding into less developed countries, which may have less political, social or economic stability and less developed infrastructure and legal systems. As we expand our business into new countries, we may encounter regulatory, employment, technological, logistical and other difficulties that increase our expenses or delay our ability to start up our operations or become profitable in such countries. This may affect our relationships with our clients and could have an adverse effect on our business, results of operations and financial condition.

Terrorist attacks and other acts of violence involving any of the countries in which we or our clients have operations could adversely affect our operations and client confidence.

Terrorist attacks and other acts of violence or war may adversely affect worldwide financial markets and could potentially lead to economic recession, which could adversely affect our business, results of operations, financial condition and cash flows. These events could adversely affect our clients' levels of business activity and precipitate sudden significant changes in regional and global economic conditions and cycles. For instance, the ongoing conflicts between Russia and Ukraine and Israel and Hamas have created volatility and uncertainty in the financial markets. These events also pose significant risks to our people and to our delivery centers and operations around the world.

Southern Asia has from time to time experienced instances of civil unrest and hostilities among neighboring countries, including India and Pakistan. In recent years, military confrontations between India and Pakistan have occurred in the region of Kashmir and along the India/Pakistan border. There have also been incidents in and near India, such as continued terrorist activity around the northern border of India, troop mobilizations along the India/Pakistan border and an aggravated geopolitical situation in the region. In addition, there has been a series of conflicts between India and China along their shared border in recent years. Although both countries have taken actions to control and de-escalate these conflicts, there can be no assurance that tensions in the area will diminish in the near future. Such military activity or terrorist attacks in the future could influence the Indian economy by disrupting communications and making travel more difficult. Resulting political tensions could create a greater perception that investments in companies with Indian operations involve a high degree of risk, and that there is a risk of disruption of services provided by companies with Indian operations, which could have a material adverse effect on our share price and/or the market for our services. Furthermore, if India or bordering countries were to become engaged in armed hostilities, particularly hostilities that were protracted or involved the threat or use of nuclear weapons, we might not be able to continue our operations. We generally do not have insurance for losses and interruptions caused by terrorist attacks, military conflicts and wars.

If more stringent labor laws become applicable to us or if a significant number of our employees unionize, our profitability may be adversely affected.

India has stringent labor legislation that protects employee interests, including legislation that sets forth detailed procedures for dispute resolution and that imposes financial obligations on employers upon termination of employees without cause. Though companies in our industry have certain exemptions from some of these labor laws, there can be no assurance that such laws will not become applicable to us in the future. If these labor laws become applicable to us or if more stringent labor laws apply to us in the future, it may become difficult for us to maintain flexible human resource policies, to attract and employ the numbers of sufficiently qualified candidates we require or to terminate employees, and our compensation expenses may increase significantly.

In addition, a small percentage of our global employee population is currently unionized. If a significant number of our employees form or join unions, we may be required to raise wage levels or provide additional benefits, which could result in operational impediments and an increase in our compensation expenses, in which case our operations and profitability may be adversely affected.

We may engage in strategic transactions that could create risks.

As part of our business strategy, we regularly review potential strategic transactions, including potential acquisitions, dispositions, consolidations, joint ventures or similar transactions, some of which may be material. Through the acquisitions we pursue, we may seek opportunities to add to or enhance the services we provide, to enter new industries or expand our client base, or to strengthen our global presence and scale of operations. We have completed numerous acquisitions since our inception. There can be no assurance that we will find suitable candidates in the future for strategic transactions at acceptable prices, have sufficient capital resources to accomplish our strategy, or be successful in entering into agreements for desired transactions.

Acquisitions, including completed acquisitions, also pose the risk that any business we acquire may lose clients or employees or could under-perform relative to expectations. We could also experience financial or other setbacks if transactions encounter unanticipated problems, including problems related to execution, integration or unknown liabilities. Although we conduct due diligence in connection with our acquisitions, there could be liabilities that we fail to discover, that we inadequately assess or that are not properly disclosed to us. Any material liabilities associated with our acquisitions could harm our business, results of operations and financial condition. Following the completion of an acquisition, we may have to rely on the seller to provide administrative and other support, including financial reporting and internal controls, to the acquired business for a period of time. There can be no assurance that the seller will do so in a manner that is acceptable to us.

Bermuda recently enacted new tax legislation that will impose a corporate income tax on certain Bermuda companies. Any new tax liability in Bermuda or another jurisdiction based on our incorporation in Bermuda could have a material adverse effect on our business, results of operations and financial condition.

We previously received a written assurance from the Bermuda Minister of Finance under The Exempted Undertaking Tax Protection Act 1966 of Bermuda (the "EUTP") to the effect that if there is enacted in Bermuda any legislation imposing tax computed on profits or income, or computed on any capital asset, gain or appreciation, or any tax in the nature of estate duty or inheritance tax, then the imposition of any such tax shall not be applicable to us or to any of our operations or common shares, debentures or other obligations or securities until March 31, 2035, except insofar as such tax applies to persons ordinarily resident in Bermuda or is payable by us in respect of real property owned or leased by us in Bermuda. While we are not subject to tax on income, profits, withholding, capital gains or capital transfers under current law, the Bermuda Government recently passed a new law titled the Corporate Income Tax Act, 2023 (the "CIT Act"), which imposes a 15% minimum corporate income tax rate and expressly supersedes the written assurance we received under the EUTP.

Under the CIT Act, Bermuda corporate income tax will be chargeable with respect to fiscal years beginning on or after January 1, 2025 and will apply to Bermuda entities that are part of a multinational group with annual revenue above 750 million euros in at least two of the prior four fiscal years. We currently do not expect this corporate income tax to have an impact on us given that we have no profits in Bermuda and we do not expect to have profits in Bermuda in the foreseeable future. However, if we incur tax liability in Bermuda as a result of the CIT Act or in any other jurisdiction as a result of our incorporation in Bermuda, it could have a material adverse effect on our business, results of operations and financial condition.

Economic substance requirements in Bermuda could adversely affect us.

Harmful tax practices have become the focus of increased scrutiny from the EU. Following a 2017 assessment by the Code of Conduct Group (Business Taxation), or the COCG, which included Bermuda in a list of jurisdictions required by the EU to address the COCG's concerns relating to the demonstration of economic substance, the Bermuda Government implemented legislation which brought certain substance requirements into force in 2019 for Bermuda entities. Pursuant to the economic substance requirements, core income generating activities carried out by Bermuda companies must be undertaken in Bermuda. To satisfy these requirements, we may be required to conduct additional activities in Bermuda. The substance requirements could be difficult to manage or implement, and compliance with the requirements could be difficult or costly and could have a material adverse effect on us or our operations.

We may not be able to realize the entire book value of goodwill and other intangible assets from acquisitions.

As of December 31, 2023, we had $1,684 million of goodwill and $53 million of intangible assets. We periodically assess these assets to determine if they are impaired and we monitor for impairment of goodwill relating to all acquisitions and our formation in 2004. Goodwill is not amortized but is tested for impairment at least on an annual basis as of December 31 of each year, based on a number of factors including macro-economic conditions, industry and market considerations, overall financial performance, business plans and expected future cash flows. Impairment testing of goodwill may also be performed between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of goodwill below its carrying amount.

We perform an assessment of qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. Based on the results of the qualitative assessment, we perform the quantitative assessment of goodwill impairment if we determine that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If the book value of our goodwill and other intangible assets is impaired, any such impairment would be charged to earnings in the period of impairment. We cannot assure you that any future impairment of goodwill and other intangible assets will not have a material adverse effect on our business, financial condition or results of operations.

Risks Related to our Shares

The issuance of additional common shares by us or the sale of our common shares by our employees could dilute our shareholders' ownership interest in the Company and could significantly reduce the market price of our common shares.

Sales of a substantial number of our common shares in the public market could occur at any time. These sales, or the perception in the market that the holders of a large number of shares intend to sell shares, could reduce the market price of our common shares.

We have issued a significant number of equity awards under our equity compensation plans. The shares underlying these awards are or, with respect to certain option grants, will be registered on a Form S-8 registration statement. As a result, upon vesting these shares can be freely exercised and sold in the public market upon issuance, subject to volume limitations applicable to affiliates. The exercise of options and the subsequent sale of the underlying common shares or the sale of common shares upon vesting of other equity awards could cause a decline in our share price. These sales also might make it difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate.

Certain of our employees, executive officers and directors have entered or may enter into Rule 10b5-1 plans providing for sales of our common shares from time to time. Under a Rule 10b5-1 plan, a broker executes trades pursuant to parameters established by the employee, director or officer when entering into the plan, without further direction from the employee, officer or director. A Rule 10b5-1 plan may be amended or terminated in some circumstances. Our employees, executive officers and directors may also buy or sell additional shares outside of a Rule 10b5-1 plan when they are not in possession of material, nonpublic information.

In addition, we may in the future engage in strategic transactions that could dilute our shareholders' ownership and cause our share price to decline. Sales of substantial amounts of our common shares or other securities by us could also dilute our shareholders' interests, lower the market price of our common shares and impair our ability to raise capital through the sale of equity securities.

There can be no assurance that we will continue to declare and pay dividends on our common shares, and future determinations to pay dividends will be at the discretion of our board of directors.

Prior to 2017, we did not declare regular dividends. In February 2017, we announced the declaration of the first quarterly cash dividend on our common shares and have paid a quarterly cash dividend each quarter since that date. Any determination to pay dividends to holders of our common shares in the future, including future payment of a regular quarterly cash dividend, will be at the discretion of our board of directors and will depend on many factors, including our financial condition, results of operations, general business conditions, statutory requirements under Bermuda law and any other factors our board of directors deems relevant. Our ability to pay dividends will also continue to be subject to restrictive covenants contained in credit facility agreements governing indebtedness we and our subsidiaries have incurred or may incur in the future. In addition, statutory requirements under Bermuda law could require us to defer making a dividend payment on a declared dividend date until such time as we can meet statutory requirements under Bermuda law. A reduction in, delay of, or elimination of our dividend payments could have a negative effect on our share price.

We are organized under the laws of Bermuda, and Bermuda law differs from the laws in effect in the United States and may afford less protection to shareholders.

Our shareholders may have more difficulty protecting their interests than would shareholders of a corporation incorporated in a state of the United States. As a Bermuda company, we are governed by, in particular, the Companies Act. The Companies Act differs in some material respects from laws generally applicable to U.S. corporations and shareholders, including the provisions relating to interested directors, mergers, amalgamations, takeovers and indemnification of directors.

Generally, the duties of directors and officers of a Bermuda company are owed to the company only. Shareholders of Bermuda companies generally do not have the right to take action against directors or officers of the company except in limited circumstances. Directors of a Bermuda company must, in exercising their powers and performing their duties, act honestly and in good faith with a view to the best interests of the company, exercising the care and skill that a reasonably prudent person would exercise in comparable circumstances. Directors have a duty not to put themselves in a position in which their duties to the company and their personal interests may conflict and also are under a duty to disclose any personal interest in any material contract or arrangement with the company or any of its subsidiaries. If a director of a Bermuda company is found to have breached his or her duties to that company, he may be held personally liable to the company in respect of that breach of duty. A director may be liable jointly and severally with other directors if it is shown that the director knowingly engaged in fraud or dishonesty (with such unlimited liability as the courts shall direct). In cases not involving fraud or dishonesty, the liability of the director will be determined by the Supreme Court of Bermuda or other Bermuda court (with such liability as the Bermuda court thinks just) who may take into account the percentage of responsibility of the director for the matter in question, in light of the nature of the conduct of the director and the extent of the causal relationship between his or her conduct and the loss suffered.

In addition, our bye-laws contain a broad waiver by our shareholders of any claim or right of action, both individually and on our behalf, against any of our officers or directors. The waiver applies to any action taken by an officer or director, or the failure of an officer or director to take any action, in the performance of his or her duties, except with respect to any matter involving or arising out of any fraud or dishonesty on the part of the officer or director or to matters which would render it void pursuant to the Companies Act. This waiver limits the rights of shareholders to assert claims against our officers and directors unless the act or failure to act involves fraud or dishonesty. Therefore, our shareholders may have more difficulty protecting their interests than would shareholders of a corporation incorporated in a state within the United States.

The market price for our common shares has been and may continue to be volatile.

The market price for our common shares has been and may continue to be volatile and subject to price and volume fluctuations in response to market and other factors, some of which are beyond our control. Among the factors that could affect our share price are:

- technological developments that have an actual or perceived impact on us or our industry, such as generative AI;
- terrorist attacks, other acts of violence or war, such as the conflicts between Russia and Ukraine and Israel and Hamas, natural disasters, epidemics or pandemics, or other such events impacting countries where we or our clients have operations;
- actual or anticipated fluctuations in our quarterly and annual operating results;
- changes in or our inability to meet our financial estimates or the estimates of securities research analysts;
- changes in the economic performance or market valuations of our competitors and other companies engaged in providing similar or competitive services;
- the loss of one or more significant clients;
- the addition or loss of executive officers or key employees;
- regulatory developments in our target markets affecting us, our clients or our competitors;
- general economic, industry and market conditions, such as geopolitical events, inflation and sustained high interest rates;
- limited liquidity in our trading market;
- sales or expected sales of additional common shares, either by us, our employees, or any of our shareholders, or purchases or expected purchases of common shares, including by us under existing or future share repurchase programs, which purchases are at the discretion of our board of directors and may not continue in the future; and

- actions or announcements by activist shareholders or others.

In addition, securities markets generally and from time to time experience significant price and volume fluctuations that are not related to the operating performance of particular companies. These market fluctuations may have a material adverse effect on the market price of our common shares.

You may be unable to effect service of process or enforce judgments obtained in the United States or Bermuda against us or our assets in the jurisdictions in which we or our executive officers operate.

We are incorporated and organized under the laws of Bermuda, and a significant portion of our assets are located outside the United States. It may not be possible to enforce court judgments obtained in the United States against us in Bermuda or in countries, other than the United States, where we have assets based on the civil liability or penal provisions of the federal or state securities laws of the United States. In addition, there is some doubt as to whether the courts of Bermuda and other countries would recognize or enforce judgments of United States courts obtained against us or our directors or officers based on the civil liability or penal provisions of the federal or state securities laws of the United States or would hear actions against us or those persons based on those laws. We have been advised by Appleby (Bermuda) Limited, our Bermuda counsel, that the United States and Bermuda do not currently have a treaty providing for the reciprocal recognition and enforcement of judgments in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States based on civil liability, whether or not based solely on United States federal or state securities laws, would not automatically be enforceable in Bermuda. Similarly, those judgments may not be enforceable in countries, other than the United States, where we have assets.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

Cybersecurity risk management is an essential part of our enterprise risk management program. We are committed to maintaining governance and oversight of these risks and to implementing controls, technologies, and processes designed to help us identify, assess, and manage these risks.

Our cybersecurity program aims to incorporate industry best practices, including standards such as ISO 27001 and the NIST Cybersecurity Framework, and focuses on implementing effective and efficient controls, technologies, and other processes to assess, identify, manage and address cybersecurity risks, threats and incidents. Our practices include, among other things, security awareness training and simulations, technologies and processes to monitor our systems, assessments of controls, and incident response processes. We engage with industry groups and forums to stay informed of industry practices and developments. We monitor developments in the threat landscape that may affect our systems or services and assess their potential impacts on and risks to our cybersecurity posture. We engage external service providers, where appropriate and from time to time, to assist us with aspects of our program, such as assessing and testing controls, providing threat intelligence information and incident response. We also have processes in place to manage cybersecurity risks associated with third-party service providers. Certain key security controls are tested annually by independent third-party auditors. We regularly refine our cybersecurity processes as we determine necessary to address developments in the threat landscape, advance our control and technology capabilities, respond to regulatory requirements and standards, and implement improvements based on the results of internal and external assessments.

Our cybersecurity incident response process involves a multi-functional approach for investigating, containing, and mitigating incidents, including reporting findings to senior management and other key stakeholders, including if appropriate the audit committee and the board, and keeping them informed and involved as appropriate. While we have not, as of the date of this Form 10-K, experienced a cybersecurity threat or incident that has had a material impact on our business or operations, we have experienced incidents that did not have a material impact on our business or operations, and there can be no guarantee that we will not experience an incident that results in a material impact to our business or operations in the future. In addition, cybersecurity threats are constantly evolving and increasing in sophistication, which increases the difficulty of successfully defending against them or implementing adequate preventative measures. See "Risk Factors" above for more information about the cybersecurity risks we face.

Our board of directors has ultimate responsibility for oversight of our risk management, and delegates cybersecurity risk management oversight to the audit committee. The audit committee, which is responsible for ensuring that management has processes in place designed to identify, evaluate and manage cybersecurity risks and incidents, regularly reviews our cybersecurity program with management and reports to the board of directors. Cybersecurity reviews by the audit committee generally occur at least quarterly. A number of our directors have experience in assessing and managing cybersecurity risk, including by serving on other public company audit committees having responsibility for cybersecurity oversight. One of our directors has also served as a Chief Technology Officer for multiple companies.

Our cybersecurity program is run by our Chief Information Security Officer (CISO), who reports to our Head of Enterprise Risk Management and receives input and support from our Head of Enterprise Risk Management and our Chief Technology and Transformation Officer. Our CISO has extensive experience leading and managing cybersecurity programs and in cybersecurity risk management. Our CISO has served in this position since 2014 and, before Genpact, was previously CISO at another US-listed public company. Our CISO is supported by our information security team, many of whom hold cybersecurity certifications and who collectively possess relevant experience in different areas of cybersecurity.

Our CISO is informed about and monitors prevention, detection, mitigation, and remediation efforts through regular communication and reporting from our information security team, internal governance processes, and by reviewing the results of internal and third-party assessments and audits. Our CISO regularly reports directly to the audit committee on our cybersecurity program and our efforts to prevent, detect, mitigate, and remediate cybersecurity risks. In addition, we have a Security Governance Council, made up of members of our senior management team as well as relevant security personnel, that meets periodically to discuss and address relevant cybersecurity matters.

Item 2. Properties

We have delivery centers in 26 countries. We have a mixture of owned and leased properties and substantially all of our leased properties are leased under long-term leases with varying expiration dates. We believe that our properties and facilities are suitable and adequate for our present purposes and are well-maintained.

Item 3. Legal Proceedings

There are no legal proceedings pending against us that we believe are likely to have a material adverse effect on our business, results of operations and financial condition.

Item 4. Mine Safety Disclosures

Not applicable.

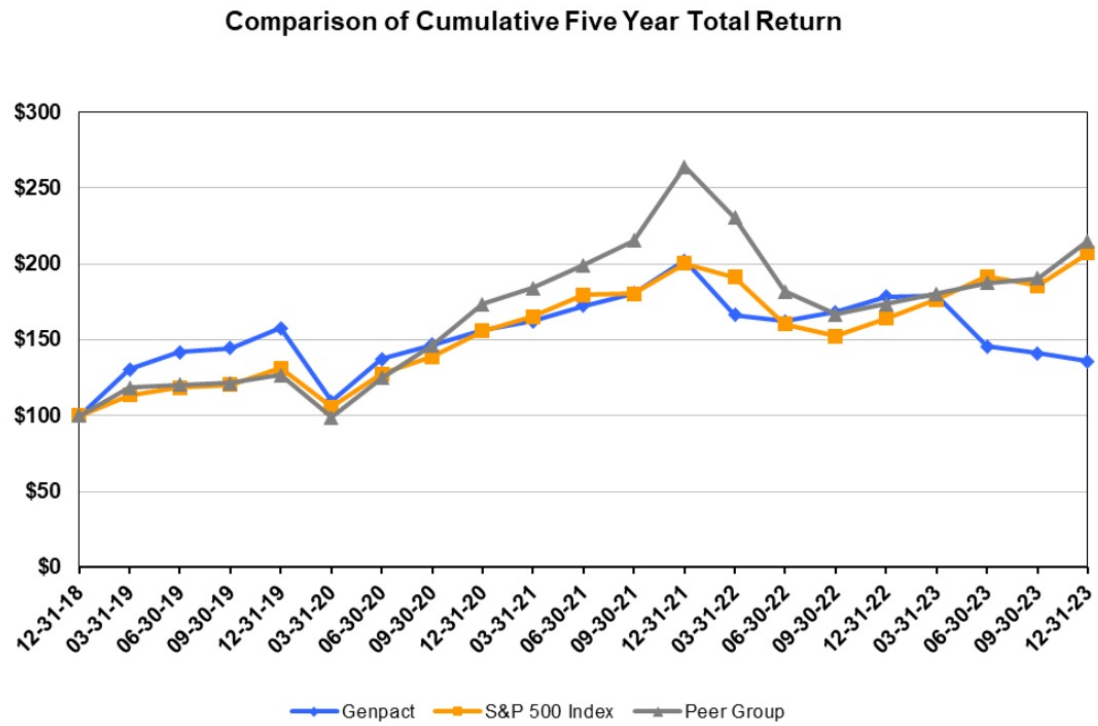
PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Stock Price Information and Stockholders

The principal market on which the Company's common shares are traded is the New York Stock Exchange under the symbol "G." As of January 31, 2024, there were 35 holders of record of our common shares.

The following graph and table compare the performance of an investment in our common shares (measured as the cumulative total shareholder return) with investments in the S&P 500 Index (market capitalization weighted) and a peer group of companies for the period from January 1, 2019 to December 31, 2023. The selected peer group for the period presented is comprised of six companies that we believe are our closest reporting issuer competitors: Accenture plc, Cognizant Technology Solutions Corp., ExlService Holdings, Inc., Infosys Technologies Limited, Wipro Technologies Limited, and WNS (Holdings) Limited. The returns of the component entities of our peer group index are weighted according to the market capitalization of each company as of the end of each period for which a return is presented. The returns assume that $100 was invested on December 31, 2018 and that all dividends were reinvested. The performance shown in the graph and table below is historical and should not be considered indicative of future price performance.



	3/31/19	6/30/19	9/30/19	12/31/19	3/31/20
Genpact	130.68	141.81	144.57	157.66	109.44
Peer Group	118.45	120.30	121.44	126.90	98.96
S&P 500	113.65	118.54	120.55	131.49	105.72

	6/30/20	9/30/20	12/31/20	3/31/21	6/30/21
Genpact	137.24	146.74	156.20	162.13	172.42
Peer Group	124.75	146.37	173.43	184.18	199.14
S&P 500	127.44	138.81	155.68	165.29	179.42

	9/30/21	12/31/21	3/31/22	6/30/22	9/30/22
Genpact	180.69	202.30	166.34	162.39	168.25
Peer Group	215.49	264.11	230.61	181.76	166.82
S&P 500	180.47	200.37	191.15	160.37	152.54

	12/31/22	03/31/23	06/30/23	09/30/23	12/31/23
Genpact	178.55	178.69	145.79	140.99	135.73
Peer Group	173.66	180.31	187.48	190.64	215.19
S&P 500	164.08	176.38	191.80	185.52	207.21

This graph is not deemed to be "filed" with the SEC or subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, and should not be deemed to be incorporated by reference into any of our prior or subsequent filings under the Securities Act of 1933 or the Securities Exchange Act of 1934.

Dividends

In February 2023, our board of directors approved a 10% increase in our quarterly cash dividend to $0.1375 per common share, representing an annual dividend of $0.55 per common share. In 2023, dividends were declared in February, May, July and October and paid in March, June, September and December. In February 2024, our board of directors approved an 11% increase in our quarterly cash dividend to $0.1525 per common share, representing a planned annual dividend of $0.61 per common share for 2024. Any future dividends will be at the discretion of the board of directors and subject to Bermuda and other applicable laws.

Unregistered Sales of Equity Securities

None.

Purchase of Equity Securities by the Issuer and Affiliated Purchasers

Share repurchase activity during the three months ended December 31, 2023 was as follows:

Period	Total Number of Shares Purchased	Weighted Average Price Paid per Share ($)	Total Number of Shares Purchased as Part of Publicly Announced Plan or Program	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan or Program ($)
October 1-October 31, 2023	—	—	—	474,453,005
November 1-November 30, 2023	710,947	33.70	710,947	450,491,112
December 1-December 31, 2023	1,474,762	34.55	1,474,762	399,544,868
Total	**2,185,709**	**34.27**	**2,185,709**	

In February 2023, our board of directors authorized a $500 million increase to our existing $1.75 billion share repurchase program, first announced in February 2015, bringing the total authorization under our existing program to $2.25 billion. This repurchase program does not obligate us to acquire any specific number of shares and does not specify an expiration date. All shares repurchased under the plan have been cancelled. See Note 19—"Capital stock" to our consolidated financial statements under Part IV, Item 15—"Exhibits and Financial Statement Schedules" for additional information.

Item 6. [Reserved]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis is meant to provide material information relevant to an assessment of the financial condition and results of operations of our company, including an evaluation of the amounts and uncertainties of cash flows from operations and from outside sources, so as to allow investors to better view our company from management's perspective. The following discussion should be read in conjunction with our audited consolidated financial statements and the related notes that appear elsewhere in this Annual Report on Form 10-K. In addition to historical information, this discussion includes forward-looking information that involves risks and assumptions, which could cause actual results to differ materially from management's expectations. See "Special Note Regarding Forward-Looking Statements" included elsewhere in this Annual Report on Form 10-K.

Macroeconomic environment

Our results of operations are affected by various economic and macroeconomic conditions, including the inflationary environment, high interest rates, numerous geopolitical risks and levels of overall business confidence. Throughout 2023, continued economic and geopolitical uncertainty in many markets around the world, including with respect to slowing global economic growth, monetary policy and continued volatility in foreign currency exchange rates, impacted and may continue to impact our business.

The ongoing conflict between Russia and Ukraine and actions taken by the United States and other countries in response, including the imposition of sanctions, as well as the ongoing conflict between Hamas and Israel, have contributed to and may continue to exacerbate supply chain disruption and inflation, regional instability and geopolitical tensions. While we do not have operations in Russia or Ukraine, it is difficult to anticipate the future impacts of the Russia-Ukraine conflict on our business or our clients' businesses. We have limited operations in Israel and are closely monitoring the situation. To date, we do not believe the conflicts between Russia and Ukraine and Hamas and Israel, or the economic or political impacts of these conflicts, have had a material impact on our business, financial position or operations, but we continue to monitor the situation.

For additional information about the risks we face, see Part I, Item 1A—"Risk Factors."

Overview

Our 2023 revenues were $4.5 billion, an increase of 2.4% year-over-year, or 3.1% on a constant currency[1] basis.

Net Revenues

Revenue by top clients. The table below sets forth the percentage of our total net revenues derived from our largest clients, in the years ended December 31, 2022 and 2023:

	Percentage of Total Net Revenues	
	Year ended December 31,	
	2022	2023
Top five clients	22.1 %	17.5 %
Top ten clients	31.2 %	26.3 %
Top fifteen clients	37.3 %	32.7 %
Top twenty clients	42.2 %	37.2 %

We earn revenues pursuant to contracts that generally take the form of a master service agreement ("MSA"), which is a framework agreement that is then supplemented by statements of work ("SOWs"). Our MSAs specify the general terms applicable to the services we will provide. Our MSAs are generally for terms of three to seven years, although they may also have an indefinite term or be for terms of less than three years. In most cases they do not specify pricing terms or obligate the client to purchase a particular amount of services. We then enter into SOWs under an MSA, which specify particular services to be provided and the pricing terms. Most of our revenues are from SOWs with terms of two to five years. We typically have multiple SOWs under any given MSA, and the terms of our SOWs vary depending on the nature of the services to be provided. We seek to develop long-term relationships with our clients. We believe that these relationships best serve our clients as they create opportunities for us to provide a variety of services using the full range of our capabilities and to deliver continuous process improvement.

New business proposals are reviewed in line with our strategy to target specific industry verticals and geographical markets. We begin each year with a set of named accounts, including prospective clients with operations in our target areas, and all opportunities during the year are reviewed by business leaders from the applicable industry vertical, operations, and finance teams. In this way, we try to ensure that contract terms meet our pricing, cash and service objectives. See Item 1—"Business—Sales and marketing" for additional information.

Many factors affect how we price our contracts. Under some of our MSAs, we are able to share a limited amount of inflation and currency exchange risk for engagements lasting longer than 12 months. Many of our MSAs also provide that, under transaction-based and fixed-price SOWs, we are entitled to retain a portion of certain productivity benefits we achieve. However, some of our MSAs and SOWs require certain minimum productivity benefits to be passed on to our clients. Once an MSA and the related SOWs are signed and production of services commences, our revenues and expenses increase as services are ramped up to the agreed upon level. In many cases, we may have opportunities to increase our profit margins over the life of an MSA or SOW, driven by a number of factors. Our revenues include gains or losses arising upon the maturity of qualified cash flow hedges.

Classification of certain net revenues. We classify our net revenues in two categories based on the nature of services rendered: Data-Tech-AI services and Digital Operations services.

Expenses. Personnel expenses are a major component of both our cost of revenue and our selling, general and administrative expenses. Personnel expenses include salaries and benefits (including stock-based compensation) as well as costs related to recruitment and training. Personnel expenses are allocated between cost of revenue and selling, general and administrative expenses based on the classification of the employee. Stock-based compensation and depreciation and amortization expense are allocated between cost of revenue and selling, general and administrative expenses using an appropriate allocation basis.

Our industry is labor-intensive. Wage levels in the countries in which our delivery centers are located have historically increased on a year-over-year basis. We attempt to address the impact of wage increases, and pressures to increase wages, in a number of ways, which include seeking to control entry-level wages, managing attrition, delivering productivity and "right-skilling," which refers to ensuring that positions are not filled by overqualified employees.

[1] Revenue growth on a constant currency basis is a non-GAAP measure and is calculated by restating current-period activity using the prior fiscal period's foreign currency exchange rates adjusted for hedging gains/losses in such period.

We try to control increases in entry-level wages by implementing innovative recruitment policies, utilizing continuous training techniques, emphasizing promotion opportunities and maintaining an attractive work atmosphere and culture.

In planning capacity expansion, we look for locations that help us ensure global delivery capability while helping us control average salary levels. In India and in other countries where we may open multiple offices or delivery centers, we try to expand into cities where competition for personnel and wage levels may be lower than in more developed cities. In addition, under some of our contracts we can share with our clients a portion of any increase in costs due to inflation. Nevertheless, despite these steps, we expect general increases in wage levels in the future, which could adversely affect our margins. A significant increase in attrition rates would also increase our recruitment and training costs and decrease our operating efficiency, productivity and profit margins. Increased attrition rates or increased pricing may also cause some clients to be less willing to use our services. See Item 1A—"Risk Factors—Wage increases in the countries where we operate may reduce our profit margin."

Our operational expenses include facilities maintenance expenses, travel and living expenses, IT expenses, and consulting and certain other expenses. Consulting charges, consisting of the cost of consultants and contract employees with specialized skills who are directly responsible for the performance of services for clients, are included in cost of revenue. Facilities maintenance expenses and certain other expenses are allocated between cost of revenue and selling, general and administrative expenses based on the employee's function.

Cost of revenue. The principal component of cost of revenue is personnel expenses. We include in cost of revenue all personnel expenses for employees who are directly responsible for the performance of services for clients, their supervisors and certain support personnel who may be dedicated to a particular client or a set of processes. Travel and living expenses are included in cost of revenue if the personnel expense for the employee incurring such expense is included in cost of revenue.

The ratio of cost of revenue to revenues for any particular SOW or for all SOWs under an MSA is typically higher in the early periods of the contract or client relationship than in later periods. This is because the number of supervisory and direct support personnel relative to the number of employees who are performing services typically declines in later periods of the contract. It is also because we may retain a portion of the benefit of productivity increases realized over time.

Selling, general and administrative expenses. Our selling, general and administrative ("SG&A") expenses are primarily comprised of personnel expenses for senior management and other support personnel in enabling functions, such as human resources, finance, legal, marketing, sales and sales support, and other non-billable support personnel. The operational costs component of SG&A expenses also includes travel and living costs for such personnel. Additionally, the operational costs component of SG&A expenses includes acquisition related costs, legal and professional fees (which represent the costs of third-party legal, tax, accounting and other advisors), investments in research and development, digital technology, advanced automation and robotics, and an allowance for credit losses.

Amortization of acquired intangible assets. Amortization of acquired intangible assets consists of amortization expenses relating to intangible assets acquired through acquisitions.

Other operating (income) expense, net. Other operating (income) expense, net primarily consists of the impact of the change in the fair value of earn-out consideration and deferred consideration relating to business acquisitions, as well as certain operating losses resulting from the write-down of operating lease right-of-use assets, other assets, property, plant and equipment and intangible assets, impairment charges and losses on the sale of assets classified as held for sale and gains on termination of leases.

Foreign exchange gains (losses), net. Foreign exchange gains (losses), net primarily consists of gains or losses on the re-measurement of non-functional currency assets and liabilities. In addition, it includes gains or losses from derivative contracts entered into to offset the impact of the re-measurement of non-functional currency assets and liabilities. It also includes the realized and unrealized gains or losses on derivative contracts that do not qualify for hedge accounting.

We also enter into derivative contracts to offset the impact of the re-measurement of non-functional currency expenditures and income. The gains or losses on derivative contracts that qualify for hedge accounting, which are cash flow hedges, are deferred and included under other comprehensive income (loss) until the derivative contracts mature, at which time the gains or losses on such cash flow hedges are classified as net revenues, cost of revenue or selling, general and administrative expenses based on the underlying risk being hedged. See Note 2—"Summary of significant accounting policies" to our Consolidated Financial Statements under Part IV, Item 15—"Exhibits and Financial Statement Schedules" and Item 7A—"Quantitative and Qualitative Disclosures about Market Risk—Foreign Currency Risk."

77% of our fiscal 2023 revenues were earned in U.S. dollars. We also received payments in euros, U.K. pounds sterling, Australian dollars, Japanese yen and Indian rupees. Our costs are primarily incurred in U.S. dollars, as well as in Indian rupees, U.K. pounds sterling, Romanian leu, Chinese renminbi, euros and the currencies of the other countries in which we have operations. While some of our contracts provide for limited sharing of the risk of inflation and fluctuations in currency exchange rates, we bear a substantial portion of this risk, and therefore our operating results could be negatively affected by adverse changes in wage inflation rates and foreign currency exchange rates. See our discussion of wage inflation under "Expenses" above. We enter into forward currency contracts, which are generally designed to qualify for hedge accounting, in order to hedge most of our net cost currency exposure between the U.S. dollar and the Indian rupee and Mexican peso, between the Australian dollar and the Indian rupee, and between the euro and the Romanian leu, and our revenue currency exposure between the U.S. dollar and the U.K. pound sterling, Philippine peso, Hungarian forint, Chinese renminbi, Polish zloty and the euro, and between the Chinese renminbi and the Japanese yen. However, our ability to hedge such risks is limited by local law, the liquidity of the market for such hedges and other practical considerations. Thus, our results of operations may be adversely affected if we are not able to enter into the desired hedging arrangements or if our hedging strategies are not successful. See Note 2—"Summary of significant accounting policies" to our consolidated financial statements under Part IV, Item 15—"Exhibits and Financial Statement Schedules" for additional information.

Interest income (expense), net. Interest income (expense), net consists primarily of interest expense on indebtedness, including resulting from interest rate swaps and a treasury rate lock agreement, finance lease obligations, interest adjustments relating to earn-out consideration in connection with certain acquisitions, certain items related to debt restructuring, and interest income on certain deposits. We manage a portion of our interest rate risk related to floating rate indebtedness by entering into interest rate swaps under which we receive floating rate payments based on the greater of London Interbank Offered Rate ("LIBOR") or Term Secured Overnight Financing Rate ("SOFR"), as applicable, and the floor rate under our term loan and make payments based on a fixed rate.

Other income (expense), net. Other income (expense), net primarily includes certain government incentives received by our subsidiaries and changes in the fair value of assets in our deferred compensation plan.

Income taxes. We are incorporated in Bermuda and have operations in many countries. Our effective tax rate has historically varied and will continue to vary from year to year based on the tax rate in the jurisdiction of our organization, the geographical sources of our earnings and the tax rates in those countries, the tax relief and incentives available to us, the financing and tax planning strategies employed by us, changes in tax laws or the interpretation thereof, and movements in our tax reserves, if any.

Bermuda taxes. We are organized in Bermuda. Bermuda does not currently impose any income tax on us. On December 27, 2023, the government of Bermuda passed legislation introducing a corporate income tax of 15%, which will become effective on January 1, 2025. As a result of this new legislation, we recorded a deferred tax asset on net operating losses, which was fully offset by a valuation allowance.

Transfer pricing. We have transfer pricing arrangements among our subsidiaries involved in various aspects of our business, including operations, marketing, sales and delivery functions. U.S., U.K., and Indian transfer pricing regulations, as well as the regulations applicable in the other countries in which we operate, require that any international transaction involving affiliated enterprises be made on arm's-length terms. We consider the transactions among our subsidiaries to be substantially on arm's-length pricing terms. If, however, a tax authority in any jurisdiction reviews any of our tax returns and determines that the transfer prices we have applied are not appropriate, or that other income of our affiliates should be taxed in that jurisdiction, we may incur increased tax liability, including accrued interest and penalties, which would cause our tax expense to increase, possibly materially, thereby reducing our profitability and cash flows.

Other taxes. We have operating subsidiaries or branches in several countries, including Argentina, Australia, Brazil, Bulgaria, Canada, China, Costa Rica, the Czech Republic, Egypt, Germany, Guatemala, Hungary, India, Ireland, Israel, Japan, Malaysia, Mexico, the Netherlands, the Philippines, Poland, Portugal, Romania, Singapore, South Africa, Thailand, Turkey, the United Kingdom and the United States, as well as sales and marketing subsidiaries in certain jurisdictions, including the United States and the United Kingdom, which are subject to tax in such jurisdictions.

One of our subsidiaries in China obtained a ruling from the Government of China certifying it to be a Technologically Advanced Service Enterprise. As a result, that subsidiary was subject to a lower corporate income tax rate of 15% through December 31, 2023, subject to the fulfillment of certain conditions. Our delivery centers also enjoy corporate tax holidays or concessional tax rates in certain other jurisdictions, including Costa Rica, Israel and the Philippines. These tax concessions will expire over the next few years, possibly increasing our overall tax rate.

The governments of foreign jurisdictions where we deliver services may assert that certain of our clients have a "permanent establishment" in such jurisdictions by reason of the activities we perform on their behalf, particularly those clients that exercise control over or have substantial dependency on our services. Such an assertion could affect the size and scope of the services requested by such clients in the future.

Our ability to repatriate surplus earnings from our foreign subsidiaries in a tax-efficient manner is dependent upon interpretations of local laws, possible changes in such laws and the renegotiation of existing double tax avoidance treaties. Changes to any of these may adversely affect our overall tax rate.

Tax audits. Our tax liabilities may also increase, including due to accrued interest and penalties, if the applicable income tax authorities in any jurisdiction, during the course of any audits, were to disagree with any of our tax return positions. We have an indemnity from GE for any additional taxes attributable to periods prior to December 30, 2004.

Tax losses and other deferred tax assets. Our ability to utilize our tax loss carry forwards and other deferred tax assets and credits may be affected if our profitability deteriorates or if new legislation is introduced that changes carry-forward or crediting rules. Additionally, reductions in enacted tax rates may affect the value of our deferred tax assets and our tax expense.

Certain Acquisitions

From time to time we may make acquisitions or engage in other strategic transactions if suitable opportunities arise, and we may use cash, securities, other assets or a combination thereof as consideration.

On December 31, 2021, we acquired 100% of the outstanding equity/limited liability company interests in Hoodoo Digital, LLC, a Utah limited liability company, for total purchase consideration of $66.7 million. This amount represents cash consideration of $64.4 million, net of cash acquired of $2.3 million. This acquisition furthered our strategy to fuse experience and process innovation to help clients drive end-to-end digital transformation. Hoodoo's expertise with Adobe Experience Manager and other Adobe applications complements our existing end-to-end client solution that seamlessly integrates digital content, e-commerce, data analytics, and marketing operations. Goodwill arising from the acquisition amounting to $46.0 million has been allocated among our three reporting units as follows: Financial Services in the amount of $4.3 million, Consumer and Healthcare in the amount of $7.3 million and High Tech and Manufacturing in the amount of $34.4 million, using a relative fair value allocation method. Goodwill arising from this acquisition is deductible for income tax purposes and represents primarily the acquired capabilities and other benefits expected to result from combining the acquired operations with our existing operations.

New Bookings

New bookings is an operating or other statistical measure. We define new bookings as the total contract value of new client contracts and certain changes to existing client contracts to the extent that such contracts represent incremental future revenue. In determining total contract value for this purpose, we assume the volume to which the client has committed or make a conservative projection where the client has not made a volume commitment. New bookings attributable to deals may exclude a portion of the total contract value if the services are subject to certain contingencies, such as regulatory or other approvals. Regular renewals of contracts with no change in scope, which we consider business as usual, are not included as new bookings. We provide information regarding our new bookings because we believe doing so provides useful trend information regarding changes in the volume of our new business and may be a useful metric as an indicator of future revenue growth potential. Our management also uses new bookings to measure our sales force productivity.

New bookings in 2023 were $4.9 billion, up 25.6% from $3.9 billion in 2022.

New bookings can vary significantly year to year depending in part on the timing of signing of large contracts. The types of services clients are demanding, the duration of the contract and the pace and level of client spending may impact the conversion of new bookings to revenues. For example, bookings for our Digital Operations services, which are typically provided under multi-year contracts, generally convert to revenue over a longer period of time than do bookings for our Data-Tech-AI services, which often include shorter cycle, project-based work.

Information regarding our new bookings is not comparable to, nor should it be substituted for, an analysis of our revenues over time. The calculation of new bookings involves estimates and judgments. There are no third-party standards or requirements governing the calculation of new bookings. We do not update our new bookings for material subsequent terminations or reductions related to new bookings originally recorded in prior fiscal years. New bookings are recorded using then-existing foreign currency exchange rates and are not subsequently adjusted for foreign currency exchange rate fluctuations. Our revenues recognized each year will vary from the new bookings value since new bookings is a snapshot measurement of a portion of the total client contract value at a given time.

Critical Accounting Policies and Estimates

A summary of our significant accounting policies is included in Note 2—“Summary of significant accounting policies” to our consolidated financial statements under Part IV, Item 15—“Exhibits and Financial Statement Schedules.” An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made and if changes in the estimate that are reasonably possible could materially impact the financial statements or require a higher degree of judgment than others in their application. We base our estimates on historical experience, contractual commitments and on various other assumptions that we believe to be reasonable under the circumstances and at the time they are made. We believe the following critical accounting policies require a higher level of management judgment and estimates than others in preparing the consolidated financial statements. Management believes that the estimates used in the preparation of the consolidated financial statements are reasonable. Although these estimates are based upon management’s best knowledge of current events and actions, actual results could differ from these estimates.

Business combinations. The application of business combination accounting requires the use of significant estimates and assumptions. We account for business combinations using the acquisition method of accounting, by recognizing the identifiable tangible and intangible assets acquired and liabilities assumed, and any non-controlling interest in the acquired business, measured at their acquisition date fair values. Contingent consideration is included within the acquisition cost and is recognized at its fair value on the acquisition date. The measurement of purchase price, including future contingent consideration, if any, and its allocation, requires significant estimates in determining the fair values of assets acquired and liabilities assumed, including with respect to intangible assets and deferred and contingent consideration. Significant estimates and assumptions we may make include, but are not limited to, the timing and amount of future revenue and cash flows based on, among other things, anticipated growth rates, customer attrition rates, and the discount rate reflecting the risk inherent in future cash flows.

In addition, uncertain tax positions and tax-related valuation allowances assumed in connection with business combinations are initially estimated as of the acquisition date, and we reevaluate these items quarterly with any adjustments to our preliminary estimates being recorded to goodwill within the measurement period (up to one year from the acquisition date).

Goodwill and other intangible assets. Goodwill represents the cost of acquired businesses in excess of the fair value of the identifiable tangible and intangible net assets purchased. Goodwill is tested for impairment at least on an annual basis on December 31, or as circumstances warrant based on a number of factors, including operating results, business plans and future cash flows. We perform an assessment of qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. Based on our assessment of events or circumstances, we perform a quantitative assessment of goodwill impairment if it is determined that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. Based on the results of our assessments of qualitative factors, we determined that the fair values of all of our reporting units are likely to be higher than their respective carrying amounts as of December 31, 2022 and 2023.

During the year ended December 31, 2022, we took actions to realign our portfolio to focus on services we believe have the greatest opportunities for growth, and deprioritized assets that no longer fit with our long-term strategy. As such, during 2022, we identified and divested a business that was part of our Consumer and Healthcare segment and classified certain technology-related intangible assets and goodwill as held for sale. We tested these assets for impairment and determined that the carrying values were not recoverable and accordingly recorded an impairment charge to adjust the carrying amount of these assets to their fair value. The impairment charge was recorded in “other operating (income) expense, net.” During 2023, the sale of these assets was completed and we recorded a loss on the sale in "other operating (income) expense, net." See Note 8—“Assets and liabilities held for sale” to our consolidated financial statements under Part IV, Item 15—“Exhibits and Financial Statement Schedules” for additional information.

We capitalize certain software and technology development costs incurred in connection with developing or obtaining software or technology for sale to customers when the initial design phase is completed and commercial and technological feasibility has been established. Any development cost incurred before technological feasibility is established is expensed as incurred as research and development costs. Technological feasibility is established upon completion of a detailed design program or, in its absence, completion of a working model. Capitalized software and technology costs include only (i) the external direct costs of materials and services utilized in developing or obtaining software and technology and (ii) compensation and related benefits for employees who are directly associated with the project.

We test our intangible assets for impairment whenever events occur or changes in circumstances indicate that the related carrying amounts may not be recoverable. Determining whether we have incurred an impairment loss requires comparing the carrying amounts of the assets to the sum of future undiscounted cash flows expected to be generated by the assets. When determining the fair value of our intangible assets, we utilize various assumptions, including discount rates, estimated growth rates, economic trends and projections of future cash flows. These projections also take into account factors such as the expected impact of new client contracts, expanded or new business from existing clients, efficiency initiatives, and the maturity of the markets in which each of our businesses operates. We generally categorize intangible assets acquired individually or with a group of other assets or in a business combination as customer-related, marketing-related, technology-related, and other intangible assets. See Note 2—“Summary of significant accounting policies—Business combinations, goodwill and other intangible assets” and Note 10—“Goodwill and intangible assets” to our consolidated financial statements under Part IV, Item 15 —“Exhibits and Financial Statement Schedules” for more information about how we value our intangible assets. Actual results may vary, and may cause significant adjustments to the valuation of our assets in the future.

Income taxes. We calculate and provide for income taxes in each of the tax jurisdictions in which we operate. We account for income taxes using the asset and liability method. Under this method, income tax expense is recognized for the amount of taxes payable or refundable for the current year. In addition, deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their tax bases and for all operating losses and tax credits carried forward, if any. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates or tax status is recognized in the statement of income in the period that includes the enactment date or the filing or approval date of the tax status change. Deferred tax assets are recognized in full, subject to a valuation allowance that reduces the amount recognized to that which is more likely than not to be realized. In assessing the likelihood of realization, we consider estimates of future taxable income.

In the case of an entity that benefits from a corporate tax holiday, deferred tax assets or liabilities for existing temporary differences are recorded only to the extent such temporary differences are expected to reverse after the expiration of the tax holiday. We also evaluate potential exposures related to tax contingencies or claims made by tax authorities in various jurisdictions and determine if a reserve is required. A reserve is recorded if we believe that a loss is more likely than not to occur and the amount can be reasonably estimated. Any such reserves are based on estimates and are subject to changing facts and circumstances considering the progress of ongoing audits, case law and new legislation. We believe that the reserves we have established are adequate.

We apply a two-step approach for recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining, based on the technical merits, that the position is more likely than not to be sustained upon examination. The second step is to measure the tax benefit as the largest amount of the tax benefit that is greater than 50% likely of being realized upon settlement. We also include interest and penalties related to unrecognized tax benefits within our provision for income tax expense.

We generally plan to indefinitely reinvest the undistributed earnings of foreign subsidiaries, except for those earnings that can be repatriated in a tax-free manner. Accordingly, we do not currently accrue any material income, distribution or withholding taxes that would arise if such earnings were repatriated.

Due to rounding, the numbers presented in the tables included in this Item 7—“Management’s Discussion and Analysis of Financial Condition and Results of Operations” may not add up precisely to the totals provided.

Results of Operations

For a discussion of our results of operations for the year ended December 31, 2021, including a year-to-year comparison between 2022 and 2021, refer to Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2022.

The following table sets forth certain data from our income statement for the years ended December 31, 2022 and 2023:

	Year ended December 31,		Percentage change increase/ (decrease)
	2022	**2023**	**2023 vs. 2022**
Data-Tech-AI services	$ 1,959.9	$ 1,993.1	1.7 %
Digital Operations services	$ 2,411.3	$ 2,483.8	3.0 %
Total net revenues	**$ 4,371.2**	**$ 4,476.9**	**2.4 %**
Cost of revenue	2,834.8	2,906.2	2.5 %
Gross profit	**$ 1,536.4**	**$ 1,570.7**	**2.2 %**
Gross profit margin	**35.1 %**	**35.1 %**	
Operating expenses			
Selling, general and administrative expenses	938.4	913.1	(2.7)%
Amortization of acquired intangible assets	42.7	31.5	(26.3)%
Other operating (income) expense, net	53.2	(4.7)	(108.9)%
Income from operations	**$ 502.2**	**$ 630.9**	**25.6 %**
Income from operations as a percentage of net revenues	**11.5 %**	**14.1 %**	
Foreign exchange gains (losses), net	15.4	4.3	(72.2)%
Interest income (expense), net	(52.2)	(47.9)	(8.2)%
Other income (expense), net	(0.1)	15.0	NM*
Income before income tax expense	**$ 465.2**	**$ 602.2**	**29.4 %**
Income tax expense (benefit)	111.8	(29.0)	(126.0)%
Net income	**$ 353.4**	**$ 631.3**	**78.6 %**
Net income as a percentage of net revenues	**8.1 %**	**14.1 %**	

**Not Meaningful*

Fiscal Year Ended December 31, 2023 Compared to the Fiscal Year Ended December 31, 2022

Net revenues. Our net revenues were $4,476.9 million in 2023, up $105.7 million, or 2.4%, from $4,371.2 million in 2022. Growth in our net revenues was driven by both Data-Tech-AI and Digital Operations services.

Adjusted for foreign exchange, primarily the impact of changes in the values of Japanese yen, Australian dollar, Indian Rupee and South African rand against the U.S. dollar, our net revenues grew 3.1% in 2023 compared to 2022 on a constant currency[2] basis. Revenue growth on a constant currency[2] basis is a non-GAAP measure. We provide information about our revenue growth on a constant currency[2] basis so that our revenue may be viewed without the impact of foreign currency exchange rate fluctuations compared to prior fiscal periods, thereby facilitating period-to-period comparisons of our business performance. Total net revenues on a constant currency[2] basis are calculated by restating current-period activity using the prior fiscal period's foreign currency exchange rates and adjusted for hedging gains/losses.

Our average headcount increased to approximately 123,400 in 2023 from approximately 115,800 in 2022.

	Year ended December 31,		Percentage change increase/ (decrease) 2023 vs. 2022
	2022	2023	
	(dollars in millions)		
Data-Tech-AI services	$ 1,959.9	$ 1,993.1	1.7 %
Digital Operations services	$ 2,411.3	$ 2,483.8	3.0 %
Total net revenues	**$ 4,371.2**	**$ 4,476.9**	**2.4 %**

Net revenues from Data-Tech-AI services in 2023 were $1,993.1 million, up $33.2 million, or 1.7%, from $1,959.9 million in 2022. This increase was largely driven by continued growth in our supply chain management services as well as an increase in revenue from automating core client finance and accounting processes in 2023 compared to 2022.

Net revenues from Digital Operations services in 2023 were $2,483.8 million, up $72.5 million, or 3.0%, from $2,411.3 million in 2022, primarily due to ramp-ups from certain new large deals and existing contracts.

Revenues by segment were as follows:

	Year ended December 31,		Percentage change increase/ (decrease) 2023 vs. 2022
	2022	2023	
	(dollars in millions)		
Financial Services	$ 1,159.7	$ 1,225.4	5.7 %
Consumer and Healthcare	1,593.5	1,570.7	(1.4) %
High Tech and Manufacturing	1,617.9	1,680.8	3.9 %
Net revenues	**4,371.2**	**4,476.9**	**2.4 %**
Business held for sale	(12.0)	(0.5)	(95.9) %
Net revenues (excluding business held for sale)	**$ 4,359.2**	**$ 4,476.4**	**2.7 %**

Net revenues from our Financial Services segment increased by 5.7% in 2023 compared to 2022, largely due to continued demand for our underwriting and risk management services in our insurance vertical, which leverage data and analytics, as well as our digital solutions involving automation of back-office processes, partially offset by a decline in client spending on short-cycle discretionary technology projects. Net revenues from our Consumer and Healthcare segment decreased by 1.4% in 2023 compared to 2022, largely driven by lower Data-Tech-AI services revenue in 2023 compared to 2022, and the impact of the recent divestiture of the business that we had previously classified as held for sale, which was completed in February 2023. Net revenues from our High Tech and Manufacturing segment increased by 3.9% in 2023 compared to 2022, largely driven by revenues from recently signed large deals, continued ramp-ups of existing client relationships and client demand for our supply chain management and sales and commercial engagements, partially offset by a change in the deal scope for a large client in early 2023. Net revenues from "Business held for sale" in the table above represent revenues from a business we had previously classified as held for sale with effect from April 1, 2022 as part of a series of actions we took in 2022 to focus our business on emerging solutions where we see the greatest opportunities for growth and to deprioritize assets that no longer fit with our long-term strategy. The sale of the business we had previously classified as held for sale was completed in the first quarter of 2023.

[2] Revenue growth on a constant currency basis is a non-GAAP measure and is calculated by restating current-period activity using the prior fiscal period's foreign currency exchange rates adjusted for hedging gains/losses in such period.

For additional information, see Note 8—“Assets and liabilities held for sale” and Note 24—“Segment reporting” to our consolidated financial statements under Part IV, Item 15—“Exhibits and Financial Statement Schedules.”

With effect from January 1, 2023, we have modified the items that are allocated to our reportable segments for the purpose of evaluating segment performance, and we now allocate by segment certain foreign exchange gains/(losses) (to the extent included in income from operations) and unallocated resource costs. Segment results after such allocation are reviewed by the Chief Operating Decision Maker ("CODM") to evaluate segment performance. Prior to January 1, 2023, the CODM evaluated the performance of reportable segment revenue after excluding these items, which were previously included under "Others." Accordingly, we have recast the segment revenue of our reportable segments for 2022 to present comparable segment information. For additional information, see Note 24—“Segment reporting” to our consolidated financial statements under Part IV, Item 15—“Exhibits and Financial Statement Schedules.”

Cost of revenue. Cost of revenue was $2,906.2 million in 2023, up $71.4 million, or 2.5%, from $2,834.8 million in 2022. The increase in our cost of revenue in 2023 compared to 2022 was primarily due to (i) an increase in our operational headcount to support revenue growth, (ii) wage inflation, and (iii) higher travel related expenses. This increase was partially offset by (i) lower depreciation and amortization expense, (ii) lower contractor expenses, and (iii) an employee severance charge of $8.4 million as part of the restructuring we undertook in 2022, while no corresponding charge was recorded in 2023. For additional information, see Note 27—“Restructuring” to our consolidated financial statements under Part IV, Item 15—“Exhibits and Financial Statement Schedules.”

Gross margin. Our gross margin remained flat at 35.1% from 2022 to 2023, primarily due to higher wage inflation, an increase in our operational headcount and higher travel-related expenses in 2023 compared to 2022, which were largely offset by lower depreciation and amortization expense and lower third party consultant expenses in 2023 compared to 2022. We also incurred an employee severance charge of $8.4 million in 2022 as part of a restructuring, while no corresponding charge was recorded in 2023. For additional information, see Note 27—“Restructuring” to our consolidated financial statements under Part IV, Item 15—“Exhibits and Financial Statement Schedules.”

Selling, general and administrative (SG&A) expenses. SG&A expenses as a percentage of total net revenues were 20.4% in 2023 and 21.5% 2022. SG&A expenses were $913.1 million in 2023, down $25.3 million, or 2.7%, from $938.4 million in 2022. The decrease in SG&A expenses was primarily due to the impact of the divestiture of the business we had previously classified as held for sale, controlled spending on support functions and an employee severance charge as part of a restructuring in 2022, while no corresponding charge was recorded in 2023. For additional information, see Note 8—“Assets and liabilities held for sale” and Note 27—“Restructuring” to our consolidated financial statements under Part IV, Item 15—“Exhibits and Financial Statement Schedules.”

Amortization of acquired intangibles. Amortization of acquired intangibles was $31.5 million in 2023, down $11.2 million, or 26.3%, from $42.7 million in 2022. This decrease was primarily due to the completion of useful lives of intangibles acquired in prior periods.

Other operating (income) expense, net. Other operating income (net of expense) was $4.7 million in 2023, compared to other operating expense (net of income) of $53.2 million in 2022. This change was primarily due to (i) a gain of $4.9 million on the termination of an abandoned lease in 2023 with no corresponding gain recorded in 2022, (ii) a $20.3 million write-down related to the abandonment of various office premises and a $1.4 million write-down related to tangible assets, both of which were taken as part of a restructuring we undertook in 2022, and (iii) an impairment charge of $32.6 million in 2022 related to assets previously classified as held for sale, while no corresponding charge was recorded in 2023. For additional information, see Note 8—“Assets and liabilities held for sale” and Note 27—“Restructuring” to our consolidated financial statements under Part IV, Item 15—“Exhibits and Financial Statement Schedules.”

Income from operations. As a result of the foregoing factors, income from operations as a percentage of total net revenues increased from 11.5% in 2022 to 14.1% in 2023. Income from operations increased by $128.7 million from $502.2 million in 2022 to $630.9 million in 2023, primarily due to an increase in gross margin and lower selling, general and administrative expenses in 2023, an impairment charge on assets previously classified as held for sale and the restructuring undertaken in 2022, as discussed above.

Foreign exchange gains (losses), net. We recorded a net foreign exchange gain of $4.3 million in 2023, compared to $15.4 million in 2022. The gains in both the years resulted primarily from the depreciation of the Indian rupee against the U.S. dollar.

Interest income (expense), net. Our interest expense (net of interest income) was $47.9 million in 2023, down $4.3 million from $52.2 million in 2022, primarily due to a $12.5 million increase in interest income in 2023 compared to 2022, offset by a $8.2 million increase in interest expense in 2023 compared to 2022.

Our interest income increased from $5.9 million in 2022 to $18.4 million in 2023 due to higher interest rates on deposits in 2023 compared to 2022. The increase in interest expense was largely due to (i) a higher average benchmark-based rate on our term loan, partially offset by lower volume and higher gains on interest rate swaps taken to hedge interest rate exposure under our term loan in 2023 compared to 2022, which we discuss in the section titled “Liquidity and Capital Resources—Financial Condition” below, and (ii) higher interest expense related to receivables sold under our revolving accounts receivable-based facilities in 2023 compared to 2022. This increase was partially offset by lower interest expense in 2023 compared to 2022 due to the repayment in April 2022 of our $350 million aggregate principal amount of 3.70% senior notes issued in March 2017. The weighted average rate of interest on our debt, including the net impact of interest rate swaps, increased from 3.0% in 2022 to 3.7% in 2023.

Other income (expense), net. Our other income (net of expense) was $15.0 million in 2023, compared to other expense (net of income) of $0.1 million in 2022. This change was primarily due to a gain on changes in the fair value of assets in our deferred compensation plan in 2023 compared to a loss on changes in the fair value of assets in our deferred compensation plan in 2022.

Income tax expense/(benefit). Our income tax expense was $111.8 million in 2022, compared to an income tax benefit of $29.0 million in 2023. Our effective tax rate ("ETR") was (4.8%) in 2023 and 24.0% in 2022. The change in our ETR in 2023 was primarily due to the recording of a non-recurring tax benefit of $169.9 million on an intra-entity transfer of certain intellectual property rights from certain non-US subsidiaries to certain wholly-owned US subsidiaries in an effort to better align with our business operations.

Net income. As a result of the foregoing factors, net income as a percentage of net revenues was 14.1% in 2023, up from 8.1% in 2022. Net income increased by $277.9.0 million from $353.4 million in 2022 to $631.3 million in 2023, primarily due to a decrease in income tax expense due to a non-recurring tax benefit in 2023 and a change in other operating income during 2023.

Adjusted income from operations. Adjusted income from operations ("AOI"), increased by $44.7 million from $718.2 million in 2022 to $762.9 million in 2023. Our AOI margin increased from 16.5% in 2022 to 17.0% in 2023, primarily driven by cost efficiencies and operating leverage in 2023 compared to 2022. In calculating our AOI margin for 2023 and 2022, we adjusted total net revenues to exclude net revenues of $0.5 million in 2023 and $12.0 million in 2022 from the business previously classified as held for sale.

AOI is a non-GAAP measure and is 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 financial measures used by other companies. We believe that presenting AOI together with our reported results can provide useful supplemental information to our investors and management regarding financial and business trends relating to our financial condition and results of operations. A limitation of using AOI versus net income calculated in accordance with GAAP is that AOI excludes certain recurring costs and certain other charges, namely stock-based compensation and amortization of acquired intangibles. We compensate for this limitation by providing specific information on the GAAP amounts excluded from AOI.

We calculate AOI as net income, excluding (i) stock-based compensation, (ii) amortization and impairment of acquired intangible assets, (iii) acquisition-related expenses excluded in the period in which an acquisition is consummated, (iv) foreign exchange (gains)/losses (other than those included in income from operations), (v) restructuring (income) expense, (vi) any loss or gain on businesses held for sale, including impairment charges, (vii) interest (income) expense, and (viii) income tax expense/(benefit), as we believe that our results after taking into account these adjustments more accurately reflect our ongoing operations. For additional information, see Note 24—“Segment reporting” to our consolidated financial statements under Part IV, Item 15—“Exhibits and Financial Statement Schedules.”

During the year ended December 31, 2022, we carried out certain restructuring activities in line with our long-term strategy to implement a flexible, hybrid global delivery model that incorporates a mix of offshore, onshore, near-shore, and remote working. As a result, we determined that certain leases and employee roles were unnecessary. Accordingly, we took a restructuring charge of $38.8 million, which was excluded from AOI during the year ended December 31, 2022. No corresponding charge was recorded during the year ended December 31, 2023. For additional information, see Note 27—“Restructuring” to our consolidated financial statements under Part IV, Item 15—“Exhibits and Financial Statement Schedules.”

During the year ended December 31, 2022, management approved a plan to divest a business within our Consumer and Healthcare segment. We classified the assets and liabilities of this business as held for sale and recorded net revenues of $12.0 million and $0.5 million in 2022 and 2023, respectively, and losses of $24.8 million and $1.2 million in 2022 and 2023, respectively. We also recorded an impairment charge of $32.6 million on assets previously classified as held for sale in 2022. The sale of this business was completed in the first quarter of 2023, resulting in a loss of $0.8 million in 2023. The related loss and impairment charge were excluded from AOI.

For additional information, see Note 8—"Assets and liabilities held for sale" and Note 24—"Segment reporting" to our consolidated financial statements under Part IV, Item 15—"Exhibits and Financial Statement Schedules."

The following table shows the reconciliation of AOI to the most directly comparable GAAP measure for the years ended December 31, 2022 and 2023:

	Year ended December 31,			
	2022		2023	
	(dollars in millions)			
Net income	**$**	**353.4**	**$**	**631.3**
Foreign exchange (gains) losses, net	$	(15.4)	$	(4.3)
Interest (income) expense, net	$	52.2	$	47.9
Income Tax Expense/ (Benefit)	$	111.8	$	(29.0)
Stock-based compensation	$	77.4	$	88.6
Amortization and impairment of acquired intangible assets	$	42.6	$	31.3
Loss on the sale of business classified as held for sale	$	—	$	0.8
Restructuring expense (income)	$	38.8	$	(4.9)
Loss relating to business held for sale	$	24.8	$	1.2
Impairment charge on assets classified as held for sale	$	32.6	$	—
Adjusted income from operations	**$**	**718.2**	**$**	**762.9**

The following table sets forth our AOI by reportable business segment for the years ended December 31, 2022 and 2023:

	Year ended December 31,				Percentage change increase/ (decrease) 2023 vs. 2022
	2022		2023		
	(dollars in millions)				
Financial Services	$	172.3	$	193.4	12.2 %
Consumer and Healthcare	$	233.0	$	242.5	4.0 %
High Tech and Manufacturing	$	303.6	$	297.9	(1.9) %
Total reportable segment	**$**	**708.9**	**$**	**733.7**	**3.5 %**
Others	$	(15.5)	$	28.0	281.0 %
Total	**$**	**693.4**	**$**	**761.7**	**9.9 %**
Loss relating to business held for sale	$	24.8	$	1.2	NM*
Adjusted income from operations	**$**	**718.2**	**$**	**762.9**	**6.2 %**

**Not Meaningful*

AOI of our Financial Services segment increased to $193.4 million in 2023 from $172.3 million in 2022, primarily due to higher revenues, improved efficiency and the net favorable impact of allocating foreign exchange gains/(losses) and resource costs in 2023 compared to 2022, partially offset by the impact of wage inflation. AOI of our Consumer and Healthcare segment increased to $242.5 million in 2023 from $233.0 million in 2022, primarily due to improved efficiencies, the net favorable impact of allocating foreign exchange gains/(losses) and resource costs, and the absence of a loss in 2023 from the business we had previously classified as held for sale, partially offset by the impact of wage inflation in 2023 compared to 2022. AOI of our High Tech and Manufacturing segment decreased to $297.9 million in 2023 from $303.6 million in 2022, primarily due to wage inflation and higher investments made in certain new large client deals in 2023 compared to 2022, partially offset by higher revenue and the net favorable impact of allocating foreign exchange gains/(losses) and resource costs in 2023 compared to 2022. With effect from January 1, 2023, we modified the items that are allocated to our reportable segments for the purpose of evaluating segment performance, and we now allocate by segment certain foreign exchange gains/(losses) (to the extent included in income from operations) and unallocated resource costs. Segment results after such allocation are reviewed by the CODM to evaluate segment performance. Prior to January 1, 2023, the CODM evaluated the performance of reportable segment adjusted income from operations after excluding these items, which were previously included under "Others." Accordingly, we have recast the segment adjusted income from operations of our reportable segments for 2022 to present comparable segment information. AOI for "Others" in the table above primarily represents the adjustment of allowances for credit losses and over- or under-absorption of overheads, none of which is allocated to any individual segment for management's internal reporting purposes.

AOI for "Business held for sale" in the table above primarily represents the loss attributable to a business previously classified as held for sale. See Note 8—"Assets and liabilities held for sale" and Note 24—“Segment reporting” to our consolidated financial statements under Part IV, Item 15—“Exhibits and Financial Statement Schedules.”

Seasonality

Our financial results may vary from period to period. Our revenues are typically higher in the third and fourth quarters than in other quarters, as a result of several factors. We generally find that demand for short-term Data-Tech-AI services, including analytics and IT projects, increases in the fourth quarter as our clients utilize the balance of their budgets for the year. In addition, contracts for long-term Digital Operations engagements are often signed in the first and second quarters as clients begin new budget cycles. Volumes under such contracts then increase in the latter part of the year as engagements ramp up. Additionally, demand for certain services, such as collections and transaction processing, is often greater in the second half of the year as our clients’ volumes in such areas increase.

Statement of financial position

Key changes in our financial position during 2023

Following are the significant changes in our financial position as of December 31, 2023 compared to December 31, 2022:

- **Short-term borrowings decreased by $141.0 million**

  The decrease in our short-term debt is primarily due to payments made on our term loan in 2023 and lower utilization of the funded drawdown of the credit facility under our amended and restated credit agreement entered into in December 2022, which consists of a $530.0 million term loan and a $650.0 million revolving credit facility. For additional information, see Note 15—“Short-term borrowings” to our consolidated financial statements under Part IV, Item 15—“Exhibits and Financial Statement Schedules” for additional information.

- **Prepaid expenses, other current assets, contract cost assets and other assets increased by $35.3 million**

  The increase in prepaid expenses, other current assets, contract cost assets and other assets is primarily due to higher tax payments (net of refunds), higher contract assets (net of amortization) and higher deferred billings. The increase was partially offset by a decrease in prepaid expenses, contract cost assets and a reduction in finance lease right-of-use assets. For additional information, see Note 25—“Net revenues—Contract balances” to our consolidated financial statements under Part IV, Item 15—“Exhibits and Financial Statement Schedules” for additional information.

- **Accounts receivable, net increased by $122.0 million**

  The increase in our accounts receivable is primarily due to higher days sales outstanding.

- **Goodwill and intangible assets decreased by $37.1 million**

  Goodwill decreased by $0.4 million, primarily due to the effect of exchange rate fluctuations. Our intangible assets decreased by $36.7 million due to the amortization of intangible assets. For additional information, see Note 10—“Goodwill and intangible assets” to our consolidated financial statements under Part IV, Item 15—“Exhibits and Financial Statement Schedules.”

- **Operating lease right-of-use assets decreased by $12.2 million**

  The decrease in operating lease right-of-use assets is due to amortization, partially offset by assets recognized due to leases entered into in 2023. For additional information, see Note 12—“Leases” to our consolidated financial statements under Part IV, Item 15—“Exhibits and Financial Statement Schedules.”

- **Operating lease liability decreased by $26.1 million**

  The decrease in operating lease liability is due to lease payments, partially offset by additions and modifications in 2023.

- **Accounts payable, accrued expenses, other current liabilities and other liabilities decreased by $20.6 million**

  The decrease in accounts payable, accrued expenses, other current liabilities and other liabilities is primarily due to a reduction in accounts payable, contract liabilities, finance lease liabilities, statutory liabilities and lower mark-to-market losses on derivative financial instruments in 2023 compared to 2022. This decrease was partially offset by an increase in expense related accruals and employee related accruals in 2023.

- **Long-term debt decreased by $18.3 million**

  The decrease in long-term debt is primarily due to installment payments made on our term loan in 2023. For additional information, see Note 14—“Long-term debt” to our consolidated financial statements under Part IV, Item 15—“Exhibits and Financial Statement Schedules.”

- **Net deferred tax assets increased by $155.9 million**

  Our net deferred tax assets increased by $155.9 million, primarily due to the recording of a non-recurring tax benefit of $169.9 million on an intra-entity transfer of certain intellectual property rights from certain non-US subsidiaries to certain wholly-owned US subsidiaries in an effort to better align with our business operations. For additional information, see Note 23—“Income taxes” to our consolidated financial statements under Part IV, Item 15—“Exhibits and Financial Statement Schedules.”

Liquidity and Capital Resources

Overview

Information about our financial position as of December 31, 2022 and 2023 is presented below:

	As of December 31, 2022	As of December 31, 2023	Percentage Change increase/(decrease) 2023 vs. 2022
	(dollars in millions)		
Cash and cash equivalents	$ 646.8	$ 583.7	(9.8)%
Short-term borrowings	151.0	10.0	(93.4)%
Long-term debt due within one year	26.1	432.2	1,553.8 %
Long-term debt other than the current portion	1,249.2	824.7	(34.0)%
Genpact Limited total shareholders’ equity	$ 1,826.2	$ 2,248.4	23.1 %

Financial Condition

We have historically financed our operations and our expansion, including acquisitions, with cash from operations and borrowing facilities.

As of December 31, 2023, $581.4 million of our $583.7 million in cash and cash equivalents was held by our foreign (non-Bermuda) subsidiaries. $208.0 million of this cash is held by foreign subsidiaries for which we expect to incur and have accrued a deferred tax liability on the repatriation of $92.3 million of retained earnings. $277.7 million of the cash and cash equivalents is held by foreign subsidiaries in jurisdictions where no tax is expected to be imposed upon repatriation. The remaining $95.7 million in cash and cash equivalents held by foreign subsidiaries is being indefinitely reinvested.

On February 10, 2022, our board of directors approved a 16% increase in our quarterly cash dividend from $0.1075 per common share to $0.125 per common share, representing an annual dividend of $0.50 per common share for 2022, up from $0.43 per common share in 2021. On March 23, 2022, June 24, 2022, September 23, 2022 and December 23, 2022, we paid dividends of $0.125 per share, amounting to $23.1 million, $22.9 million, $22.9 million and $22.9 million in the aggregate, to shareholders of record as of March 10, 2022, June 10, 2022, September 9, 2022 and December 9, 2022, respectively.

On February 9, 2023, our board of directors approved a 10% increase in our quarterly cash dividend from $0.125 per common share to $0.1375 per common share, representing an annual dividend of $0.55 per common share for 2023, up from $0.50 per common share in 2022. On March 24, 2023, June 26, 2023, September 26, 2023 and December 22, 2023, we paid dividends of $0.1375 per share, amounting to $25.3 million, $25.0 million, $24.9 million and $24.8 million in the aggregate, to shareholders of record as of March 10, 2023, June 9, 2023, September 8, 2023 and December 8, 2023, respectively.

On February 8, 2024, our board of directors approved an 11% increase in our quarterly cash dividend from $0.1375 per common share to $0.1525 per common share, representing a planned annual dividend of $0.61 per common share for 2024, up from $0.55 per common share in 2023. Any future dividends will be at the discretion of our board of directors and subject to Bermuda and other applicable laws.

As of December 31, 2023, the total authorization under our existing share repurchase program was $2,250.0 million, of which $399.5 million remained available as of December 31, 2023. Since our share repurchase program was initially authorized in 2015, we have repurchased 58,178,075 of our common shares at a weighted average price of $31.81 per share, for an aggregate purchase price of $1,850.5 million. This amount includes shares repurchased under our 2017 accelerated share repurchase program.

During the years ended December 31, 2022 and 2023, we repurchased 4,777,205 and 6,013,793 of our common shares, respectively, on the open market at a weighted average price of $44.79 and $37.48 per share, respectively, for an aggregate purchase price of $214.0 million and $225.4 million, respectively. All repurchased shares have been retired.

For additional information, see Note 19—"Capital stock" to our consolidated financial statements under Part IV, Item 15—"Exhibits and Financial Statement Schedules."

We expect that for the next twelve months and for the foreseeable future our cash from operations, cash reserves and debt capacity will be sufficient to finance our operations, our growth and expansion plans, dividend payments and additional share repurchases we may make under our share repurchase program. In addition, we may raise additional funds through public or private debt or equity financings. Our working capital needs are primarily to finance our payroll and other administrative and information technology expenses in advance of the receipt of accounts receivable. Our primary capital requirements include opening new delivery centers, expanding existing operations to support our growth, financing acquisitions and enhancing capabilities, including building certain digital solutions.

Cash flows from operating, investing and financing activities, as reflected in our consolidated statements of cash flows, are summarized in the following table:

	Year ended December 31, 2022	Year ended December 31, 2023	Percentage change increase/ (decrease) 2023 vs. 2022
	(dollars in millions)		
Net cash provided by (used for)			
Operating activities	$ 443.7	$ 490.8	10.6 %
Investing activities	(36.6)	(78.9)	115.7 %
Financing activities	(571.4)	(483.0)	(15.5)%
Net decrease in cash and cash equivalents	**$ (164.3)**	**$ (71.1)**	**(56.7)%**

Cash flows from operating activities. Net cash provided by operating activities was $490.8 million in 2023, up from $443.7 million in 2022. This increase was primarily due to a (i) $277.9 million increase in net income in 2023 compared to 2022, (ii) a $195.5 million decrease in non-cash expenses in 2023 compared to 2022, primarily due to a deferred income tax asset recorded in connection with a non-recurring deferred tax benefit of $169.9 million in 2023 on an intra-entity transfer of certain intellectual property rights from certain non-US subsidiaries to certain wholly-owned US subsidiaries in an effort to better align with our business operations, lower write-downs of operating lease right-of-use assets, intangible assets and property, plant and equipment, including those previously classified as held for sale, lower depreciation and amortization expense, partially offset by an increase in stock-based compensation expense in 2023 compared to 2022, and (iii) a $35.2 million increase in net operating assets driven by higher investments in accounts receivable, higher tax payments (net of refunds) and higher payments for statutory liabilities, partially offset by higher Goods and Service Tax ("GST") refunds in India and lower vendor related payments.

Cash flows used for investing activities. Our net cash used for investing activities was $78.9 million in 2023, compared to $36.6 million in 2022. This increase was primarily due to cash used for the divestiture of a business of $19.5 million in 2023 compared to proceeds of $17.8 million from the sale of a portion of the business previously classified as held for sale in 2022. Cash used for payments (net of sales proceeds) for the purchase of property, plant and equipment and acquired/internally generated intangible assets increased by $4.4 million in 2023 compared to 2022. For additional information, see Note 8—"Assets and liabilities held for sale" to our consolidated financial statements under Part IV, Item 15—"Exhibits and Financial Statement Schedules."

Cash flows used for financing activities. Our net cash used for financing activities was $483.0 million in 2023, compared to $571.4 million in 2022. This decrease was primarily due to (i) lower repayments of borrowings (net of proceeds), amounting to $160.9 million in 2023 compared to $230.0 million in 2022, (ii) higher proceeds from the issuance of common shares under our stock-based compensation plans, amounting to $39.5 million in 2023 compared to $27.8 million in 2022, and (iii) lower payments for the net settlement of stock-based awards, amounting to $21.5 million in 2023 compared to $44.9 million in 2022.

This decrease was partially offset by (i) higher payments for stock purchased and retired (including payments of expenses and taxes related to stock repurchase activity), amounting to $225.5 million in 2023 compared to $214.1 million in 2022, and (ii) higher dividend payments, amounting to $100.0 million in 2023 compared to $91.8 million in 2022.

Financing Arrangements (Credit facility)

In December 2022, we entered into an amended and restated credit agreement (the "2022 Credit Agreement") with Genpact USA, Inc. (“Genpact USA”), Genpact Global Holdings (Bermuda) Limited (“GGH”) and Genpact Luxembourg S.à r.l. (“Genpact Luxembourg”, and together with Genpact USA and GGH, the “Borrowers”), as borrowers, Wells Fargo Bank, National Association (“Wells Fargo”), as administrative agent, swingline lender and issuing bank, and the lenders and other parties thereto, which consists of a $530.0 million term loan and a $650.0 million revolving credit facility. An additional third-party fee paid in connection with the 2022 Credit Agreement is being amortized over the term of the term loan and revolving credit facility, which expire on December 13, 2027. In connection with our entry into the 2022 Credit Agreement, we terminated our existing credit facility under our amended and restated credit agreement entered into August 2018 (the “2018 Credit Agreement”) with the Borrowers, as borrowers, Wells Fargo, as administrative agent, and the lenders and other financial institutions party thereto, which was comprised of a $680.0 million term loan and a $500.0 million revolving credit facility. The 2022 Credit Agreement replaced the 2018 Credit Agreement.

The 2022 Credit Agreement is guaranteed by us and certain of our subsidiaries. The obligations under the 2022 Credit Agreement are unsecured.

The outstanding balance of the term loan under the 2018 Credit Agreement as of the date of 2022 Credit Agreement was $527.0 million. The term loan and the revolving credit facility under the 2022 Credit Agreement have a term of five years and expire on December 13, 2027. The 2022 Credit Agreement did not result in a substantial modification of $290.9 million of the outstanding term loan under the 2018 Credit Agreement. As a result of the 2022 Credit Agreement, we extinguished $236.1 million of funding arrangements for the outstanding term loan under the 2018 Credit Agreement and obtained funding from new lenders of $239.1 million, resulting in outstanding principal of $530.0 million of the term loan under the 2022 Credit Agreement. In connection with the 2022 Credit Agreement, we expensed $0.1 million, representing partial acceleration of the amortization of the existing unamortized debt issuance costs and an additional fee paid to our lenders related to the term loan under the 2022 Credit Agreement. The overall borrowing capacity under the revolving credit facility under the 2022 Credit Agreement is $650.0 million, an increase from $500.0 million under the 2018 Credit Agreement. In connection with the 2022 Credit Agreement, we expensed $0.1 million relating to existing unamortized debt issuance cost. The remaining unamortized costs and an additional third-party fee paid in connection with the 2022 Credit Agreement will be amortized over the term of the facility, which will expire on December 13, 2027.

Borrowings under the 2022 Credit Agreement bear interest at a rate equal to, at our election, either Adjusted Term SOFR (which is the rate per annum equal to (a) Term SOFR (the forward-looking secured overnight financing rate) plus (b) a Term SOFR Adjustment of 0.10% per annum, but in no case lower than 0.00%) plus an applicable margin equal to 1.375% per annum or a base rate plus an applicable margin equal to 0.375% per annum, in each case subject to adjustment based on the Borrowers' debt ratings provided by Standard & Poor’s Rating Services and Moody’s Investors Service, Inc. from time to time (the "Debt Ratings"). The revolving credit commitments under the 2022 Credit Agreement are subject to a commitment fee equal to 0.20% per annum, subject to adjustment based on the Debt Ratings. The commitment fee accrues on the actual daily amount by which the aggregate revolving commitments exceed the sum of outstanding revolving loans and letter of credit obligations.

The 2022 Credit Agreement restricts certain payments, including dividend payments, if there is an event of default under the 2022 Credit Agreement or if we are not, or after making the payment would not be, in compliance with certain financial covenants contained in the 2022 Credit Agreement. These covenants require us to maintain a net debt to EBITDA leverage ratio of below 3x and an interest coverage ratio of more than 3x. During the year ended December 31, 2023, we were in compliance with the terms of the 2022 Credit Agreement, including all of the financial covenants therein. Our retained earnings are not subject to any restrictions on availability to make dividend payments to shareholders, subject to compliance with the financial covenants described above that are contained in the 2022 Credit Agreement.

As of December 31, 2022 and 2023, our outstanding term loan, net of debt amortization expense of $1.6 million and $1.3 million, respectively, was $528.4 million and $508.9 million, respectively.

We also have fund-based and non-fund based credit facilities with banks, which are available for operational requirements in the form of overdrafts, letters of credit, guarantees and short-term loans. As of December 31, 2022 and 2023, the limit available under such facilities was $22.9 million and $23.3 million, respectively, of which $5.4 million and $9.3 million, respectively, was utilized, constituting non-funded drawdown. As of December 31, 2022 and 2023, a total of $153.7 million and $11.6 million, respectively, of our revolving credit facility was utilized, of which $151.0 million and $10.0 million, respectively, constituted funded drawdown, and $2.7 million and $1.6 million, respectively, constituted non-funded drawdown.

We manage a portion of our interest rate risk related to floating rate indebtedness by entering into interest rate swaps under which we receive floating rate payments based on the greater of Term SOFR and the floor rate under our term loan and make payments based on a fixed rate. As of December 31, 2023, we were party to interest rate swaps covering a total notional amount of $148.1 million. Under these swap agreements, the rate that we pay to banks in exchange for Term SOFR ranges between 0.15% and 4.72%.

Genpact Luxembourg issued $400 million aggregate principal amount of 3.375% senior notes in November 2019 (the “2019 Senior Notes”). The 2019 Senior Notes are fully guaranteed by the Company and Genpact USA, Inc. The total debt issuance cost of $2.9 million incurred in connection with the 2019 Senior Notes offering is being amortized over the life of the notes as additional interest expense. As of December 31, 2022 and 2023, the amount outstanding under the 2019 Senior Notes, net of debt amortization expense of $1.1 million and $0.5 million, was $398.9 million and $399.5 million, respectively, which is payable on December 1, 2024.

Genpact Luxembourg and Genpact USA co-issued $350 million aggregate principal amount of 1.750% senior notes in March 2021 (the "2021 Senior Notes"). The 2021 Senior Notes are fully guaranteed by the Company. The total debt issuance cost of $3.0 million incurred in connection with the 2021 Senior Notes offering is being amortized over the life of the notes as additional interest expense. As of December 31, 2022 and 2023, the amount outstanding under the 2021 Senior Notes, net of debt amortization expense of $2.0 million and $1.4 million, respectively, was $348.0 million and $348.6 million, respectively, which is payable on April 10, 2026.

We pay interest on (i) the 2019 Senior Notes semi-annually in arrears on June 1 and December 1 of each year, and (ii) the 2021 Senior Notes semi-annually in arrears on April 10 and October 10 of each year, ending on the maturity dates of December 1, 2024 and April 10, 2026, respectively.

For additional information, see Notes 14—“Long-term debt” and 15—“Short-term borrowings” to our consolidated financial statements under Part IV, Item 15—“Exhibits and Financial Statement Schedules.”

We use a revolving accounts receivable-based facility for managing our cash flows. As part of this arrangement, accounts receivable sold under this facility are de-recognized upon sale along with the related allowances, if any. As of December 31, 2022 and 2023, we have a revolving accounts receivable-based facility of $100.0 million and $75.0 million, respectively, permitting us to sell accounts receivable to banks on a non-recourse basis in the ordinary course of business. The aggregate maximum capacity utilized at any time during the period ended December 31, 2022 and 2023 was $33.0 million and $51.4 million, respectively. The principal amount outstanding against this facility as of December 31, 2022 and 2023 was $33.0 million and $51.3 million, respectively. The cost of factoring accounts receivable sold under this facility during the years ended December 31, 2022 and 2023 was $0.6 million and $2.0 million, respectively.

We also have arrangements with financial institutions that manage the accounts payable program for certain of our large clients. We sell certain accounts receivable pertaining to such clients to these financial institutions on a non-recourse basis. There is no cap on the value of accounts receivable that can be sold under these arrangements. We used these arrangements to sell accounts receivable amounting to $299.9 million and $324.4 million during the years ended December 31, 2022 and December 31, 2023, respectively, which also represents the maximum utilization under these arrangements in each such year. The cost of factoring such accounts receivable during the years ended December 31, 2022 and 2023 was $4.2 million and $7.9 million, respectively.

For additional information, see Note 4—“Accounts receivable, net of allowance for credit losses” to our consolidated financial statements under Part IV, Item 15—“Exhibits and Financial Statement Schedules.”

Goodwill Impairment Testing

Goodwill of a reporting unit is tested for impairment at least annually and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of the reporting unit below its carrying amount. In accordance with ASC 350, Intangibles-Goodwill and Other, we have an option to perform an assessment of qualitative factors, including but not limited to macro-economic conditions, industry and market considerations, overall financial performance, business plans and expected future cash flows, to determine whether events or circumstances exist which lead to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount.

Based on our assessment of such qualitative factors, in accordance with ASC 350, we concluded that as of December 31, 2022 and 2023, the fair values of all of our reporting units are likely to be higher than their respective carrying values.

Off-Balance Sheet Arrangements

Our off-balance sheet arrangements consist of foreign exchange contracts. For additional information, see Item 1A—"Risk Factors—Currency exchange rate fluctuations in various currencies in which we do business, especially the Indian rupee, the euro and the U.S. dollar, could have a material adverse effect on our business, results of operations and financial condition" and Note 6—"Derivative financial instruments" to our consolidated financial statements under Part IV, Item 15—"Exhibits and Financial Statement Schedules."

Other Liquidity and Capital Resources Information

As of December 31, 2022 and 2023, we have purchase commitments, net of capital advances paid in respect of such purchases, of $18.0 million and $16.0 million, respectively, to be paid in respect of such purchases over the next year. For additional information, see Note 26—"Commitments and contingencies" to our consolidated financial statements under Part IV, Item 15—"Exhibits and Financial Statement Schedules."

As of December 31, 2022 and 2023, we also have operating and finance lease commitments of $330.1 million and $287.5 million, respectively, to be paid over the remaining lease terms. For additional information, see Note 12—"Leases" to our consolidated financial statements under Part IV, Item 15—"Exhibits and Financial Statement Schedules."

Supplemental Guarantor Financial Information

As discussed in Note 14, "Long-term debt," to our consolidated financial statements under Part IV, Item 15- "Exhibits and Financial Statement Schedules," Genpact Luxembourg issued the 2019 Senior Notes, and Genpact Luxembourg and Genpact USA co-issued the 2021 Senior Notes. As of December 31, 2023, the outstanding balance for the 2019 Senior Notes and the 2021 Senior Notes (collectively, the "Senior Notes") was $399.5 million and $348.6 million, respectively. Each series of Senior Notes is fully and unconditionally guaranteed by the Company. The 2019 Senior Notes are also fully and unconditionally guaranteed by Genpact USA. Our other subsidiaries do not guarantee the Senior Notes (such subsidiaries are referred to as the "non-Guarantors").

The Company (with respect to both series of Senior Notes) and Genpact USA (with respect to the 2019 Senior Notes) have fully and unconditionally guaranteed (i) that the payment of the principal, premium, if any, and interest on the Senior Notes shall be promptly paid in full when due, whether at stated maturity of the Senior Notes, by acceleration, redemption or otherwise, and that the payment of interest on the overdue principal and interest on the Senior Notes, if any, if lawful, and all other obligations of the applicable issuer or issuers of the Senior Notes, respectively, to the holders of the Senior Notes or the trustee under the Senior Notes shall be promptly paid in full or performed, and (ii) in case of any extension of time of payment or renewal of any Senior Notes or any of such other obligations, that the same shall be promptly paid in full when due or performed in accordance with the terms of the extension or renewal, whether at stated maturity, by acceleration or otherwise. With respect to the 2019 Senior Notes, failing payment by Genpact Luxembourg when due of any amount so guaranteed or any performance so guaranteed for whatever reason, the Company and Genpact USA shall be obligated to pay the same immediately. With respect to the 2021 Senior Notes, failing payment by Genpact Luxembourg or Genpact USA when due of any amount so guaranteed or any performance so guaranteed for whatever reason, the Company shall be obligated to pay the same immediately. The Company and Genpact USA have agreed that the guarantees described above are guarantees of payment of the Senior Notes and not guarantees of collection.

The following tables present summarized financial information for Genpact Luxembourg, Genpact USA and the Company (collectively, the "Debt Issuers and Guarantors") on a combined basis after elimination of (i) intercompany transactions and balances among the Debt Issuers and Guarantors and (ii) equity in earnings from and investments in the non-Guarantors.

Summarized Statements of Income	**Year ended December 31, 2022**	**Year ended December 31, 2023**
	(dollars in millions)	
Net revenues	$ 141.3	$ 298.1
Gross profit	141.3	298.1
Net income	72.3	382.4

Below is a summary of transactions with non-Guarantors included in the summarized statement of income above:

	Year ended December 31, 2022	**Year ended December 31, 2023**
	(dollars in millions)	
Royalty income	$ —	$ 0.7
Revenue from services	141.3	297.4
Interest income /(expense), net	36.9	52.1
Other income /(expense), net	25.2	(4.5)

Summarized Balance Sheets	As of December 31, 2022	As of December 31, 2023
	(dollars in millions)	
Assets		
Current assets	$ 2,181.4	$ 2,193.4
Non-current assets	178.3	1,045.4
Liabilities		
Current liabilities	$ 3,639.6	$ 5,121.3
Non-current liabilities	1,749.2	904.7

Below is a summary of the balances with non-Guarantors included in the summarized balance sheets above:

	As of December 31, 2022	As of December 31, 2023
	(dollars in millions)	
Assets		
Current assets		
Accounts receivable, net	$ 62.1	$ 114.4
Loans receivable	1,420.3	1,433.1
Others	453.1	594.8
Investment in debentures/bonds	193.3	—
Non-current assets		
Others	$ 79.5	$ 69.5
Liabilities		
Current liabilities		
Loans payable	$ 2,805.8	$ 3,559.7
Others	620.2	1,117.8
Non-Current liabilities		
Loans payable	$ 500.0	$ 75.0

The Senior Notes and the related guarantees rank pari passu in right of payment with all senior and unsecured debt of the Debt Issuers and the Guarantors and rank senior in right of payment to all of the Debt Issuer's and the Guarantor's future subordinated debt. The Senior Notes are effectively subordinated to all of the Debt Issuer's and the Guarantor's existing and future secured debt to the extent of the value of the assets securing such debt. The Senior Notes are structurally subordinated to all of the existing and future debt and other liabilities of the Guarantor's subsidiaries (other than the Issuer), including the liabilities of certain subsidiaries pursuant to our senior credit facility. The non-Guarantors are separate and distinct legal entities and have no obligation, contingent or otherwise, to pay any amounts due under the Senior Notes or to make the funds available to pay those amounts, whether by dividend, distribution, loan or other payment. If the Debt Issuers or the Guarantors have any right to receive any assets of any of the non-Guarantors upon the insolvency, liquidation, reorganization, dissolution or other winding-up of any non-Guarantor, all of that non-Guarantor's creditors (including trade creditors) would be entitled to payment in full out of that non-Guarantor's assets before the holders of the Senior Notes would be entitled to any payment. Claims of holders of the Senior Notes are structurally subordinated to the liabilities of certain non-Guarantors pursuant to their liabilities under our senior credit facility.

Recent Accounting Pronouncements

Recently adopted accounting pronouncements

For a description of recently adopted accounting pronouncements, see Note 2—“Summary of significant accounting policies—Recently issued accounting pronouncements” to our consolidated financial statements under Part IV, Item 15—“Exhibits and Financial Statement Schedules” and Part II, Item 7—“Management’s Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates.”

For a description of recently issued accounting pronouncements, see Note 2—“Summary of significant accounting policies—Recently issued accounting pronouncements” to our consolidated financial statements under Part IV, Item 15—“Exhibits and Financial Statement Schedules.”

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Foreign currency risk

Our exposure to market risk arises principally from exchange rate risk. A substantial portion of our revenues (77% in fiscal 2023) is received in U.S. dollars. We also receive revenues in euros, U.K. pounds sterling, Australian dollars, Japanese yen and Indian rupees. Our expenses are primarily in U.S. dollars and we also incur expenses in Indian rupees, U.K. pounds sterling, Romanian lei, Chinese renminbi, euros and the currencies of the other countries in which we have operations. Our exchange rate risk arises from our foreign currency revenues, expenses, receivables and payables. Based on the results of our European operations for fiscal 2023, and excluding any hedging arrangements that we had in place during that period, a 10.0% appreciation or depreciation of the euro against the U.S. dollar would have increased or decreased, as applicable, our revenues in fiscal 2023 by $14.0 million. Similarly, excluding any hedging arrangements that we had in place during that period, a 10.0% depreciation of the Indian rupee against the U.S. dollar would have decreased our expenses incurred and paid in Indian rupees in fiscal 2023 by $109.0 million. Conversely, a 10.0% appreciation of the Indian rupee against the U.S. dollar would have increased our expenses incurred and paid in rupees in fiscal 2023 by $133.0 million.

We have sought to reduce the effect of any Indian rupee-U.S. dollar, Indian rupee-Australian dollar, Philippine Peso-U.S. dollar, Chinese renminbi-Japanese yen, Chinese renminbi-U.S dollar, euro-Romanian leu, Mexican peso-U.S. dollar, Polish zloty-U.S. dollar, Hungarian forint-U.S. dollar, Malaysian ringgit-U.S. dollar and certain other local currency exchange rate fluctuations on our results of operations by purchasing forward foreign exchange contracts to cover a portion of our expected cash flows and accounts receivable. These instruments typically have maturities of zero to sixty months. We use these instruments as economic hedges and not for speculative purposes, and most of them qualify for hedge accounting under the FASB guidance on derivatives and hedging. Our ability to enter into derivatives that meet our planning objectives is subject to the depth and liquidity of the market for such derivatives. In addition, the laws of China, India, Malaysia, the Philippines and Romania limit the duration and amount of such arrangements. We may not be able to purchase contracts adequate to insulate us from Indian rupee-U.S. dollar, Chinese renminbi-Japanese yen, Chinese renminbi-U.S dollar, Philippine peso-U.S. dollar, Malaysian ringgit-U.S. dollar and Romanian leu-euro foreign exchange currency risks. In addition, any such contracts may not perform adequately as hedging mechanisms. See Item 7 —“Management’s Discussion and Analysis of Financial Condition and Results of Operations—Foreign exchange gains (losses), net.”

Interest rate risk

Our exposure to interest rate risk arises principally from interest on our indebtedness. As of December 31, 2023, we had $1,257.0 million of indebtedness, comprised of (a) $508.9 million of indebtedness under our 2022 Credit Agreement consisting of a long-term loan of $508.9 million, net of $1.3 million in unamortized debt issuance expenses, (b) $399.5 million in indebtedness under our 2019 Senior Notes, net of $0.5 million in unamortized bond issuance expenses, and (c) $348.6 million in indebtedness under our 2021 Senior Notes, net of $1.4 million in unamortized bond issuance expenses. Interest on indebtedness under the 2022 Credit Agreement is based on Term SOFR, and we are subject to market risk from changes in interest rates. Borrowings under our 2022 Credit Agreement bear interest at floating rates based on Term SOFR, but in no event less than the floor rate of 0.0% plus an applicable margin. See Item 1A—"Risk Factors"—"We may be unable to service our debt or obtain additional financing on competitive terms or at all.” Based on our indebtedness, a 2% change in interest rates, including the impact on the cost of our interest rate swaps, would have had a $6.5 million impact on our net interest expense in fiscal 2023. Additionally, the interest rates on our Senior Notes are subject to adjustment based on the ratings assigned by Moody’s and S&P to the notes from time to time. A decline in such ratings could result in an increase of up to 2% in the rate of interest on the Senior Notes. For fiscal 2023, such an increase would have had an impact of up to $15.0 million on our net interest expense.

We manage a portion of our interest rate risk related to floating rate indebtedness by entering into interest rate swaps under which we receive floating rate payments based on the greater of Term SOFR and the floor rate under our term loan and make payments based on a fixed rate. As of December 31, 2023, we were party to interest rate swaps covering a total notional amount of $148.1 million. Under our swap agreements outstanding as of December 31, 2023, the rate that we pay to banks in exchange for Term SOFR ranges between 4.25% and 4.72%.

We executed a treasury rate lock agreement for $350 million in connection with future interest payments to be made on the 2021 Senior Notes, and the treasury rate lock agreement was designated as a cash flow hedge. The treasury rate lock agreement was terminated on March 23, 2021, and a deferred gain was recorded in accumulated other comprehensive income and is being amortized to interest expense over the life of the 2021 Senior Notes. The remaining gain to be amortized related to the treasury rate lock agreement as of December 31, 2023 was $0.4 million.

Credit risk

As of December 31, 2023, we had accounts receivable, including deferred billings, net of allowance for credit losses, of $1,202.3 million. No single client owed more than 10% of our accounts receivable balance as of December 31, 2023.

Item 8. Financial Statements and Supplementary Data

The financial statements and supplementary data required by this item are listed in Part IV, Item 15—“Exhibits and Financial Statement Schedules.”

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of disclosure controls and procedures

Disclosure controls and procedures are the Company’s controls and other procedures which are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 (the "Exchange Act"), is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company’s management, including the Company’s Chief Executive Officer along with the Company’s Chief Financial Officer, of the effectiveness of the design and operation of the Company’s disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b). Based upon that evaluation, the Company’s Chief Executive Officer along with the Company’s Chief Financial Officer concluded that the Company’s disclosure controls and procedures are effective in timely alerting them to material information relating to the Company (including its consolidated subsidiaries) required to be included in the Company’s periodic SEC filings.

Management’s Report on Internal Control Over Financial Reporting

Genpact’s management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that:

(i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;

(ii) provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with the authorization of management and/or our Board of Directors; and

(iii) provide reasonable assurance regarding the prevention or timely detection of any unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Due to its inherent limitations, including that it relies on sample-based testing, internal control over financial reporting may not prevent or detect misstatements. Additionally, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate due to changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control—Integrated Framework (2013). Based on its evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2023.

KPMG Assurance and Consulting Services LLP, an independent registered public accounting firm, has audited the consolidated financial statements included in this Annual Report on Form 10-K and, as part of its audit, has issued an attestation report, included herein, on the effectiveness of our internal control over financial reporting. See "Report of Independent Registered Public Accounting Firm" on page F-4.

Changes in internal control over financial reporting

There were no changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarterly period ended December 31, 2023 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information

Director and Officer Trading Arrangements

None of our directors or officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934) adopted or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement (as defined in Item 408(c) of Regulation S-K) during the three months ended December 31, 2023.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Information about our executive officers is contained in the section titled "Information about our executive officers" in Part I of this Annual Report on Form 10-K. The other information required by this Item will be included in our Proxy Statement for the 2024 Annual General Meeting of Shareholders under the captions "Director Nominees," "Corporate Governance," and "Delinquent Section 16(a) Reports," which will be filed with the SEC no later than 120 days after the close of the fiscal year ended December 31, 2023 and is incorporated by reference in this report.

Item 11. Executive Compensation

The information required by this Item will be included in our Proxy Statement for the 2024 Annual General Meeting of Shareholders under the caption "Executive Officer Compensation," which will be filed with the SEC no later than 120 days after the close of the fiscal year ended December 31, 2023 and is, other than the information required by Item 402(v) of Regulation S-K, incorporated by reference in this report.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item will be included in our Proxy Statement for the 2024 Annual General Meeting of Shareholders under the captions "Security Ownership of Certain Beneficial Owners and Management" and "Securities Authorized for Issuance under Equity Compensation Plans," which will be filed with the SEC no later than 120 days after the close of the fiscal year ended December 31, 2023 and is incorporated by reference in this report.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this Item will be included in our Proxy Statement for the 2024 Annual General Meeting of Shareholders under the captions "Certain Relationships and Related Party Transactions" and "Director Independence," which will be filed with the SEC no later than 120 days after the close of the fiscal year ended December 31, 2023 and is incorporated by reference in this report.

Item 14. Principal Accountant Fees and Services

The information required by this Item will be included in our Proxy Statement for the 2024 Annual General Meeting of Shareholders under the caption "Independent Registered Public Accounting Firm Fees and Other Matters," which will be filed with the SEC no later than 120 days after the close of the fiscal year ended December 31, 2023 and is incorporated by reference in this report.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Documents filed as part of this Annual Report on Form 10-K:

1. Consolidated Financial Statements

   The consolidated financial statements required to be filed in the Annual Report on Form 10-K are listed on page F-1 hereof. The required financial statements appear on pages F-5 through F-68 hereof.

2. Financial Statement Schedules

   Separate financial statement schedules have been omitted either because they are not applicable or because the required information is included in the consolidated financial statements.

3. Exhibit Index:

Exhibit Number	Description
3.1	Memorandum of Association of the Registrant (incorporated by reference to Exhibit 3.1 to Amendment No. 2 of the Registrant's Registration Statement on Form S-1 (File No. 333-142875) filed with the SEC on July 16, 2007).
3.2	Bye-laws of the Registrant (incorporated by reference to Exhibit 3.3 to Amendment No. 4 of the Registrant's Registration Statement on Form S-1 (File No. 333-142875) filed with the SEC on August 1, 2007).
4.1	Form of specimen certificate for the Registrant's common shares (incorporated by reference to Exhibit 4.1 to Amendment No. 4 of the Registrant's Registration Statement on Form S-1 (File No. 333-142875) filed with the SEC on August 1, 2007).
4.2	Base Indenture, dated as of March 27, 2017, by and among the Registrant, Genpact Luxembourg S.à r.l. and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on March 28, 2017).
4.3	Second Supplemental Indenture, dated as of November 18, 2019, by and among the Registrant, Genpact Luxembourg S.à r.l. and Wells Fargo Bank, National Association, as trustee, to the Base Indenture dated as of March 27, 2017 (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on November 18, 2019).
4.4	Third Supplemental Indenture, dated as of March 26, 2021, by and among the Registrant, Genpact Luxembourg S.à r.l., Genpact USA, Inc. and Wells Fargo Bank, National Association, as trustee, to the Base Indenture dated as of March 27, 2017 (incorporated by reference to Exhibit 4.4 to the Registrant's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on March 26, 2021).
4.5	Base Indenture, dated as of March 26, 2021, by and among the Registrant, Genpact Luxembourg S.à r.l., Genpact USA, Inc. and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on March 26, 2021).
4.6	First Supplemental Indenture, dated as of March 26, 2021, by and among the Registrant, Genpact Luxembourg S.à r.l., Genpact USA, Inc. and Wells Fargo Bank, National Association, as trustee, to the Base Indenture dated as of March 26, 2021 (incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on March 26, 2021).

Exhibit Number	Description
4.7	Form of 3.375% Senior Note due 2024 (incorporated by reference to Exhibit A to Exhibit 4.1 to the Registrant's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on November 18, 2019).
4.8	Form of 1.750% Senior Note due 2026 (incorporated by reference to Exhibit 4.3 to the Registrant's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on March 26, 2021).
4.9	Description of Registrant's Securities (incorporated by reference to Exhibit 4.7 to the Registrant's Annual Report on Form 10-K (File No. 001-33626) filed with the SEC on March 2, 2020).
10.1†	Form of Indemnity Agreement for directors and executive officers (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on February 26, 2020).
10.2†	Amended and Restated U.S. Employee Stock Purchase Plan and Amended and Restated International Employee Stock Purchase Plan (incorporated by reference to Exhibit 1 to the Registrant's Proxy Statement on Schedule 14A (File No. 001-33626) filed with the SEC on April 10, 2018).
10.3†	Amended and Restated Genpact Limited 2007 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 1 to the Registrant's Definitive Proxy Statement on Schedule 14A (File No. 001-33626) filed with the SEC on April 15, 2011).
10.4†	First Amendment to the Genpact Limited 2007 Omnibus Incentive Compensation Plan (as Amended and Restated April 11, 2012), effective as of August 1, 2012 (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on August 3, 2012).
10.5†	Form of Share Option Agreement for executive officers under the Genpact Limited 2007 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.5 to the Registrant's Annual Report on Form 10-K (File No. 001-33626) filed with the SEC on March 1, 2019).
10.6†	Genpact Limited 2017 Omnibus Incentive Compensation Plan (as amended and restated April 5, 2022) (incorporated by reference to Exhibit 1 to the Registrant's Proxy Statement on Schedule 14A (File No. 001-33626) filed with the SEC on April 6, 2022).
10.7†	Form of Share Option Agreement for executive officers under the Genpact Limited 2017 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.9 to the Registrant's Annual Report on Form 10-K (File No. 001-33626) filed with the SEC on March 1, 2019).
10.8†	Form of 2021 and 2022 Share Option Agreement for executive officers under the Genpact Limited 2017 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on July 22, 2021).
10.9†	Form of 2021 Performance Share Award Agreement for executive officers under the Genpact Limited 2017 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on July 22, 2021).
10.10†	Form of 2021 Restricted Share Unit Issuance Agreement for executive officers under the Genpact Limited 2017 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on July 22, 2021).
10.11†	Form of 2022 Performance Share Award Agreement for executive officers under the Genpact Limited 2017 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-33626) filed with the SEC on May 10, 2022).
10.12†	Form of 2023 Performance Share Award Agreement for executive officers under the Genpact Limited 2017 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-33626) filed with the SEC on May 10, 2023).

Exhibit Number	Description
10.13†	Form of 2023 Restricted Share Unit Issuance Agreement for executive officers under the Genpact Limited 2017 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-33626) filed with the SEC on May 10, 2023).
10.14†	Form of Restricted Share Unit Issuance Agreement for non-employee directors under the Genpact Limited 2017 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-33626) filed with the SEC on August 9, 2021).
10.15†	Genpact LLC Executive Deferred Compensation Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on July 6, 2018).
10.16†	Amendment 2022-1 to the Genpact LLC Executive Deferred Compensation Plan (incorporated by reference to Exhibit 10.16 to the Registrant's Annual Report on Form 10-K (File No. 001-33626) filed with the SEC on March 1, 2023).
10.17†	Employment Agreement by and between the Registrant and N.V. Tyagarajan, dated June 15, 2011 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No.001-33626) filed with the SEC on June 17, 2011).
10.18†	Addendum to Employment Agreement by and between Genpact (UK) Limited and N.V. Tyagarajan, dated November 17, 2020 (incorporated by reference to Exhibit 10.12 to the Registrant's Annual Report on Form 10-K (File No. 001-33626) filed with the SEC on March 1, 2021).
10.19†	Employment Agreement between the Registrant and Balkrishan Kalra, dated November 30, 2021 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No.001-33626) filed with the SEC on December 3, 2021).
10.20†	Employment Agreement between the Registrant and Kathryn Stein, dated November 30, 2021 (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on December 3, 2021).
10.21†	Employment Agreement by and between the Registrant and Michael Weiner, dated July 16, 2021 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No.001-33626) filed with the SEC on July 22, 2021).
10.22†	Amended and Restated Employment Agreement, dated as of November 8, 2023, by and between the Registrant and and Balkrishan Kalra (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on November 8, 2023).
10.23†*	Employment Agreement between Genpact India Private Limited and Piyush Mehta, dated November 24, 2021.
10.24†	Separation Agreement and General Release, dated as of November 29, 2023, by and between the Registrant and Kathryn Stein (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on November 30, 2023).
10.25	Second Amended & Restated Credit Agreement, dated as of December 13, 2022, among Genpact USA, Inc., Genpact Global Holdings (Bermuda) Limited, Genpact Luxembourg S.à r.l., the Registrant, Wells Fargo Bank, National Association, as administrative agent, swingline lender, term lender, an issuing bank and a revolving lender, and the other parties thereto (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on December 16, 2022).

Exhibit Number	Description
21.1*	Subsidiaries of the Registrant.
22.1	List of Issuers and Guarantor Subsidiaries (incorporated by reference to Exhibit 22.1 to the Registrant's Registration Statement on Form S-3ASR (File No. 333-265204) filed with the SEC on May 25, 2022).
23.1*	Consent of KPMG Assurance and Consulting Services LLP.
24.1*	Powers of Attorney (included on the signature pages of this report).
31.1*	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
97.1†*	Compensation Clawback Policy.
101.INS*	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Filed with this Annual Report on Form 10-K.

† Indicates a management contract or compensatory plan, contract or arrangement in which any director or executive officer participates.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GENPACT LIMITED

By: /s/ BALKRISHAN KALRA
Balkrishan Kalra
President and Chief Executive Officer

Date: February 29, 2024

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints each of Heather D. White and Thomas D. Scholtes, as his or her true and lawful attorney-in-fact and agent, with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission granting to said attorneys-in-fact and agents, and each of them, full power and authority to perform any other act on behalf of the undersigned required to be done in connection therewith.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on February 29, 2024 by the following persons on behalf of the registrant and in the capacities indicated.

Signature	Title
/s/ BALKRISHAN KALRA Balkrishan Kalra	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ MICHAEL WEINER Michael Weiner	Chief Financial Officer (Principal Financial Officer)
/s/ DONALD KLUNK Donald Klunk	Chief Accounting Officer (Principal Accounting Officer)
/s/ AJAY AGRAWAL Ajay Agrawal	Director
/s/ STACEY CARTWRIGHT Stacey Cartwright	Director
/s/ LAURA CONIGLIARO Laura Conigliaro	Director
/s/ TAMARA FRANKLIN Tamara Franklin	Director
/s/ CAROL LINDSTROM Carol Lindstrom	Director
/s/ JAMES MADDEN James Madden	Director
/s/ CECELIA MORKEN CeCelia Morken	Director
/s/ BRIAN STEVENS Brian Stevens	Director
/s/ N.V. TYAGARAJAN N.V. Tyagarajan	Director
/s/ MARK VERDI Mark Verdi	Director

GENPACT LIMITED AND ITS SUBSIDIARIES

Index to Consolidated Financial Statements

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Genpact Limited:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Genpact Limited and its subsidiaries (the Company) as of December 31, 2023 and 2022, 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, 2023, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2023, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 29, 2024 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Unrecognized tax benefits pertaining to operations in India

As discussed in Note 23 to the consolidated financial statements, the Company had unrecognized tax benefits, excluding associated interest and penalties, of $19,236 thousand as of December 31, 2023, which included unrecognized tax benefits relating to operations in India.

We identified the assessment of unrecognized tax benefits pertaining to operations in India as a critical audit matter. The Company operates in multiple jurisdictions across the world with a significant portion of the operations being in India. Complex auditor judgment was required in evaluating the Company's interpretation of tax law in respect of matters relating to operations in India, and its estimate of the resolution of the related tax positions. The audit effort also involved use of tax professionals with specialized skills and knowledge to assist in evaluating the audit evidence obtained.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls over the Company's unrecognized tax benefit process. This included controls related to the interpretation of tax law and its application in the estimation process. We involved tax professionals with specialized skills and knowledge, who assisted in:

- evaluating the Company's interpretation of tax law and its potential impact on the unrecognized tax benefits
- inspecting correspondence, assessments, and settlement documents with applicable taxing authorities
- assessing the expiration of statutes of limitations
- performing an assessment of the completeness and measurement of the Company's tax positions and comparing the results to the Company's assessment.

We evaluated the Company's ability to accurately estimate its unrecognized tax benefits by comparing historical unrecognized tax benefits to actual results upon conclusion of tax examinations.

/s/KPMG Assurance and Consulting Services LLP
We have served as the Company's auditor since 2004.

Mumbai, Maharashtra, India
February 29, 2024

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Genpact Limited:

Opinion on Internal Control Over Financial Reporting

We have audited Genpact Limited and its subsidiaries' (the Company) internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2023 and 2022, 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, 2023, and the related notes (collectively, the consolidated financial statements), and our report dated February 29, 2024 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/KPMG Assurance and Consulting Services LLP

Mumbai, Maharashtra, India
February 29, 2024

GENPACT LIMITED AND ITS SUBSIDIARIES

Consolidated Balance Sheets

(In thousands, except per share data and share count)

	Notes	As of December 31, 2022	As of December 31, 2023
Assets			
Current assets			
Cash and cash equivalents		$ 646,765	$ 583,670
Accounts receivable, net of allowance for credit losses of $20,442 and $18,278 as of December 31, 2022 and 2023, respectively	4	994,755	1,116,273
Prepaid expenses and other current assets	7	137,972	191,566
Total current assets		**$ 1,779,492**	**$ 1,891,509**
Property, plant and equipment, net	9	180,758	189,803
Operating lease right-of-use assets		198,366	186,167
Deferred tax assets	23	135,483	298,921
Intangible assets, net	10	89,715	53,028
Goodwill	10	1,684,196	1,683,782
Contract cost assets	25	216,670	202,543
Other assets, net of allowance for credit losses of $3,198 and $4,096 as of December 31, 2022 and 2023, respectively	11	304,134	299,960
Total assets		**$ 4,588,814**	**$ 4,805,713**
Liabilities and equity			
Current liabilities			
Short-term borrowings	15	$ 151,000	$ 10,000
Current portion of long-term debt	14	26,136	432,242
Accounts payable		35,809	27,739
Income taxes payable	23	45,306	38,458
Accrued expenses and other current liabilities	13	791,007	759,180
Operating leases liability		54,063	50,313
Total current liabilities		**$ 1,103,321**	**$ 1,317,932**
Long-term debt, less current portion	14	1,249,153	824,720
Operating leases liability		190,398	168,015
Deferred tax liabilities	23	4,176	11,706
Other liabilities	16	215,608	234,948
Total liabilities		**$ 2,762,656**	**$ 2,557,321**
Shareholders' equity			
Preferred shares, $0.01 par value, 250,000,000 authorized, none issued		—	—
Common shares, $0.01 par value, 500,000,000 authorized, 182,924,416 and 179,494,132 issued and outstanding as of December 31, 2022 and 2023, respectively		1,823	1,789
Additional paid-in capital		1,777,453	1,883,944
Retained earnings		780,007	1,085,209
Accumulated other comprehensive income (loss)		(733,125)	(722,550)
Total equity		**$ 1,826,158**	**$ 2,248,392**
Commitments and contingencies	26		
Total liabilities and equity		**$ 4,588,814**	**$ 4,805,713**

See accompanying notes to the Consolidated Financial Statements.

GENPACT LIMITED AND ITS SUBSIDIARIES

Consolidated Statements of Income

(In thousands, except per share data and share count)

	Notes	Year ended December 31, 2021	2022	2023
Net revenues	24, 25	4,022,211	4,371,172	4,476,888
Cost of revenue		2,590,252	2,834,774	2,906,223
Gross profit		**$ 1,431,959**	**$ 1,536,398**	**$ 1,570,665**
Operating expenses:				
Selling, general and administrative expenses		865,715	938,385	913,061
Amortization of acquired intangible assets	10	58,448	42,667	31,463
Other operating (income) expense, net	21	(1,203)	53,195	(4,716)
Income from operations		**$ 508,999**	**$ 502,151**	**$ 630,857**
Foreign exchange gains (losses), net		12,669	15,392	4,274
Interest income (expense), net	22	(51,434)	(52,204)	(47,935)
Other income (expense), net		12,895	(103)	15,028
Income before income tax expense (benefit)		**$ 483,129**	**$ 465,236**	**$ 602,224**
Income tax expense (benefit)	23	113,681	111,832	(29,031)
Net income		**$ 369,448**	**$ 353,404**	**$ 631,255**
Earnings per common share	20			
Basic		$ 1.97	$ 1.92	$ 3.46
Diluted		$ 1.91	$ 1.88	$ 3.41
Weighted average number of common shares used in computing earnings per common share	20			
Basic		187,802,219	184,184,930	182,345,548
Diluted		192,961,841	188,087,240	185,141,843

See accompanying notes to the Consolidated Financial Statements.

GENPACT LIMITED AND ITS SUBSIDIARIES

Consolidated Statements of Comprehensive Income (Loss)

(In thousands)

	Year ended December 31,		
	2021	**2022**	**2023**
Net income	**$ 369,448**	**$ 353,404**	**$ 631,255**
Other comprehensive income (loss):			
Currency translation adjustments	(39,725)	(161,428)	2,340
Net income (loss) on cash flow hedging derivatives, net of taxes (Note 6)	23,124	(19,776)	6,663
Retirement benefits, net of taxes	7,588	2,432	1,572
Other comprehensive income (loss)	(9,013)	(178,772)	10,575
Comprehensive income	**$ 360,435**	**$ 174,632**	**$ 641,830**

See accompanying notes to the Consolidated Financial Statements.

GENPACT LIMITED AND ITS SUBSIDIARIES

Consolidated Statements of Equity
For the year ended December 31, 2021
(In thousands, except share count)

	Common shares									
	No. of Shares	Amount		Additional Paid-in Capital		Retained Earnings		Accumulated Other Comprehensive Income (Loss)		Total Equity
Balance as of January 1, 2021	**189,045,661**	**$**	**1,885**	**$ 1,636,026**	**$**	**741,658**	**$**	**(545,340)**	**$**	**1,834,229**
Issuance of common shares on exercise of options (Note 18)	1,145,125		11	23,157		—		—		23,168
Issuance of common shares under the employee stock purchase plan (Note 18)	285,657		3	11,880		—		—		11,883
Net settlement on vesting of restricted share units (Note 18)	335,036		3	(7,559)		—		—		(7,556)
Net settlement on vesting of performance units (Note 18)	1,102,440		11	(28,301)		—		—		(28,290)
Stock repurchased and retired (Note 19)	(6,577,562)		(66)	—		(298,021)		—		(298,087)
Expenses related to stock repurchased (Note 19)	—		—	—		(132)		—		(132)
Stock-based compensation expense (Note 18)	—		—	81,968		—		—		81,968
Others	—		—	(6)		—		—		(6)
Comprehensive income (loss):										
Net income (loss)	—		—	—		369,448		—		369,448
Other comprehensive income (loss)	—		—	—		—		(9,013)		(9,013)
Dividend ($0.43 per common share, Note 19)	—		—	—		(80,479)		—		(80,479)
Balance as of December 31, 2021	**185,336,357**	**$**	**1,847**	**$ 1,717,165**	**$**	**732,474**	**$**	**(554,353)**	**$**	**1,897,133**

See accompanying notes to the Consolidated Financial Statements.

GENPACT LIMITED AND ITS SUBSIDIARIES

Consolidated Statements of Equity

For the year ended December 31, 2022

(In thousands, except share count)

	Common shares						
	No. of Shares	Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Equity
Balance as of January 1, 2022	**185,336,357**	**$ 1,847**	**$ 1,717,165**	**$ 732,474**	**$ (554,353)**	**$ 1,897,133**
Issuance of common shares on exercise of options (Note 18)	665,036	7	14,694	—	—	14,701
Issuance of common shares under the employee stock purchase plan (Note 18)	324,783	3	13,047	—	—	13,050
Net settlement on vesting of restricted share units (Note 18)	74,934	1	(422)	—	—	(421)
Net settlement on vesting of performance units (Note 18)	1,300,511	13	(44,404)	—	—	(44,391)
Stock repurchased and retired (Note 19)	(4,777,205)	(48)	—	(213,938)	—	(213,986)
Expenses related to stock repurchased (Note 19)	—	—	—	(96)	—	(96)
Stock-based compensation expense (Note 18)	—	—	77,373	—	—	77,373
Comprehensive income (loss):						
Net income (loss)	—	—	—	353,404	—	353,404
Other comprehensive income (loss)	—	—	—	—	(178,772)	(178,772)
Dividend ($0.50 per common share, Note 19)	—	—	—	(91,837)	—	(91,837)
Balance as of December 31, 2022	**182,924,416**	**$ 1,823**	**$ 1,777,453**	**$ 780,007**	**$ (733,125)**	**$ 1,826,158**

See accompanying notes to the Consolidated Financial Statements.

GENPACT LIMITED AND ITS SUBSIDIARIES

Consolidated Statements of Equity

For the year ended December 31, 2023

(In thousands, except share count)

	Common shares					
	No. of Shares	Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Equity
Balance as of January 1, 2023	**182,924,416**	**1,823**	**1,777,453**	**780,007**	**(733,125)**	**1,826,158**
Issuance of common shares on exercise of options (Note 18)	1,376,330	14	27,741	—	—	27,755
Issuance of common shares under the employee stock purchase plan (Note 18)	337,875	3	11,727	—	—	11,730
Net settlement on vesting of restricted share units (Note 18)	457,029	5	(10,506)	—	—	(10,501)
Net settlement on vesting of performance units (Note 18)	412,275	4	(11,047)	—	—	(11,043)
Stock repurchased and retired (Note 19)	(6,013,793)	(60)	—	(225,319)	—	(225,379)
Expenses related to stock repurchased, including taxes (Note 19)	—	—	—	(720)	—	(720)
Stock-based compensation expense (Note 18)	—	—	88,576	—	—	88,576
Comprehensive income (loss):						
Net income (loss)	—	—	—	631,255	—	631,255
Other comprehensive income (loss)	—	—	—	—	10,575	10,575
Dividend ($0.55 per common share, Note 19)	—	—	—	(100,014)	—	(100,014)
Balance as of December 31, 2023	**179,494,132**	**1,789**	**1,883,944**	**1,085,209**	**(722,550)**	**2,248,392**

See accompanying notes to the Consolidated Financial Statements.

GENPACT LIMITED AND ITS SUBSIDIARIES

Consolidated Statements of Cash Flows

(In thousands)

	Year ended December 31,		
	2021	**2022**	**2023**
Operating activities			
Net income	$ 369,448	$ 353,404	$ 631,255
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	109,124	86,849	72,530
Amortization of debt issuance costs (including loss on extinguishment of debt)	2,678	2,376	1,967
Amortization of acquired intangible assets	58,448	42,667	31,463
Write-down of intangible assets and property, plant and equipment	915	1,377	—
Impairment charge on assets classified as held for sale	—	32,575	—
Loss on sale of business classified as held for sale (refer to Note 8)	—	—	802
Write-down of operating lease right-of-use assets and other assets	—	20,307	—
Allowance for credit losses	1,487	1,583	3,979
Unrealized loss/(gain) on revaluation of foreign currency asset/liability	(8,304)	525	(1,061)
Stock-based compensation expense	81,968	77,373	88,576
Deferred tax benefit	(9,263)	(29,151)	(157,932)
Others, net	623	863	1,477
Change in operating assets and liabilities:			
(Increase) in accounts receivable	(11,803)	(112,341)	(130,791)
(Increase) decrease in prepaid expenses, other current assets, contract cost assets, operating lease right-of-use assets and other assets	83,432	3,822	(39,075)
Increase (decrease) in accounts payable	11,740	14,185	(8,215)
Increase (decrease) in accrued expenses, other current liabilities, operating lease liabilities and other liability	(2,057)	(54,329)	1,862
Increase (decrease) in income taxes payable	5,845	1,585	(6,025)
Net cash provided by operating activities	**$ 694,281**	**$ 443,670**	**$ 490,812**
Investing activities			
Purchase of property, plant and equipment	(53,341)	(50,614)	(55,421)
Payment for internally generated intangible assets (including intangibles under development)	(3,907)	(3,775)	(3,356)
Proceeds from sale of property, plant and equipment and intangibles assets	6,384	60	25
Payment for business acquisitions, net of cash acquired	(72,025)	(33)	(682)
Proceeds from/(payment) for divestiture of business	—	17,769	(19,510)
Proceeds from sale of investment	142	—	—
Net cash used for investing activities	**$ (122,747)**	**$ (36,593)**	**$ (78,944)**
Financing activities			
Repayment of finance lease obligations	(13,926)	(12,810)	(12,165)
Payment of debt issuance costs	(3,029)	(3,045)	—
Proceeds from long-term debt	350,000	239,130	—
Repayment of long-term debt	(34,002)	(620,130)	(19,875)
Proceeds from short-term borrowings	—	261,000	148,000
Repayment of short-term borrowings	(250,000)	(110,000)	(289,000)
Proceeds from issuance of common shares under stock-based compensation plans	35,051	27,751	39,485
Payment for net settlement of stock-based awards	(35,717)	(44,942)	(21,529)
Payment of earn-out consideration	(2,556)	(2,437)	(2,399)
Dividend paid	(80,479)	(91,837)	(100,014)
Payment for stock repurchased and retired (including expenses related to stock repurchase)	(298,219)	(214,082)	(225,499)
Others	(6)	—	—
Net cash used for financing activities	**$ (332,883)**	**$ (571,402)**	**$ (482,996)**
Effect of exchange rate changes	(19,633)	(88,368)	8,033
Net increase (decrease) in cash and cash equivalents	238,651	(164,325)	(71,128)
Cash and cash equivalents at the beginning of the period	680,440	899,458	646,765
Cash and cash equivalents at the end of the period	**$ 899,458**	**$ 646,765**	**$ 583,670**
Supplementary information			
Cash paid during the period for interest (including interest rate swaps)	$ 46,348	$ 51,147	$ 47,989
Cash paid during the period for income taxes, net of refunds	$ 31,761	$ 145,979	$ 156,733
Property, plant and equipment acquired under finance lease obligations	$ 286	$ 7,078	$ 2,459

See accompanying notes to the Consolidated Financial Statements.

1. Organization

The Company is a global professional services firm that drives digitally-led innovation and runs digitally-enabled intelligent operations for its clients, guided by its experience running thousands of processes for hundreds of global companies. The Company has over 129,100 employees serving clients in key industry verticals from more than 35 countries.

2. Summary of significant accounting policies

(a) Basis of preparation and principles of consolidation

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP) and the rules and regulations of the Securities and Exchange Commission (the "SEC") for reporting on Form 10-K. The accompanying consolidated financial statements reflect all adjustments that management considers necessary for a fair presentation of the results of operations for these periods.

The accompanying financial statements have been prepared on a consolidated basis and reflect the financial statements of Genpact Limited, a Bermuda company, and all of its subsidiaries that are more than 50% owned and controlled. When the Company does not have a controlling interest in an entity but exerts significant influence over the entity, the Company applies the equity method of accounting. All intercompany transactions and balances are eliminated on consolidation.

(b) Use of estimates

The preparation of consolidated financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements. Significant items subject to such estimates and assumptions include the useful lives of property, plant and equipment, intangible assets and goodwill, revenue recognition, allowance for credit losses, valuation allowances for deferred tax assets, the valuation of derivative financial instruments, the measurement of lease liabilities and right-of-use ("ROU") assets, measurements of stock-based compensation, assets and obligations related to employee benefits, the nature and timing of the satisfaction of performance obligations, the standalone selling price of performance obligations, variable consideration, other obligations for revenue recognition, unrecognized tax benefits and other contingencies. Management believes that the estimates used in the preparation of the consolidated financial statements are reasonable. Although these estimates and assumptions are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any changes in estimates are adjusted prospectively in the Company's consolidated financial statements.

(c) Business combinations, goodwill and other intangible assets

The Company accounts for its business combinations using the acquisition method of accounting in accordance with Accounting Standard Codification ("ASC") Topic 805, Business Combinations, by recognizing the identifiable tangible and intangible assets acquired and liabilities assumed, and any non-controlling interest in the acquired business, measured at their acquisition date fair values. Contingent consideration is included within the acquisition cost and is recognized at its fair value on the acquisition date. A liability resulting from contingent consideration is re-measured to fair value as of each reporting date until the contingency is resolved. Changes in fair value are recognized in earnings. All assets and liabilities of the acquired businesses, including goodwill, are assigned to reporting units. Acquisition-related costs are expensed as incurred under selling, general and administrative expenses.

Goodwill represents the cost of acquired businesses in excess of the fair value of identifiable tangible and intangible net assets purchased. Goodwill is not amortized but is tested for impairment at least on an annual basis on December 31, based on a number of factors, including operating results, business plans and future cash flows. The Company performs an assessment of qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. Based on the assessment of events or circumstances, the Company performs a quantitative assessment of goodwill impairment if it determines that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, based on the quantitative impairment analysis, the carrying value of the goodwill of a reporting unit exceeds the fair value of such goodwill, an impairment loss is recognized in an amount equal to the excess. In addition, the Company performs a qualitative assessment of goodwill impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. See Note 10 for information and related disclosures.

2. Summary of significant accounting policies (Continued)

Intangible assets acquired individually or with a group of other assets or in a business combination and developed internally are carried at cost less accumulated amortization and accumulated impairment loss based on their estimated useful lives as follows:

Customer-related intangible assets	1 - 9 years
Marketing-related intangible assets	1 - 8 years
Technology-related intangible assets	2 - 10 years

Intangible assets are amortized over their estimated useful lives using a method of amortization that reflects the pattern in which the economic benefits of the intangible assets are consumed or otherwise realized.

In business combinations where the fair value of identifiable tangible and intangible net assets purchased exceeds the cost of the acquired business, the Company recognizes the resulting gain under "Other operating (income) expense, net" in the consolidated statements of income.

The Company also capitalizes certain software and technology-related development costs incurred in connection with developing or obtaining software or technology for sale to customers when the initial design phase is completed and commercial and technological feasibility has been established. Any development cost incurred before technological feasibility is established is expensed as incurred as research and development costs. Technological feasibility is established upon completion of a detailed design program or, in its absence, completion of a working model. Capitalized software and technology costs include only (i) external direct costs of materials and services utilized in developing or obtaining software and technology and (ii) compensation and related benefits for employees who are directly associated with the project.

Costs incurred in connection with developing or obtaining software or technology for sale to customers which are under development and not put to use are disclosed under "intangible assets under development." Advances paid towards the acquisition of intangible assets outstanding as of each balance sheet date are disclosed under "intangible assets under development."

Capitalized software and technology costs are included in intangible assets under technology-related intangible assets on the Company's consolidated balance sheets and are amortized on a straight-line basis when placed into service over the estimated useful lives of the software and technology.

The Company evaluates the remaining useful life of intangible assets that are being amortized at each reporting period wherever events and circumstances warrant a revision to the remaining period of amortization, and the remaining carrying amount of the intangible asset is amortized prospectively over that revised remaining useful life.

(d) Financial instruments and concentration of credit risk

Financial instruments that potentially subject the Company to concentration of credit risk are reflected principally in cash and cash equivalents, derivative financial instruments and accounts receivable. The Company places its cash and cash equivalents and derivative financial instruments with corporations and banks with high investment grade ratings, limits the amount of credit exposure with any one corporation or bank and conducts ongoing evaluations of the creditworthiness of the corporations and banks with which it does business. To reduce its credit risk on accounts receivable, the Company conducts ongoing credit evaluations of its customers.

(e) Accounts receivable

Accounts receivable are recorded at the invoiced or to be invoiced amount and do not bear interest. Amounts collected on trade accounts receivable are included in net cash provided by operating activities in the consolidated statements of cash flows. The Company maintains an allowance for current expected credit losses inherent in its accounts receivable portfolio. In establishing the required allowance, management considers historical losses which are adjusted to current market conditions and a reasonable and supportable forecast. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. The Company does not have any off-balance-sheet credit exposure related to its customers.

2. Summary of significant accounting policies (Continued)

The Company uses revolving accounts receivable-based facilities in the normal course of business as part of managing its cash flows. The Company accounts for receivables sold under these facilities as a sale of financial assets pursuant to ASC 860 “Transfers and Servicing” and de-recognizes these receivables, as well as the related allowances, from its balance sheets. Generally, the fair value of accounts receivable sold approximates their book value due to their short-term nature, and any gains or losses on the sale of these receivables are recorded at the time of transfer and included under "interest income (expense), net" in the Company’s consolidated statements of income.

(f) Revenue Recognition

The Company derives its revenue primarily from business process management services, including analytics, consulting and related digital solutions and information technology services, which are provided primarily on a time-and-material, transaction or fixed-price basis. The Company recognizes revenue upon the transfer of control of promised services to its customers in an amount that reflects the consideration the Company expects to receive in exchange for those services. Revenues from services rendered under time-and-materials and transaction-based contracts are recognized as the services are provided. The Company’s fixed-price contracts include contracts for customization of applications, maintenance and support services. Revenues from these contracts are recognized ratably over the term of the agreement. The Company accrues for revenue and unbilled receivables for services rendered between the last billing date and the balance sheet date.

The Company’s contracts with its customers also include incentive payments received for discrete benefits delivered or promised to be delivered to the customer or service level agreements that could result in credits or refunds to the customer. Revenues relating to such arrangements are accounted for as variable consideration when the amount of revenue to be recognized can be estimated to the extent that it is probable that a significant reversal of any incremental revenue will not occur.

The Company records deferred revenue attributable to certain process transition activities where such activities do not represent separate performance obligations. Revenues relating to such transition activities are classified under contract liabilities and subsequently recognized ratably over the period in which the related services are performed. Costs relating to such transition activities are fulfillment costs which are directly related to the contract and result in the generation or enhancement of resources. Such costs are expected to be recoverable under the contract and are therefore classified as contract cost assets and recognized ratably over the estimated expected period of benefit under cost of revenue.

Revenues are reported net of value-added tax, business tax and applicable discounts and allowances. Reimbursements of out-of-pocket expenses received from customers have been included as part of revenues.

Revenue for performance obligations that are satisfied over time is recognized in accordance with the methods prescribed for measuring progress. The input (cost expended) method has been used to measure progress towards completion as there is a direct relationship between input and the satisfaction of a performance obligation. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the current contract estimates.

The Company enters into multiple-element revenue arrangements in which a customer may purchase a combination of products or services. The Company determines whether each product or service promised to a customer is capable of being distinct, and is distinct in the context of the contract. If not, the promised products or services are combined and accounted for as a single performance obligation. In the event of a multiple-element revenue arrangement, the Company allocates the arrangement consideration to separately identifiable performance obligations based on their relative stand-alone selling prices.

2. Summary of significant accounting policies (Continued)

Certain contracts may include offerings such as sale of licenses, which may be perpetual or subscription-based. Revenue from distinct perpetual licenses is recognized upfront at the point in time when the software is made available to the customer. Revenue from distinct, non-cancellable, subscription-based licenses is recognized at the point in time when the license is transferred to the customer. Revenue from any associated maintenance or ongoing support services is recognized ratably over the term of the contract. For a combined software license/services performance obligation, revenue is recognized over the period that the services are performed.

All incremental and direct costs incurred for acquiring contracts, such as certain sales commissions, are classified as contract cost assets. Such costs are amortized over the expected period of benefit and recorded under selling, general and administrative expenses.

Other upfront fees paid to customers are classified as contract assets. Such fees are amortized over the expected period of benefit and recorded as an adjustment to the transaction price and deducted from revenue.

Timing of revenue recognition may differ from the timing of invoicing. If a payment is received in respect of services prior to the delivery of services, the payment is recognized as an advance from the customer and classified as a contract liability. Contract assets and contract liabilities relating to the same customer contract are offset against each other and presented on a net basis in the consolidated financial statements.

(g) Leases

At the inception of a contract, the Company assesses whether the contract is, or contains, a lease. The Company’s assessment is based on whether: (1) the contract involves the use of a distinct identified asset, (2) the Company obtains the right to substantially all the economic benefits from the use of the asset throughout the term of the contract, and (3) the Company has the right to direct the use of the asset. At the inception of a lease, the consideration in the contract is allocated to each lease component based on its relative standalone price to determine the lease payments.

Leases are classified as either finance leases or operating leases. A lease is classified as a finance lease if any one of the following criteria are met: (1) the lease transfers ownership of the asset by the end of the lease term, (2) the lease contains an option to purchase the asset that is reasonably certain to be exercised, (3) the lease term is for a major part of the remaining useful life of the asset or (4) the present value of the lease payments equals or exceeds substantially all of the fair value of the asset. A lease is classified as an operating lease if it does not meet any one of the above criteria.

For all leases at the lease commencement date, a right-of-use (ROU) asset and a lease liability are recognized. The lease liability represents the present value of the lease payments under the lease. Lease liabilities are initially measured at the present value of the lease payments not yet paid, discounted using the discount rate for the lease at the lease commencement. The lease liabilities are subsequently measured on an amortized cost basis. The lease liability is adjusted to reflect interest on the liability and the lease payments made during the period. Interest on the lease liability is determined as the amount that results in a constant periodic discount rate on the remaining balance of the liability.

The ROU asset represents the right to use the leased asset for the lease term. The ROU asset for each lease initially includes the amount of the initial measurement of the lease liability adjusted for any lease payments made to the lessor at or before the commencement date, accrued lease liabilities and any lease incentives received or any initial direct costs incurred by the Company.

The ROU asset of finance leases is subsequently measured at cost, less accumulated amortization. The ROU asset of operating leases is subsequently measured from the carrying amount of the lease liability at the end of each reporting period, and is equal to the carrying amount of lease liabilities adjusted for (1) unamortized initial direct costs, (2) prepaid/(accrued) lease payments and (3) the unamortized balance of lease incentives received.

The carrying value of ROU assets is reviewed for impairment, similar to long-lived assets, whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable.

The Company has elected to not separate lease and non-lease components for all of its leases and to use the recognition exemptions for lease contracts that, at commencement date, have a lease term of 12 months or less and do not contain a purchase option (“short-term leases”).

2. Summary of significant accounting policies (Continued)

Significant judgements

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. Under certain of its leases, the Company has a renewal and termination option to lease assets for additional terms between one and ten years. The Company applies judgement in evaluating whether it is reasonably certain to exercise the option to renew or terminate the lease. The Company considers all relevant factors that create an economic incentive for it to exercise the renewal or termination option. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within the Company's control and affects its ability to exercise (or not to exercise) the option to renew or terminate the lease.

The Company has applied an incremental borrowing rate for the purpose of computing lease liabilities based on the remaining lease term and the rates prevailing in the jurisdictions where leases were executed.

(h) Cost of revenue

Cost of revenue primarily consists of salaries and benefits (including stock-based compensation), recruitment, training and related costs of employees who are directly responsible for the performance of services for customers, their supervisors and certain support personnel who may be dedicated to a particular customer or a set of processes. It also includes operational expenses, which consist of facilities maintenance expenses, travel and living expenses, rent, IT expenses, and consulting and certain other expenses. Consulting charges represent the cost of consultants and contract resources with specialized skills who are directly responsible for the performance of services for clients and travel and other billable costs related to the Company's clients. It also includes depreciation of property, plant and equipment, and amortization of intangible and ROU assets which are directly related to providing services that generate revenue.

(i) Selling, general and administrative expenses

Selling, general and administrative ("SG&A") expenses consist of expenses relating to salaries and benefits (including stock-based compensation) as well as costs related to recruitment, training and retention of senior management and other support personnel in enabling functions such as human resources, finance, legal, marketing, sales and sales support, and other support personnel. The operational costs component of SG&A expenses also includes travel and living costs for such personnel. SG&A expenses also include acquisition-related costs, legal and professional fees (which represent the costs of third party legal, tax, accounting and other advisors), investment in research and development, digital technology, advanced automation and robotics, and an allowance for credit losses. It also includes depreciation of property, plant and equipment, and amortization of intangibles and ROU assets other than those included in cost of revenue.

(j) Credit losses

An allowance for credit losses is recognized for all debt instruments other than those held at fair value through profit or loss. The Company pools its accounts receivable (other than deferred billings) based on similar risk characteristics in estimating expected credit losses. Credit losses for accounts receivable are based on the roll-rate method, and the Company recognizes a loss allowance based on lifetime expected credit losses at each reporting date. The Company has established a provision matrix based on historical credit loss experience, adjusted for forward-looking factors and the economic environment. The Company believes the most relevant forward-looking factors are economic environment, gross domestic product, inflation rates and unemployment rates for each of the countries in which the Company or its customers operate, and accordingly the Company adjusts historical loss rates based on expected changes in these factors. At every reporting date, observed historical default rates are updated to reflect changes in the Company's forward-looking estimates.

Credit losses for other financial assets and deferred billings are based on the discounted cash flow ("DCF") method. Under the DCF method, the allowance for credit losses reflects the difference between the contractual cash flows due in accordance with the contract and the present value of the cash flows expected to be collected. The expected cash flows are discounted at the effective interest rate of the financial asset. Such allowances are based on the credit losses expected to arise over the life of the asset which includes consideration of prepayments based on the Company's expectation as of the balance sheet date.

2. Summary of significant accounting policies (Continued)

A financial asset is written off when it is deemed uncollectible and there is no reasonable expectation of recovering the contractual cash flows. Expected recoveries of amounts previously written off, not to exceed the aggregate amounts previously written off, are included in determining the allowance at each reporting period.

Credit losses are presented as a credit loss expense within "Selling, general and administrative expenses." Subsequent recoveries of amounts previously written off are credited against the same line item.

(k) Cash and cash equivalents

Cash and cash equivalents consist of cash and bank balances and all highly liquid investments purchased with an original maturity of three months or less.

(l) Short-term investments

All liquid investments with an original maturity greater than three months but less than one year are considered to be short-term investments. Marketable short-term investments are classified and accounted for as available-for-sale investments. Available-for-sale investments are reported at fair value with changes in unrealized gains and losses recorded as a separate component of other comprehensive income (loss) until realized. Realized gains and losses on investments are determined based on the specific identification method and are included in "Other income (expense), net." The Company does not hold these investments for speculative purposes.

(m) Property, plant and equipment, net

Property, plant and equipment are stated at cost less accumulated depreciation and amortization and accumulated impairment loss. Expenditures for replacements and improvements are capitalized, whereas the costs of maintenance and repairs are charged to earnings as incurred.

The Company depreciates and amortizes all property, plant and equipment using the straight-line method over the following estimated economic useful lives of the assets:

	Years
Buildings	40
Furniture and fixtures	4
Computer equipment and servers	4
Plant, machinery and equipment	4
Computer software	4 - 7
Leasehold improvements	Lease period or 10 years, whichever is less
Vehicles	3 - 4

The Company capitalizes certain computer software and software development costs incurred in connection with developing or obtaining computer software for internal use when both the preliminary project stage is completed and it is probable that the software will be used as intended. Capitalized software costs include only (i) external direct costs of materials and services utilized in developing or obtaining computer software, (ii) compensation and related benefits for employees who are directly associated with the software project, and (iii) interest costs incurred while developing internal-use computer software.

Capitalized computer software costs are included in property, plant and equipment on the Company's consolidated balance sheets and amortized on a straight-line basis when placed into service over the estimated useful lives of the software.

Advances paid towards acquisition of property, plant and equipment outstanding as of each balance sheet date and the cost of property, plant and equipment not put to use before such date are disclosed under "Capital work in progress."

2. Summary of significant accounting policies (Continued)

(n) Impairment of long-lived assets

Long-lived assets, including certain intangible assets, to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Such assets are required to be tested for impairment if the carrying amount of the assets is higher than the future undiscounted net cash flows expected to be generated from the assets. The impairment amount to be recognized is measured as the amount by which the carrying value of the assets exceeds their fair value. The Company determines fair value by using a discounted cash flow approach.

(o) Foreign currency

The Company's consolidated financial statements are reported in U.S. dollars, the Company's functional currency. The functional currency for the Company's subsidiaries organized in Europe, other than the United Kingdom, the Czech Republic, Luxembourg and one subsidiary in Poland, is the euro, and the functional currencies of the Company's subsidiaries organized in Brazil, China, Colombia, Guatemala, Argentina, India, Israel, Japan, Morocco, South Africa, the Philippines, Poland, the Czech Republic, Hong Kong, Singapore, Australia and Canada are their respective local currencies. The functional currency of all other Company subsidiaries is the U.S. dollar. The translation of the functional currencies of the Company's subsidiaries into U.S. dollars is performed for balance sheet accounts using the exchange rates in effect as of the balance sheet date and for revenues and expense accounts using a monthly average exchange rate prevailing during the respective period. The gains or losses resulting from such translation are reported as currency translation adjustments under other comprehensive income (loss), net, under accumulated other comprehensive income (loss) as a separate component of equity.

Monetary assets and liabilities of each subsidiary denominated in currencies other than the subsidiary's functional currency are translated into their respective functional currency at the rates of exchange prevailing on the balance sheet date.

Transactions of each subsidiary in currencies other than the subsidiary's functional currency are translated into the respective functional currencies at the average monthly exchange rate prevailing during the period of the transaction. The gains or losses resulting from foreign currency transactions are included in the consolidated statements of income.

(p) Derivative instruments and hedging activities

In the normal course of business, the Company uses derivative financial instruments to manage fluctuations in foreign currency exchange rates and interest rate fluctuation. The Company enters into forward foreign exchange contracts to mitigate the risk of changes in foreign exchange rates on intercompany transactions and forecasted transactions denominated in foreign currencies and interest rate swaps to mitigate interest rate fluctuation risk on its indebtedness.

The Company recognizes derivative instruments and hedging activities as either assets or liabilities in its consolidated balance sheets and measures them at fair value. Gains and losses resulting from changes in fair value are accounted for depending on the use of the derivative and whether it is designated and qualifies for hedge accounting. Changes in the fair values of derivatives designated as cash flow hedges are deferred and recorded as a component of other comprehensive income (loss) reported under accumulated other comprehensive income (loss) until the hedged transactions occur and are then recognized in the consolidated statements of income along with the underlying hedged item and disclosed as part of "Total net revenues," "Cost of revenue," "Selling, general and administrative expenses," and "Interest expense," as applicable. Changes in the fair value of derivatives not designated as hedging instruments and the ineffective portion of derivatives designated as cash flow hedges are recognized in the consolidated statements of income and are included in foreign exchange gains (losses), net, and other income (expense), net, respectively.

With respect to derivatives designated as cash flow hedges, the Company formally documents all relationships between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedge transactions. The Company also formally assesses, both at the inception of the hedge and on a quarterly basis, whether each derivative is highly effective in offsetting changes in fair values or cash flows of the hedged item. If it is determined that a derivative or portion thereof is not highly effective as a hedge, or if a derivative ceases to be a highly effective hedge, the Company will prospectively discontinue hedge accounting with respect to that derivative instrument.

2. Summary of significant accounting policies (Continued)

In all situations in which hedge accounting is discontinued and the derivative is retained, the Company continues to carry the derivative at its fair value on the balance sheet and recognizes any subsequent change in its fair value in the consolidated statements of income. When it is probable that a forecasted transaction will not occur, the Company discontinues hedge accounting and recognizes immediately, in foreign exchange gains (losses), net in the consolidated statements of income, the gains and losses attributable to such derivative that were accumulated in other comprehensive income (loss).

(q) Income taxes

The Company calculates and provides for income taxes in each of the tax jurisdictions in which it operates. The Company accounts for income taxes using the asset and liability method of accounting for income taxes. Under this method, income tax expense is recognized for the amount of income taxes payable or refundable for the current year. In addition, deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their tax bases and for all operating loss and tax credit carry forwards, if any. Deferred tax assets and liabilities are measured using the enacted tax rates of the respective jurisdictions which are expected to apply to taxable income in the years in which the related temporary differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax laws or rates is recognized in the consolidated statements of income in the period that includes the enactment date. Deferred tax assets are reduced by a valuation allowance to the amount, based on the weight of available evidence, that is more likely than not to be realized.

The Company applies a two-step approach for recognizing and measuring the benefit of tax positions. The first step is to evaluate the tax position for recognition by determining, based on the technical merits, that the position will more likely than not be sustained upon examination. The second step is to measure the tax benefit as the largest amount of the tax benefit that has a greater than 50 percent likelihood of being realized upon settlement. The Company includes interest and penalties related to income taxes within income tax expense.

The Company follows the specific identification approach for releasing stranded tax effects from accumulated other comprehensive income (“AOCI”) upon recognition of these AOCI items in the consolidated statements of income.

(r) Employee benefit plans

Contributions to defined contribution plans are charged to consolidated statements of income in the period in which services are rendered by the covered employees. Current service costs for defined benefit plans are accrued in the period to which they relate. The liability in respect of defined benefit plans is calculated annually by the Company using the projected unit credit method. Prior service cost, if any, resulting from an amendment to a plan is recognized and amortized over the remaining period of service of the covered employees. The Company recognizes its liabilities for compensated absences dependent on whether the obligation is attributable to employee services already rendered, relates to rights that vest or accumulate and payment is probable and estimable.

The service cost is recognized under “cost of revenue” and “selling, general and administrative expenses,” depending on the functional area of the underlying employees included in the plans, and the non-operating components of net benefit plan costs are included within “other income (expense), net” in the consolidated statements of income.

The Company records annual amounts relating to its defined benefit plans based on calculations that incorporate various actuarial and other assumptions, including discount rates, mortality, assumed rates of return on plan assets, future compensation increases and attrition rates. The Company reviews its assumptions on an annual basis and makes modifications to the assumptions based on current rates and trends when it is appropriate to do so. The effect of modifications to those assumptions is recorded in other comprehensive income (loss) and amortized to net periodic cost over future periods using the corridor method. The Company believes that the assumptions utilized in recording its obligations under its plans are reasonable based on its experience and market conditions.

2. Summary of significant accounting policies (Continued)

(*s*) *Deferred Compensation Plans*

The Company maintains a non-qualified deferred compensation plan for certain employees. The plan is accounted for using the fair value measurement approach. Plan earnings are calculated by reference to actual earnings of the funds chosen by individual participants. In connection with the administration of this plan, the Company has purchased Company-owned life insurance policies insuring the lives of certain employees, held under a Rabbi Trust. The Company consolidates the invested assets of the trust. The cash surrender value of these insurance policies is included in "other assets" in the consolidated balance sheets at fair value. Gains or losses on the plan's assets and changes in the fair value of deferred compensation liabilities are included in "other income (expense), net," and "selling, general and administrative expenses," respectively, in the consolidated statements of income.

(t) Stock-based compensation

The Company recognizes and measures compensation expense for all stock-based awards based on the grant date fair value. For option awards, grant date fair value is determined under the option-pricing model (Black-Scholes-Merton model). For stock-based awards other than option awards and the performance units ("PUs") granted in 2023, grant date fair value is determined on the basis of the fair market value of a Company common share on the date of grant of such awards.

In 2023, the Company granted performance units ("PUs") to certain employees. Vesting of these PUs is contingent upon Genpact's financial performance over the three-year performance period. For PUs granted in 2023, the performance period increased to three years from one year for PUs granted prior to 2023. The number of PUs granted in 2023 that will ultimately vest will be determined, subject to certain conditions and limitations, based on the Company's total shareholder return ("TSR") relative to the TSR of the companies included as of January 1, 2023 in the S&P 400 Midcap Index (the "Peer Group") over the three-year performance period. Accordingly, the grant date fair value for PUs granted in 2023 is determined using a Monte Carlo simulation model.

The fair value determined at the grant date is expensed over the vesting period of the stock-based awards. The Company recognizes compensation expense for stock-based awards net of estimated forfeitures. Stock-based compensation recognized in the consolidated statements of income is based on awards ultimately expected to vest. As a result, the expense has been reduced for estimated forfeitures.

Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from such estimates.

(u) Earnings (loss) per share

Basic earnings per share is computed using the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during the period. For the purposes of calculating diluted earnings per share, the treasury stock method is used for stock-based awards except where the results would be anti-dilutive.

(v) Commitments and contingencies

Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties, and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment and/or remediation can be reasonably estimated. Legal costs incurred in connection with such liabilities are expensed as incurred.

2. Summary of significant accounting policies (Continued)

(w) Debt restructuring

The Company accounts for any restructuring of its credit facility using the ten percent cash flow test in accordance with ASC 470, Debt. If the cash flow effect of the change in terms on a present-value basis is less than ten percent, the debt instruments are not considered to be substantially different, and are accounted for as a modification. If the change is more than ten percent, it is treated as an extinguishment. In performing the cash flow test, the Company includes all amounts paid to its lenders in connection with the restructuring but excludes third party expenses. In the case of a modification, all new fees paid to lenders are capitalized and amortized as part of the existing effective yield and any new fees paid to third parties are expensed as incurred. No gain or loss is recorded in the case of a modification. In the case of an extinguishment, all new fees paid to lenders are expensed as incurred and any new fees paid to third parties are capitalized and amortized as a debt issuance cost. The old debt is derecognized and the new debt is recorded at fair value and a gain or loss is recorded for the difference between the net carrying value of the original debt and the fair value of the new debt.

(x) Assets held for sale

A long-lived asset (or a disposal group for a long-lived asset comprising a group of assets and related liabilities) is classified as held for sale if it is highly probable that the asset will be recovered through sale rather than continuing use.

The Company records assets held for sale at the lower of their carrying value or fair value less costs to sell. The following criteria are used to determine if a business is held for sale: (i) management, having the authority to approve a sale, commits to a plan to sell; (ii) the business is available for immediate sale in its present condition; (iii) an active program to locate a buyer and a plan to sell the business have been initiated; (iv) the sale of the business is probable within one year; (v) the business is being actively marketed for sale at a reasonable price relative to its fair value; and (vi) it is unlikely that the plan to sell will be withdrawn or that significant changes to the plan will be made.

In determining the fair value of the assets less costs to sell, the Company considers factors including current sales prices for comparable assets, discounted cash flow projections, third party valuation and any indicative offers. The Company's assumptions about fair value require significant judgment because the current market is highly sensitive to changes in economic conditions. The Company estimates the fair values of assets held for sale based on current market conditions and assumptions made by management, which may differ from actual results and may result in impairments if market conditions deteriorate.

Any impairment loss on the initial classification and subsequent measurement is recognized as an expense. Any subsequent increase in fair value less costs to sell (not exceeding the accumulated impairment loss that has been previously recognized) is recognized in the income statement.

When assets are classified as held for sale, the Company does not record any depreciation and amortization for the respective property, plant and equipment and intangibles.

(y) Recently issued accounting pronouncements

The authoritative bodies release standards and guidance which are assessed by management for impact on the Company's consolidated financial statements.

The following recently released accounting standards have not yet been adopted by the Company:

In March 2023, the FASB issued ASU No. 2023-01, "Leases (Topic 842)." This ASU requires a lessee in a common control lease arrangement to amortize leasehold improvements that it owns over the improvements' useful lives to the common control group, regardless of the lease term, if the lessee continues to control the use of the underlying asset through a lease. The ASU is effective for the Company for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2023. Early adoption is permitted. The Company is in the process of assessing the impact of this ASU on its consolidated results of operations, cash flows, financial position and disclosures.

2. Summary of significant accounting policies (Continued)

In November 2023, the FASB issued ASU No. 2023-07, "Segment Reporting (Topic 280)." This ASU improves reportable segment disclosure requirements by enhancing disclosures about significant segment expenses. It requires public entities to disclose significant segment expenses, other segment items, and additional measures of segment profit or loss, providing more comprehensive information for investors and stakeholders. The amendments in this ASU are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is in the process of assessing the impact of this ASU on its disclosures.

In December 2023, the FASB issued ASU No. 2023-09, "Income Taxes (Topic 740)." This ASU enhances income tax disclosures by requiring public business entities on an annual basis (1) to disclose specific categories in the rate reconciliation, and (2) to provide additional information for reconciling items that meet a quantitative threshold, i.e., if the effect of those reconciling items is equal to or greater than 5% of the amount computed by multiplying pretax income or loss by the applicable statutory income tax rate. It also requires entities to disclose the income taxes paid (net of refunds received), broken out between federal (national), state/local and foreign, as well as the amounts paid to an individual jurisdiction when 5% or more of the total income taxes were paid to such jurisdiction. The amendments in this ASU are effective for fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is in the process of assessing the impact of this ASU on its disclosures.

3. Business acquisitions

(a) Hoodoo Digital, LLC

On December 31, 2021, the Company acquired 100% of the outstanding equity/limited liability company interests in Hoodoo Digital, LLC, a Utah limited liability company, for total purchase consideration of $66,721. This amount represents cash consideration of $64,439, net of cash acquired of $2,283. The total purchase consideration paid by the Company to the sellers on the closing date was $67,695, resulting in a recoverable of $973 as of the closing date, which was subsequently received. The Company has made measurement period adjustments of $1,688 related to taxes during the year ended December 31, 2022. The Company paid $682 to the sellers in 2023 and no portion of the purchase consideration is outstanding as of December 31, 2023. This acquisition furthered the Company's strategy to fuse experience and process innovation to help clients drive end-to-end digital transformation. Hoodoo Digital's expertise with Adobe Experience Manager and other Adobe applications expands the Company's existing capabilities to provide clients with an end-to-end solution that integrates digital content, e-commerce, data analytics, and marketing operations.

In connection with this acquisition, the Company recorded $16,200 in customer-related intangibles and $2,400 in marketing-related intangibles which have a weighted average amortization period of five years. Goodwill arising from the acquisition amounting to $46,033 has been allocated using a relative fair value allocation method to each of the Company's reporting segments as follows: to the Financial Services segment in the amount of $4,338, to the Consumer and Healthcare segment in the amount of $7,321 and to the High Tech and Manufacturing segment in the amount of $34,374. Goodwill arising from this acquisition is deductible for income tax purposes. The goodwill represents primarily the acquired capabilities and other benefits expected to result from combining the acquired operations with the Company's existing operations.

Acquisition-related costs of $1,177 have been included in selling, general and administrative expenses as incurred. In connection with the acquisition, the Company also acquired certain assets with a value of $5,629 and assumed certain liabilities amounting to $1,852. The agreement with the sellers provides a full indemnity to the Company for all pre-closing income and non-income tax liabilities up to a maximum of the purchase consideration, including interest and penalties thereon. The Company would not be financially or materially affected by any liabilities that may arise from such exposures.

Accordingly, the Company recognized an indemnification asset of $278 based on the information that was available at the date of the acquisition, which is included in the assets taken over by the Company. The results of operations of the acquired business and the fair value of the acquired assets and assumed liabilities are included in the Company's consolidated financial statements with effect from the date of the acquisition.

(In thousands, except per share data and share count)

4. Accounts receivable, net of allowance for credit losses

The following table provides details of the Company's allowance for credit losses:

	Year ended December 31, 2021		2022		2023	
Opening balance as of January 1	$	27,707	$	24,329	$	20,442
Additions (net), charged to income statement		910		2,096		3,081
Deductions/effect of exchange rate fluctuations		(4,288)		(5,983)		(5,245)
Closing balance	$	24,329	$	20,442	$	18,278

Accounts receivable were $1,015,197 and $1,134,551, and allowances for credit losses were $20,442 and $18,278, resulting in net accounts receivable balances of $994,755 and $1,116,273 as of December 31, 2022 and 2023, respectively.

During the year ended December 31, 2022, the Company sold certain accounts receivable amounting to $2,180 and classified $2,341 as assets held for sale relating to a business previously classified as held for sale, the sale of which was completed in the first quarter of 2023. See Note 8 for additional information.

The Company has a revolving accounts receivable-based facility of $100,000 and $75,000 as of December 31, 2022 and 2023, respectively, permitting it to sell accounts receivable to banks on a non-recourse basis in the ordinary course of business. The aggregate maximum capacity utilized by the Company at any time during the periods ended December 31, 2022 and 2023 was $33,030 and $51,367, respectively. The principal amount outstanding against this facility as of December 31, 2022 and 2023 was $33,030 and $51,344, respectively. The cost of factoring such accounts receivable during the years ended December 31, 2021, 2022 and 2023 was $40, $601 and $2,013, respectively. Gains or losses on the sales are recorded at the time of transfer of the accounts receivable and are included under "interest income (expense), net" in the Company's consolidated statements of income.

The Company also has arrangements with financial institutions that manage the accounts payable program for certain of the Company's large clients. The Company sells certain accounts receivable pertaining to such clients to these financial institutions on a non-recourse basis. There is no cap on the value of accounts receivable that can be sold under these arrangements. The Company used these arrangements to sell accounts receivable amounting to $299,875 and $324,401 during the years ended December 31, 2022 and December 31, 2023, respectively, which also represents the maximum capacity utilized under these arrangements in each such year. The cost of factoring such accounts receivable during the years ended December 31, 2021, 2022 and 2023 was $1,295, $4,154 and $7,921, respectively.

5. Fair value measurements

The Company measures certain financial assets and liabilities, including derivative instruments, at fair value on a recurring basis. The fair value measurements of these financial assets and liabilities were determined using the following inputs as of December 31, 2022 and 2023:

	As of December 31, 2022							
			Fair Value Measurements at Reporting Date Using					
			Quoted Prices in Active Markets for Identical Assets		Significant Other Observable Inputs		Significant Other Unobservable Inputs	
	Total		(Level 1)		(Level 2)		(Level 3)	
Assets								
Derivative instruments (Note a, c)	$	21,687	$	—	$	21,687	$	—
Deferred compensation plan assets (Note a, e)		40,261		—		—		40,261
Total	$	61,948	$	—	$	21,687	$	40,261
Liabilities								
Earn-out consideration (Note b, d)	$	2,517	$	—	$	—	$	2,517
Derivative instruments (Note b, c)		38,817		—		38,817		—
Deferred compensation plan liability (Note b, f)		39,654		—		—		39,654
Total	$	80,988	$	—	$	38,817	$	42,171

(In thousands, except per share data and share count)

5. Fair value measurements (Continued)

	As of December 31, 2023			
	Fair Value Measurements at Reporting Date Using			
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Other Unobservable Inputs
	Total	(Level 1)	(Level 2)	(Level 3)
Assets				
Derivative instruments (Note a, c)	$ 22,307	$ —	$ 22,307	$ —
Deferred compensation plan assets (Note a, e)	51,983	—	—	51,983
Total	$ 74,290	$ —	$ 22,307	$ 51,983
Liabilities				
Derivative instruments (Note b, c)	17,363	—	17,363	—
Deferred compensation plan liability (Note b, f)	51,354	—	—	51,354
Total	$ 68,717	$ —	$ 17,363	$ 51,354

(a) Derivative assets are included in "prepaid expenses and other current assets" and "other assets" in the consolidated balance sheets. Deferred compensation plan assets are included in "other assets" in the consolidated balance sheets.

(b) Included in "accrued expenses and other current liabilities" and "other liabilities" in the consolidated balance sheets.

(c) The Company values its derivative instruments based on market observable inputs, including both forward and spot prices for the relevant currencies and interest rate indices for relevant interest rates. The quotes are taken from an independent market database.

(d) The fair value of earn-out consideration, calculated as the present value of expected future payments to be made to the sellers of acquired businesses, was derived by estimating the future financial performance of the acquired businesses using the earn-out formula and performance targets specified in each purchase agreement and adjusting the result to reflect the Company's estimate of the likelihood of achievement of such targets. Given the significance of the unobservable inputs, the valuations are classified in level 3 of the fair value hierarchy.

(e) Deferred compensation plan assets consist of life insurance policies held under a Rabbi Trust. Assets held in the Rabbi Trust are valued based on the cash surrender value of the insurance contract, which is determined based on the fair value of the underlying assets included in the insurance portfolio and are therefore classified within level 3 of the fair value hierarchy.

(f) The fair value of the deferred compensation plan liability is derived based on the fair value of the underlying assets in the insurance policies and is therefore classified within level 3 of the fair value hierarchy.

The following table provides a roll-forward of the fair value of earn-out consideration categorized as level 3 in the fair value hierarchy for the years ended December 31, 2022 and 2023:

	Year ended December 31,	
	2022	**2023**
Opening balance	**$ 5,406**	**$ 2,517**
Payments made on earn-out consideration	(2,437)	(2,399)
Change in fair value of earn-out consideration (Note a)	(452)	(118)
Closing balance	**$ 2,517**	**$ —**

(a) Changes in the fair value of earn-out consideration are reported in "other operating (income) expense, net" in the consolidated statements of income.

(In thousands, except per share data and share count)

5. Fair value measurements (Continued)

The following table provides a roll-forward of the fair value of deferred compensation plan assets categorized as level 3 in the fair value hierarchy for the years ended December 31, 2022 and 2023:

	Year ended December 31,	
	2022	2023
Opening balance	**$ 38,584**	**$ 40,261**
Additions (net of redemption)	9,257	4,216
Change in fair value of deferred compensation plan assets (Note a)	(7,580)	7,506
Closing balance	**$ 40,261**	**$ 51,983**

(a) Changes in the fair value of plan assets are reported in "other income (expense), net" in the consolidated statements of income.

The following table provides a roll-forward of the fair value of deferred compensation liabilities categorized as level 3 in the fair value hierarchy for the years ended December 31, 2022 and 2023:

	Year ended December 31,	
	2022	2023
Opening balance	**$ 38,007**	**$ 39,654**
Additions (net of redemption)	9,257	4,216
Change in fair value of deferred compensation plan liabilities (Note a)	(7,610)	7,484
Closing balance	**$ 39,654**	**$ 51,354**

(a) Changes in the fair value of deferred compensation liabilities are reported in "selling, general and administrative expenses" in the consolidated statements of income.

6. Derivative financial instruments

The Company is exposed to the risk of rate fluctuations on its foreign currency assets and liabilities and on foreign currency denominated forecasted cash flows and interest rates. The Company has established risk management policies, including the use of derivative financial instruments to hedge foreign currency assets and liabilities, foreign currency denominated forecasted cash flows and interest rate risk. These derivative financial instruments consist of deliverable and non-deliverable forward foreign exchange contracts, treasury rate locks and interest rate swaps. The Company enters into these contracts with counterparties that are banks or other financial institutions, and the Company considers the risk of non-performance by such counterparties not to be material. The forward foreign exchange contracts and interest rate swaps mature during a period of up to 60 months and the forecasted transactions are expected to occur during the same period.

(In thousands, except per share data and share count)

6. Derivative financial instruments (Continued)

The following table presents the aggregate notional principal amounts of outstanding derivative financial instruments together with the related balance sheet exposure:

	Notional principal amounts (Note a)		Balance sheet exposure asset (liability) (Note b)	
	As of December 31, 2022	As of December 31, 2023	As of December 31, 2022	As of December 31, 2023
Foreign exchange forward contracts denominated in:				
United States Dollars (sell) Indian Rupees (buy)	$ 1,587,500	$ 1,892,800	$ (25,581)	$ 5,278
United States Dollars (sell) Mexican Peso (buy)	24,000	66,000	1,079	2,129
United States Dollars (sell) Philippines Peso (buy)	79,200	118,500	(828)	637
Euro (sell) United States Dollars (buy)	182,163	222,363	480	(3,499)
Singapore Dollars (buy) United States Dollars (sell)	50,956	—	166	—
Euro (sell) Romanian Leu (buy)	51,115	66,384	848	90
Japanese Yen (sell) Chinese Renminbi (buy)	8,185	52,562	(327)	803
United States Dollars (sell) Chinese Renminbi (buy)	41,000	40,800	605	(638)
Pound Sterling (sell) United States Dollars (buy)	32,594	14,915	1,113	(398)
United States Dollars (sell) Hungarian Font (buy)	12,000	32,000	828	809
Australian Dollars (sell) Indian Rupees (buy)	87,513	90,077	(452)	(1,914)
United States Dollars (Sell) Polish Zloty (buy)	24,000	51,000	1,372	3,046
Japanese Yen (sell) United States Dollars (buy)	10,000	7,000	(1,134)	323
Israeli Shekel (sell) United States Dollars (buy)	3,000	15,000	3	1,175
South African Rand (sell) United States Dollars (buy)	21,000	27,000	(1,652)	216
United States Dollars (sell) Brazilian Real (buy)	—	4,000	—	55
United States Dollars (sell) Costa Rica Colon (buy)	—	13,000	—	555
Pound Sterling (buy) United States Dollar (sell)	—	22,300	—	669
United States Dollars (sell) Malaysian Ringgit (buy)	—	18,000	—	161
Interest rate swaps (floating to fixed)	432,248	148,125	6,350	(4,553)
			$ (17,130)	$ 4,944

(a) Notional amounts are key elements of derivative financial instrument agreements but do not represent the amount exchanged by counterparties and do not measure the Company’s exposure to credit, foreign exchange, interest rate or market risks. However, the amounts exchanged are based on the notional amounts and other provisions of the underlying derivative financial instrument agreements. Notional amounts are denominated in U.S. dollars.

(b) Balance sheet exposure is denominated in U.S. dollars and denotes the mark-to-market impact of the derivative financial instruments on the reporting date.

FASB guidance on derivatives and hedging requires companies to recognize all derivative instruments as either assets or liabilities at fair value in the balance sheet. In accordance with the FASB guidance on derivatives and hedging, the Company designates foreign exchange forward contracts, interest rate swaps and treasury rate locks as cash flow hedges. Foreign exchange forward contracts are entered into to cover the effects of future exchange rate variability on forecasted revenues and purchases of services, and interest rate swaps and treasury rate locks are entered into to cover interest rate fluctuation risk. In addition to this program, the Company uses derivative instruments that are not accounted for as hedges under the FASB guidance in order to hedge foreign exchange risks related to balance sheet items, such as receivables and intercompany borrowings, that are denominated in currencies other than the Company’s underlying functional currency.

(In thousands, except per share data and share count)

6. Derivative financial instruments (Continued)

The fair value of the Company's derivative instruments and their location in the Company's financial statements are summarized in the table below:

	Cash flow hedges		Non-designated	
	As of December 31, 2022	As of December 31, 2023	As of December 31, 2022	As of December 31, 2023
Assets				
Prepaid expenses and other current assets	$ 17,531	$ 13,273	$ 2,151	$ 5,783
Other assets	$ 2,005	$ 3,251	$ —	$ —
Liabilities				
Accrued expenses and other current liabilities	$ 23,662	$ 6,833	$ 11,495	$ 1,276
Other liabilities	$ 3,660	$ 9,254	$ —	$ —

Cash flow hedges

For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain (loss) on the derivative instrument is reported as a component of other comprehensive income (loss) and reclassified into earnings in the same period or periods during which the hedged transaction is recognized in the consolidated statements of income. Gains (losses) on the derivatives, representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness, are recognized in earnings as incurred.

The Company executed a treasury rate lock agreement for $350,000 in connection with future interest payments to be made on its senior notes issued by Genpact Luxembourg S.à r.l. ("Genpact Luxembourg") and Genpact USA, Inc. ("Genpact USA"), both wholly-owned subsidiaries of the Company, in March 2021 (the "2021 Senior Notes"), and the treasury rate lock was designated as a cash flow hedge. The treasury rate lock agreement was terminated on March 23, 2021 and a deferred gain was recorded in accumulated other comprehensive income and is being amortized to interest expense over the life of the 2021 Senior Notes. The remaining gain to be amortized related to the treasury rate lock agreement as of December 31, 2022 and 2023 was $530 and $368, respectively.

In connection with cash flow hedges, the gains (losses) recorded as a component of other comprehensive income (loss) ("OCI"), and the related tax effects are summarized below:

	Year ended December 31,								
	2021			2022			2023		
	Before-Tax amount	Tax (Expense) or Benefit	Net of tax Amount	Before-Tax amount	Tax (Expense) or Benefit	Net of tax Amount	Before-Tax amount	Tax (Expense) or Benefit	Net of tax Amount
Opening balance	$ (10,921)	$ 1,861	$ (9,060)	$ 17,468	$ (3,404)	$ 14,064	$ (7,255)	$ 1,543	$ (5,712)
Net gains (losses) reclassified into statement of income on completion of hedged transactions	7,628	(1,836)	5,792	(6,815)	(413)	(7,228)	13,871	(3,644)	10,227
Changes in fair value of effective portion of outstanding derivatives, net	36,017	(7,101)	28,916	(31,538)	4,534	(27,004)	21,931	(5,041)	16,890
Gain (loss) on cash flow hedging derivatives, net	28,389	(5,265)	23,124	(24,723)	4,947	(19,776)	8,060	(1,397)	6,663
Closing balance	$ 17,468	$ (3,404)	$ 14,064	$ (7,255)	$ 1,543	$ (5,712)	$ 805	$ 146	$ 951

(In thousands, except per share data and share count)

6. Derivative financial instruments (Continued)

The gains or losses recognized in other comprehensive income (loss) and their effects on financial performance are summarized below:

Derivatives in Cash Flow Hedging Relationships	Amount of Gain (Loss) recognized in OCI on Derivatives (Effective Portion) Year ended December 31, 2021	2022	2023	Location of Gain (Loss) reclassified from OCI into Statement of Income (Effective Portion)	Amount of Gain (Loss) reclassified from OCI into Statement of Income (Effective Portion) Year ended December 31, 2021	2022	2023
Forward foreign exchange contracts	$ 32,270	$ (44,873)	$ 24,660	Revenue	$ 1,354	$ 3,586	$ 1,256
Interest rate swaps	2,931	13,335	(2,729)	Cost of revenue	11,155	(8,668)	3,715
Treasury rate lock	816	—	—	Selling, general and administrative expenses	3,012	(1,148)	565
				Interest expense	(7,893)	(585)	8,335
	$ 36,017	**$ (31,538)**	**$ 21,931**		**$ 7,628**	**$ (6,815)**	**$ 13,871**

There were no gains (losses) recognized in the statement of income on the ineffective portion of derivatives and excluded from effectiveness testing for the years ended December 31, 2021, 2022 and 2023, respectively.

Non-designated Hedges

Derivatives not designated as hedging instruments	Location of Gain (Loss) recognized in Statement of Income on Derivatives	Amount of Gain (Loss) recognized in Statement of Income on Derivatives Year ended December 31, 2021	2022	2023
Forward foreign exchange contracts (Note a)	Foreign exchange gains (losses), net	$ 12,116	$ (29,499)	$ 13,462

a) These forward foreign exchange contracts were entered into to hedge fluctuations in foreign exchange rates for recognized balance sheet items, such as receivables and intercompany borrowings, and were not originally designated as hedges under FASB guidance on derivatives and hedging. Realized gains (losses) and changes in the fair value of these derivatives are recorded in foreign exchange gains (losses), net in the consolidated statements of income.

7. Prepaid expenses and other current assets

Prepaid expenses and other current assets consist of the following:

	As of December 31, 2022	2023
Advance income and non-income taxes	$ 38,382	$ 90,136
Contract asset (Note 25)	11,613	17,454
Prepaid expenses	39,952	36,196
Derivative instruments	19,682	19,056
Employee advances	3,299	5,087
Deposits	5,372	4,406
Advances to suppliers	953	1,689
Others	18,719	17,542
Total	$ 137,972	$ 191,566

During the year ended December 31, 2022, the Company sold certain prepaid expenses and other current assets amounting to $445 and classified $901 as assets held for sale relating to a business previously classified as held for sale, the sale of which was completed in the first quarter of 2023. See Note 8 for additional information.

8. Assets and liabilities held for sale

During the year ended December 31, 2022, the Company took actions to realign its portfolio to focus on services it believes have the greatest opportunities for growth, and deprioritized assets that no longer fit with its long-term strategy. Pursuant to a plan approved by management in the second quarter of 2022, the Company identified and divested a business (the "Business") that was part of the Company's Consumer and Healthcare segment.

The transaction to divest the Business included the sale of 100% of the issued and outstanding shares of capital stock of an entity pursuant to a stock purchase agreement, which was completed in the fourth quarter of 2022. It also included the sale of certain assets and liabilities pursuant to an asset purchase agreement signed during the fourth quarter of 2022. The sale of such assets was completed in the first quarter of 2023.

Pursuant to the stock purchase agreement related to the sale of the Business, the Company was entitled to a potential earn-out of up to $10,600, contingent upon the Business signing contracts with certain clients and invoicing them during 2023. The Company previously determined that the likelihood of achieving these events was uncertain, and accordingly, the Company opted to record the earn-out if and when the consideration was determined to be realizable. During the year ended December 31 2023, the Company did not receive any earn-out consideration under the stock purchase agreement as the earn-out events were not achieved. Accordingly, the Company did not record any income from earn-out consideration.

Pursuant to the asset purchase agreement signed in 2022 related to the sale of the Business, the Company now holds a 1.5% fixed rate unsecured loan note amounting to $18,001 issued by the purchasers. The Company's obligation to transfer $18,001 to the purchasers in exchange for the note was satisfied in February 2023 upon the closing of the transaction. The note and interest thereon become receivable by the Company upon a future share sale, disposal or listing by the buyer group or early voluntary repayment of the note at the discretion of the buyer group. In November 2023, the Company and the purchaser signed a supplemental deed amending the loan note. Under the supplemental deed, the redemption period was shortened to six months from the execution of the supplemental deed, and the redemption sum was reduced to $1,500. However, if the Company does not receive the payment of the redemption sum within the revised six month redemption period, the loan note will remain in full force and effect under its original terms and value without modification or amendment under the supplemental deed. The Company deems the likelihood of recovery of principal and interest on the note to be remote and not in the control of the Company. Accordingly, the Company has not recorded a value for the note.

The Company completed the sale of the Business in the first quarter of 2023, resulting in a net payout of $2,091 and a loss of $802 on the sale of the Business recorded in the year ended December 31, 2023 in addition to an impairment charge of $32,575 recorded in the year ended December 31, 2022. The loss on the sale of the Business previously classified as held for sale has been recorded in "other operating (income) expense, net" in the Company's consolidated statements of income. See Note 21 for additional information.

(In thousands, except per share data and share count)

9. Property, plant and equipment, net

Property, plant and equipment, net consist of the following:

	As of December 31,	
	2022	2023
Land	$ 6,662	$ 6,652
Buildings	38,376	45,596
Furniture and fixtures	47,076	46,652
Computer equipment and servers	300,501	311,320
Plant, machinery and equipment	98,515	93,744
Computer software	118,547	118,646
Leasehold improvements	102,248	111,308
Vehicles	110	78
Capital work in progress	54,330	46,138
Property, plant and equipment, gross	$ 766,365	$ 780,134
Less: Accumulated depreciation, amortization and impairment	(585,607)	(590,331)
Property, plant and equipment, net	**$ 180,758**	**$ 189,803**

Depreciation expense on property, plant and equipment for the years ended December 31, 2021, 2022 and 2023 was $62,159, $54,603 and $50,445, respectively. Computer software amortization for the years ended December 31, 2021, 2022 and 2023 was $5,842, $4,703 and $2,429, respectively.

The depreciation and amortization expenses set forth above include the effect of the reclassification of foreign exchange (gains) losses related to the effective portion of foreign currency derivative contracts, amounting to $(430), $306 and $(24) for the years ended December 31, 2021, 2022 and 2023, respectively.

The Company recorded a write-down to property, plant and equipment & computer software during the years ended December 31, 2021, 2022 and 2023 as described in Note 10.

During the year ended December 31, 2022, the Company sold certain property plant and equipment with a gross carrying value and accumulated depreciation amounting to $377 and $355, respectively. See Note 8 for additional information.

10. Goodwill and intangible assets

The following table presents the changes in goodwill for the year ended December 31, 2022 and 2023:

	As of December 31,	
	2022	2023
Opening balance	$ 1,731,027	$ 1,684,196
Impact of measurement period adjustments	1,817	—
Classified as held for sale	(1,625)	—
Effect of exchange rate fluctuations	(47,023)	(414)
Closing balance	**$ 1,684,196**	**$ 1,683,782**

(In thousands, except per share data and share count)

10. Goodwill and intangible assets (Continued)

The following table presents the changes in goodwill by reporting unit for the year ended December 31, 2022:

	Financial Services	Consumer and Healthcare	High Tech and Manufacturing	Total
Opening balance	$ 421,257	$ 611,120	$ 698,650	$ 1,731,027
Impact of measurement period adjustments	171	289	1,357	1,817
Classified as held for sale	—	(1,625)	—	(1,625)
Effect of exchange rate fluctuations	(12,692)	(16,877)	(17,454)	(47,023)
Closing balance	**$ 408,736**	**$ 592,907**	**$ 682,553**	**$ 1,684,196**

The following table presents the changes in goodwill by reporting unit for the year ended December 31, 2023:

	Financial Services	Consumer and Healthcare	High Tech and Manufacturing	Total
Opening balance	$ 408,736	$ 592,907	$ 682,553	$ 1,684,196
Effect of exchange rate fluctuations	(62)	(127)	(225)	(414)
Closing balance	**$ 408,674**	**$ 592,780**	**$ 682,328**	**$ 1,683,782**

During the years ended December 31, 2021, 2022 and 2023, in accordance with ASC 350, Intangibles-Goodwill and Other, the Company performed assessments to determine whether events or circumstances exist that may lead to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. Based on such assessments for the years ended December 31, 2021, 2022 and 2023, the Company concluded that it is not more likely than not that the fair values of any of the Company's reporting units are less than their carrying amounts.

As of December 31, 2022, the Company classified goodwill (before impairment) amounting to $1,625 attributable to its Consumer and Healthcare segment as assets held for sale, and this amount was written off in the year ended December 31, 2022. See Note 8 for additional information.

The total amount of the Company's goodwill deductible for income tax purposes was $291,377 and $263,910 as of December 31, 2022 and 2023, respectively.

The Company's intangible assets are as follows:

	As of December 31, 2022			As of December 31, 2023		
	Gross carrying amount	Accumulated amortization & Impairment	Net	Gross carrying amount	Accumulated amortization & Impairment	Net
Customer-related intangible assets	$ 473,997	$ 411,706	$ 62,291	$ 474,090	$ 436,104	$ 37,986
Marketing-related intangible assets	97,831	83,253	14,578	97,840	88,648	9,192
Technology-related intangible assets	126,406	113,560	12,846	129,600	123,750	5,850
Total	**$ 698,234**	**$ 608,519**	**$ 89,715**	**$ 701,530**	**$ 648,502**	**$ 53,028**

Amortization expenses for intangible assets acquired as part of a business combination and disclosed in the consolidated statements of income under amortization of acquired intangible assets for the years ended December 31, 2021, 2022 and 2023 were $58,448, $42,667 and $31,463, respectively.

(In thousands, except per share data and share count)

10. Goodwill and intangible assets (Continued)

During the year ended December 31, 2022, the Company sold certain intangible assets with a gross carrying value and accumulated amortization amounting to $9,894 and $7,272, respectively, and classified certain intangible assets with a gross carrying value and accumulated amortization amounting to $40,538 and $16,989, respectively, as assets held for sale relating to the Business, the sale of which was completed in the first quarter of 2023. See Note 8 for additional information.

Amortization expenses for internally-developed and other intangible assets disclosed in the consolidated statements of income under cost of revenue and selling, general and administrative expenses for the years ended December 31, 2021, 2022 and 2023 were $24,987, $14,768 and $8,571, respectively.

Amortization expenses for the technology-related, internally-developed intangible assets set forth above include the effect of the reclassification of foreign exchange (gains) losses related to the effective portion of foreign currency derivative contracts, amounting to $(157), $51 and $(4) for the years ended December 31, 2021, 2022 and 2023, respectively.

During the years ended December 31, 2021, 2022 and 2023, the Company tested for recoverability certain customer-related and technology-related intangible assets, including those under development, goodwill and certain property, plant and equipment, including those held for sale as a result of changes in market trends and the Company's investment strategy, including the Company's decision to cease certain service offerings. Also see Note 8 for additional information. Based on the results of this testing, the Company determined that the carrying values of the assets tested were not recoverable, and the Company recorded complete write-downs of the carrying values of these assets amounting to $915, $29,173 and $0 for the years ended December 31, 2021, 2022 and 2023, respectively. These write-downs have been recorded in "other operating (income) expense, net" in the consolidated statements of income.

The summary below presents the impairment charges (on intangibles and goodwill) and write-downs (on property, plant and equipment) recorded for various categories of assets during the years ended December 31, 2021, 2022 and 2023:

	Year ended December 31,		
	2021	2022	2023
Technology related intangible assets	$ 205	$ 25,266	$ —
Customer related intangible assets	$ —	$ 905	$ —
Goodwill	$ —	$ 1,625	$ —
Total intangible assets and goodwill	**$ 205**	**$ 27,796**	**$ —**
Property, plant and equipment	$ 710	$ 1,377	$ —
Total property, plant and equipment	**$ 710**	**$ 1,377**	**$ —**
Total impairment and write-down	**$ 915**	**$ 29,173**	**$ —**

The estimated amortization schedule for the Company's intangible assets for future periods as of December 31, 2023 is set out below:

For the year ending December 31:	
2024	28,276
2025	18,152
2026	3,895
2027	2,705
Total	**$ 53,028**

(In thousands, except per share data and share count)

11. Other Assets

Other assets consist of the following:

	As of December 31,	
	2022	2023
Contract asset (Note 25)	$ 6,734	$ 15,916
Advance income and non-income taxes	126,172	94,651
Deposits	22,524	22,755
Derivative instruments	2,005	3,251
Prepaid expenses	6,354	3,775
Deferred billings, net*	61,537	85,998
Right of use (ROU) assets finance lease	26,358	17,766
Others	52,450	55,848
Total	**$ 304,134**	**$ 299,960**

*Deferred billings were $64,735 and $90,094 and allowances for credit losses on deferred billings were $3,198 and $4,096, resulting in net deferred billings balances of $61,537 and $85,998 as of December 31, 2022 and 2023, respectively.

During the years ended December 31, 2021 and 2023, the Company recorded additional charges of $577 and $898, respectively, and a release of $513 during the year ended December 31, 2022 in the income statement on account of credit losses on deferred billings.

During the year ended December 31, 2022, the Company sold certain other assets amounting to $0 and classified $1,765 as assets held for sale relating to the Business, the sale of which was completed in the first quarter of 2023. See Note 8 for additional information.

12. Leases

The Company has leased buildings, vehicles, furniture and fixtures, leased lines, computer equipment and servers from various lessors. Certain lease agreements include options to terminate or extend the leases for up to 10 years. The lease agreements do not contain any material residual value guarantees or material restrictive covenants.

The components of lease cost for operating and finance leases for the years ended December 31, 2021, 2022 and 2023 are summarized below:

	Year ended December 31, 2021	Year ended December 31, 2022	Year ended December 31, 2023
Finance lease cost:			
Amortization of ROU assets (Note a)	15,549	13,132	11,058
Interest on lease liabilities (Note b)	2,538	1,532	1,332
Operating lease cost (Note c)	81,637	68,172	60,629
Short-term lease cost (Note c)	1,057	1,563	1,963
Variable lease cost (Note c)	5,307	6,898	6,785
Total lease cost	**$ 106,088**	**$ 91,297**	**$ 81,767**

a) Included in “depreciation and amortization” in the consolidated statements of income.

b) Included in “interest income (expense), net” in the consolidated statements of income.

c) Included in “cost of revenue” and “selling, general and administrative expenses” in the consolidated statements of income.

ROU assets relating to finance leases of $26,358 and $17,766 as of December 31, 2022 and December 31, 2023, respectively, are included in “other assets” in the consolidated balance sheets.

(In thousands, except per share data and share count)

12. Leases (Continued)

Amortization of ROU assets as set out above includes the effect of the reclassification of foreign exchange (gains) losses related to the effective portion of foreign currency derivative contracts amounting to $(99), $71 and $(3) for the years ended December 31, 2021, 2022 and 2023, respectively.

The operating lease cost set out above includes the effect of the reclassification of foreign exchange (gains) losses related to the effective portion of foreign currency derivative contracts amounting to $(333), $187 and $(74) for the years ended December 31, 2021, 2022 and 2023, respectively.

Other information

	Year ended December 31, 2021	Year ended December 31, 2022	Year ended December 31, 2023
Weighted-average remaining lease term—finance leases	2.3 years	2.02 years	1.91 years
Weighted-average remaining lease term—operating leases	5.76 years	5.41 years	5.06 years
Weighted-average discount rate—finance leases	5.70 %	5.72 %	6.54 %
Weighted-average discount rate—operating leases	6.98 %	7.80 %	8.33 %

	Year ended December 31, 2021	Year ended December 31, 2022	Year ended December 31, 2023
Cash paid for amounts included in the measurement of lease liabilities			
Operating cash outflows for finance leases	$ 2,592	$ 1,532	$ 1,332
Operating cash outflows for operating leases	$ 80,159	$ 79,037	$ 70,176
Financing cash outflows for finance leases	$ 13,926	$ 12,810	$ 12,165

The following table reconciles the undiscounted cash flows for the Company's operating and finance leases as of December 31, 2022 to the finance and operating lease liabilities recorded on the Company's consolidated balance sheets:

Period range	Finance lease	Operating lease
2023	$ 16,382	$ 69,902
2024	8,681	61,017
2025	3,000	46,979
2026	830	40,638
2027	119	30,100
Thereafter	—	52,466
Total lease payments	**$ 29,012**	**$ 301,102**
Less: Imputed interest	1,625	56,641
Total lease liabilities	**$ 27,387**	**$ 244,461**

(In thousands, except per share data and share count)

12. Leases (Continued)

The following table reconciles the undiscounted cash flows for the Company's operating and finance leases as of December 31, 2023 to the operating and finance lease liabilities recorded on the Company's consolidated balance sheets:

Period range	Finance lease	Operating lease
2024	$ 11,779	$ 65,016
2025	4,061	51,690
2026	2,403	48,686
2027	930	40,886
2028	198	26,719
Thereafter	—	35,177
Total lease payments	**$ 19,371**	**$ 268,174**
Less: Imputed interest	1,660	49,846
Total lease liabilities	**$ 17,711**	**$ 218,328**

During the years ended December 31, 2021, 2022 and 2023, the Company recorded impairment charges of $0, $20,307 and $0, respectively, relating to operating lease right-of-use assets due to the Company's shift to a virtual operating environment. The impairment charge recorded in 2022 was classified as restructuring charges during the year ended December 31, 2022. See Note 27 for additional details.

13. Accrued expenses and other current liabilities

Accrued expenses and other current liabilities consist of the following:

	As of December 31,	
	2022	2023
Accrued expenses	$ 126,680	$ 165,378
Accrued employee cost	293,934	322,601
Earn-out consideration	2,517	—
Statutory liabilities	82,912	76,022
Retirement benefits	1,725	2,386
Compensated absences	25,101	29,779
Derivative instruments	35,157	8,109
Contract liabilities (Note 25)	160,625	112,435
Finance lease liability	15,585	10,837
Others	46,771	31,633
Total	**$ 791,007**	**$ 759,180**

During the year ended December 31, 2022, the Company sold certain accrued expense and other current liabilities amounting to $4,853 and classified $1,147 as liabilities held for sale relating to the Business, the sale of which was completed in the first quarter of 2023. See Note 8 for additional information.

14. Long-term debt

In December 2022, the Company amended its existing credit facility under its amended and restated credit agreement entered into in August 2018 (the "2018 Credit Agreement"), which was comprised of a $680,000 term loan and a $500,000 revolving credit facility, and entered into an amended and restated credit agreement (the "2022 Credit Agreement") with Genpact USA, Inc. ("Genpact USA"), Genpact Global Holdings (Bermuda) Limited ("GGH") and Genpact Luxembourg S.à r.l. ("Genpact Luxembourg", and together with Genpact USA and GGH, the "Borrowers"), as borrowers, Wells Fargo Bank, National Association ("Wells Fargo"), as administrative agent, swingline lender and issuing bank, and the lenders and other parties thereto, which is comprised of a $530,000 term loan and a $650,000 revolving credit facility. The 2022 Credit Agreement, which is guaranteed by the Company and certain of its subsidiaries, replaced the 2018 Credit Agreement. The obligations under the 2022 Credit Agreement are unsecured.

The outstanding balance of the term loan under the 2018 Credit Agreement as of the date of the 2022 Credit Agreement was $527,000. The revolving credit facility and the term loan have a term of five years and expire on December 13, 2027. The 2022 Credit Agreement did not result in a substantial modification of $290,870 of the outstanding term loan under the 2018 Credit Agreement. Further, as a result of the 2022 Credit Agreement, the Company extinguished $236,130 of funding arrangements for the outstanding term loan under the 2018 Credit Agreement and obtained funding from new lenders of $239,130, resulting in outstanding principal of $530,000 of the term loan under the 2022 Credit Agreement.

In connection with the 2022 Credit Agreement, the Company expensed $126, representing partial acceleration of the amortization of the existing unamortized debt issuance costs and an additional fee paid to the Company's lenders related to the term loan. The overall borrowing capacity under the revolving credit facility increased from $500,000 under the 2018 Credit Agreement to $650,000 under the 2022 Credit Agreement. In connection with the 2022 Credit Agreement, the Company expensed $93 relating to existing unamortized debt issuance cost. The remaining unamortized costs and an additional third-party fee paid in connection with the 2022 Credit Agreement will be amortized over the term of the amended facility.

Borrowings under the 2022 Credit Agreement bear interest at a rate equal to, at the election of the Company, either Adjusted Term SOFR (which is the rate per annum equal to (a) Term SOFR (the forward-looking secured overnight financing rate) plus (b) a Term SOFR Adjustment of 0.10% per annum, but in no case lower than 0.00%) plus an applicable margin equal to 1.375% per annum or a base rate plus an applicable margin equal to 0.375% per annum, in each case subject to adjustment based on the Borrowers' debt ratings provided by Standard & Poor's Rating Services and Moody's Investors Service, Inc. (the "Debt Ratings"). The revolving credit commitments under the 2022 Credit Agreement are subject to a commitment fee equal to 0.20% per annum, subject to adjustment based on the Debt Ratings. The commitment fee accrues on the actual daily amount by which the aggregate revolving commitments exceed the sum of outstanding revolving loans and letter of credit obligations.

The 2022 Credit Agreement restricts certain payments, including dividend payments, if there is an event of default under the 2022 Credit Agreement or if the Company is not, or after making the payment would not be, in compliance with certain financial covenants contained in the 2022 Credit Agreement. These covenants require the Company to maintain a net debt to EBITDA leverage ratio of less than 3x and an interest coverage ratio of more than 3x. During the year ended December 31, 2023, the Company was in compliance with the terms of the 2022 Credit Agreement, including all of the financial covenants therein. The Company's retained earnings are not subject to any restrictions on availability to make dividend payments to shareholders, subject to compliance with the financial covenants described above that are contained in the 2022 Credit Agreement.

As of December 31, 2022 and 2023, the amount outstanding under the Company's term loan, net of debt amortization expense of $1,622 and $1,258, was $528,378 and $508,867, respectively.

Indebtedness under the 2022 Credit Agreement is unsecured. The amount outstanding on the term loan as of December 31, 2023 requires quarterly payments of $6,625, and the balance of the loan is due and payable upon the maturity of the term loan on December 13, 2027.

(In thousands, except per share data and share count)

14. Long-term debt (Continued)

The maturity profile of the term loan outstanding as of December 31, 2023, net of debt amortization expense, is as follows:

Year ended	Amount
2024	32,778
2025	26,173
2026	26,192
2027	423,724
Total	**$ 508,867**

Genpact Luxembourg, a wholly-owned subsidiary of the Company, issued $400,000 aggregate principal amount of 3.375% senior notes in November 2019 (the "2019 Senior Notes" and together with the 2021 Senior Notes, the "Senior Notes"). The 2019 Senior Notes are fully guaranteed by the Company. The total debt issuance cost of $2,937 incurred in connection with the 2019 Senior Notes offering is being amortized over the life of the 2019 Senior Notes as an additional interest expense.

As of December 31, 2022 and 2023, the amount outstanding under the 2019 Senior Notes, net of debt amortization expense of $1,119 and $536, was $398,881 and $399,464, respectively, which is payable on December 1, 2024.

In March 2021, Genpact Luxembourg and Genpact USA, both wholly-owned subsidiaries of the Company, co-issued $350,000 aggregate principal amount of 1.750% senior notes. The 2021 Senior Notes are fully guaranteed by the Company. The total debt issuance cost of $3,032 incurred in connection with the 2021 Senior Notes is being amortized over the life of the 2021 Senior Notes as additional interest expense. As of December 31, 2022 and 2023, the amount outstanding under the 2021 Senior Notes, net of debt amortization expense of $1,970 and $1,369, respectively, was $348,030 and $348,631, respectively, which is payable on April 10, 2026.

The Company pays interest on (i) the 2019 Senior Notes semi-annually in arrears on June 1 and December 1 of each year, and (ii) the 2021 Senior Notes semi-annually in arrears on April 10 and October 10 of each year, ending on the maturity dates of December 1, 2024 and April 10, 2026, respectively. The Company, at its option, may redeem the Senior Notes at any time in whole or in part, at a redemption price equal to (i) 100% of the principal amount of the notes redeemed, together with accrued and unpaid interest on the redeemed amount, and (ii) if the notes are redeemed prior to, in the case of the 2019 Senior Notes, November 1, 2024, and in the case of the 2021 Senior Notes, March 10, 2026, a specified "make-whole" premium. The Senior Notes are subject to certain customary covenants, including limitations on the ability of the Company and certain of its subsidiaries to incur debt secured by liens, engage in certain sale and leaseback transactions and consolidate, merge, convey or transfer their assets substantially as an entirety. During the year ended December 31, 2022, the Company and its applicable subsidiaries were in compliance with the covenants. Upon certain change of control transactions, the applicable issuer or issuers will be required to make an offer to repurchase the Senior Notes at a price equal to 101% of the aggregate principal amount of the Senior Notes, plus accrued and unpaid interest. The interest rate payable on the Senior Notes is subject to adjustment if the credit rating of the Senior Notes is downgraded, up to a maximum increase of 2.0%.

(In thousands, except per share data and share count)

14. Long-term debt (Continued)

A summary of the Company's long-term debt is as follows:

	As of December 31,	
	2022	2023
Credit facility, net of debt amortization expenses	$ 528,378	$ 508,867
3.375% 2019 Senior Notes, net of debt amortization expenses	398,881	399,464
1.750% 2021 Senior Notes, net of debt amortization expenses	$ 348,030	$ 348,631
Total	**$ 1,275,289**	**$ 1,256,962**
Current portion	26,136	432,242
Non-current portion	1,249,153	824,720
Total	**$ 1,275,289**	**$ 1,256,962**

15. Short-term borrowings

The Company has the following borrowing facilities:

(a) Fund-based and non-fund-based credit facilities with banks, which are available for operational requirements in the form of overdrafts, letters of credit, guarantees and short-term loans. As of December 31, 2022 and 2023, the limits available were $22,882 and $23,302, respectively, of which $5,392 and $9,336, respectively, was utilized, constituting non-funded drawdown.

(b) A fund-based and non-fund based revolving credit facility of $650,000, which the Company obtained by entering into the 2022 Credit Agreement on December 13, 2022. The term loan and revolving credit facility under the 2022 Credit Agreement expire on December 13, 2027.

(c) Borrowings under the 2022 Credit Agreement bear interest at a rate equal to, at the election of the Company, either Adjusted Term SOFR (which is the rate per annum equal to (a) Term SOFR (the forward-looking secured overnight financing rate) plus (b) a Term SOFR Adjustment of 0.10% per annum, but in no case lower than 0.0%) plus an applicable margin equal to 1.375% per annum or a base rate plus an applicable margin equal to 0.375% per annum. The unutilized amount on the revolving credit facilities under the 2018 Credit Agreement and the 2022 Credit Agreement bore a commitment fee of 0.20% as of December 31, 2022 and 2023. As of December 31, 2022 and 2023, a total of $153,658 and $11,627, respectively, was utilized, of which $151,000 and $10,000, respectively, constituted funded drawdown and $2,658 and $1,627, respectively, constituted non-funded drawdown. The 2022 Credit Agreement contains certain customary covenants, including a maximum leverage covenant and a minimum interest coverage ratio. During the year ended December 31, 2023, the Company was in compliance with the financial covenants of the 2022 Credit Agreement.

16. Other liabilities

Other liabilities consist of the following:

	As of December 31,	
	2022	2023
Accrued employee cost	14,120	3,329
Retirement benefits	10,694	13,947
Compensated absences	43,474	50,214
Derivative instruments	3,660	9,254
Contract liabilities (Note 25)	56,157	59,393
Finance lease liability	11,802	6,874
Others	75,701	91,937
Total	**$ 215,608**	**$ 234,948**

During the year ended December 31, 2022, the Company sold certain other liabilities amounting to $0 and classified $141 as liabilities held for sale relating to the Business, the sale of which was completed in the first quarter of 2023. See Note 8 for additional information.

17. Employee benefit plans

The Company has employee benefit plans in the form of certain statutory and other programs covering its employees.

Defined benefit plans

In accordance with Indian law, the Company provides a defined benefit retirement plan (the “Gratuity Plan”) covering substantially all of its Indian employees. The Gratuity Plan provides a lump-sum payment to vested employees upon retirement or termination of employment in an amount based on each employee’s salary and duration of employment with the Company. The Gratuity Plan benefit cost for the year is calculated on an actuarial basis. The Company contributes the required funding for all ascertained liabilities to the Gratuity Plan. Trustees administer contributions made to the trust, and contributions are invested in specific designated instruments as permitted by Indian law. The Company’s overall investment strategy is to invest predominantly in fixed income funds managed by asset management companies and a small portion in equity funds. These funds further invest in debt securities such as money market instruments, government securities and public and private bonds. During the years ended December 31, 2022 and 2023, all of the plan assets were primarily invested in debt securities.

In addition, in accordance with Mexican law, the Company provides certain termination benefits (the “Mexican Plan”) to all of its Mexican employees based on the age, duration of service and salary of each eligible employee. The full-year benefit cost of the Mexican Plan is calculated on an actuarial basis.

In addition, certain of the Company’s subsidiaries organized or operating in the Philippines and Japan have sponsored defined benefit retirement programs (respectively, the “Philippines Plan” and the “Japan Plan”). The full-year benefit costs of the Philippines Plan and the Japan Plan are calculated on an actuarial basis. Company contributions in respect of these plans are made to insurer-managed funds or to a trust. The trust contributions are further invested in government bonds.

In addition, in accordance with Israeli law, the Company provides certain termination benefits (the “Israeli Plan”) to all of its Israeli employees based on the age, duration of service and salary of each eligible employee. The full-year benefit cost of the Israeli Plan is calculated on an actuarial basis. The plan contributions are further invested into insurer managed funds.

Current service costs for defined benefit plans are accrued in the year to which they relate on a monthly basis. Actuarial gains or losses, or prior service costs, if any, resulting from amendments to the plans are recognized and amortized over the remaining period of service of the employees or over the average remaining life expectancies for inactive employees if most of the plan obligations are payable to inactive employees.

(In thousands, except per share data and share count)

17. Employee benefit plans (Continued)

The following table sets forth the funded status of the Company's defined benefit plans and the amounts recognized in the Company's financial statements based on actuarial valuations carried out as of December 31, 2022 and 2023.

	As of December 31,	
	2022	2023
Change in benefit obligation		
Projected benefit obligation at the beginning of the year	$ 91,782	$ 86,999
Service cost	14,248	15,099
Actuarial loss/(Gain)	(2,136)	822
Interest cost	5,790	6,930
Benefits paid	(12,602)	(8,567)
Settlements	(875)	149
Curtailments	(6)	(6)
Loss/(Gain) on exchange rate changes	(9,202)	313
Projected benefit obligation at the end of the year	**$ 86,999**	**$ 101,739**
Change in fair value of plan assets		
Fair value of plan assets at the beginning of the year	$ 96,975	$ 80,440
Employer contributions	2,350	8,851
Actual gain on plan assets	4,704	7,255
Benefits paid	(13,143)	(8,567)
Settlements	(824)	(657)
(Loss)/Gain on exchange rate changes	(9,622)	(637)
Fair value of plan assets at the end of the year	**$ 80,440**	**$ 86,685**
Funded status, end of year	**$ (6,559)**	**$ (15,054)**
Amounts recognized in the consolidated balance sheets		
Non-current assets (recorded under other assets-others)	$ 5,860	$ 1,279
Current liabilities (recorded under accrued expenses and other current liabilities-retirement benefits)	(1,725)	(2,379)
Non-current liabilities (recorded under other liabilities- retirement benefits)	(10,694)	(13,954)
Funded status, end of year	**$ (6,559)**	**$ (15,054)**

The change in defined benefit obligation for the years ended December 31, 2022 and 2023 is largely due to changes in actuarial assumptions pertaining to discount rates and exchange rate fluctuations.

Amounts included in accumulated other comprehensive income (loss) as of December 31, 2021, 2022 and 2023 were as follows:

	As of December 31,		
	2021	2022	2023
Net actuarial loss	$ (13,399)	$ (10,453)	$ (8,747)
Net prior service credit / (cost)	(300)	(124)	446
Deferred tax benefits	3,206	2,516	1,812
Other comprehensive income (loss), net	$ (10,493)	$ (8,061)	$ (6,489)

(In thousands, except per share data and share count)

17. Employee benefit plans (Continued)

Changes in other comprehensive income (loss) during the year ended December 31, 2022 and 2023 were as follows:

	Year ended December 31,	
	2022	2023
Net Actuarial (Loss) Gain	$ 891	$ 1,425
Amortization of net actuarial loss	662	673
Deferred tax (expense) benefits	(690)	(704)
Net prior service credit / (cost)	154	104
Curtailment	6	6
Settlements	49	2
Effect of exchange rate changes	1,360	66
Other comprehensive income (loss), net	$ 2,432	$ 1,572

Funded status for defined benefit plans

The accumulated benefit obligation for defined benefit plans in excess of plan assets as of December 31, 2022 and 2023 was as follows:

	As of December 31,	
	2022	2023
Accumulated benefit obligation	$ 12,328	$ 14,756
Fair value of plan assets at the end of the year	$ 3,822	$ 3,295

The projected benefit obligation for defined benefit plans in excess of plan assets as of December 31, 2022 and 2023 was as follows:

	As of December 31,	
	2022	2023
Projected benefit obligation	$ 16,207	$ 101,561
Fair value of plan assets at the end of the year	$ 3,822	$ 85,228

The amount of net projected benefit obligation and plan assets for all underfunded (including unfunded) defined benefit obligation plans was $12,386 and $16,333 as of December 31, 2022 and 2023, respectively, and was classified as liabilities in the consolidated balance sheets.

Net defined benefit plan costs for the years ended December 31, 2021, 2022 and 2023 include the following components:

	Year ended December 31,		
	2021	2022	2023
Service costs	$ 14,546	$ 14,248	$ 15,099
Interest costs	5,497	5,790	6,930
Amortization of actuarial loss	1,549	859	660
Expected return on plan assets	(6,239)	(5,949)	(5,008)
Settlements	519	127	140
Net defined benefit plan costs	$ 15,872	$ 15,075	$ 17,821

Expected Contributions

The Company estimates that it will pay approximately $8,438 in fiscal 2024 related to contributions to defined benefit plans.

(In thousands, except per share data and share count)

17. Employee benefit plans (Continued)

The weighted average assumptions used to determine the benefit obligations of the Indian Gratuity Plan as of December 31, 2022 and 2023 are presented below:

	As of December 31,	
	2022	2023
Discount rate	7.45 % - 7.70%	7.65% - 7.90%
Rate of increase in compensation per annum	5.20 % - 9.00%	5.20 % - 9.00%

The weighted average assumptions used to determine the Indian Gratuity Plan costs for the years ended December 31, 2021, 2022 and 2023 are presented below:

	Year ended December 31,		
	2021	2022	2023
Discount rate	4.45 % - 5.90 %	5.25 % - 6.45 %	7.45% _ 7.70%
Rate of increase in compensation per annum	5.20 % - 9.00 %	4.60 % - 8.00 %	5.20% - 9.00%
Expected long term rate of return on plan assets per annum	7.00% 7.50%	7.00% - 7.20%	7.00%

The weighted average assumptions used to determine the benefit obligations of the Mexican Plan as of December 31, 2022 and 2023 are presented below:

	As of December 31,	
	2022	2023
Discount rate	9.30 %	9.40 %
Rate of increase in compensation per annum	5.50 %	5.50 %

The weighted average assumptions used to determine the costs of the Mexican Plan for the years ended December 31, 2021, 2022 and 2023 are presented below:

	Year ended December 31,		
	2021	2022	2023
Discount rate	7.20 %	8.20 %	9.30 %
Rate of increase in compensation per annum	5.50 %	5.50 %	5.50 %

The weighted average assumptions used to determine the benefit obligations of the Philippines Plan as of December 31, 2022 and 2023 are presented below:

	As of December 31,	
	2022	2023
Discount rate	9.80%	8.54%
Rate of increase in compensation per annum	5.30%	5.80%

The weighted average assumptions used to determine the costs of the Philippines Plan for the years ended December 31, 2021, 2022 and 2023 are presented below:

	Year ended December 31,		
	2021	2022	2023
Discount rate	5.26 %	7.67 %	9.80 %
Rate of increase in compensation per annum	5.00 %	6.00 %	5.30 %
Expected long-term rate of return on plan assets per annum	2.00 %	2.00 %	2.00 %

(In thousands, except per share data and share count)

17. Employee benefit plans (Continued)

The weighted average assumptions used to determine the benefit obligation of the Japan Plan as of December 31, 2022 and 2023 are presented below:

	As of December 31,	
	2022	2023
Discount rate	0.14% — 0.94%	0.28% — 0.94%
Rate of increase in compensation per annum	0.00%	0.00%

The weighted average assumptions used to determine the costs of the Japan Plan for the years ended December 31, 2021, 2022 and 2023 are presented below:

	Year ended December 31,		
	2021	2022	2023
Discount rate	0.170 % - 0.410 %	0.14% - 0.81%	0.14 % - 0.94%
Rate of increase in compensation per annum	0.00 %	0.00 %	0.00%
Expected long term rate of return on plan assets per annum	1.77 % - 3.12 %	1.77% - 3.12%	1.77%

The expected returns on plan assets set forth above are based on the Company's expectation of the average long-term rate of return expected to prevail over the next 15 to 20 years on the types of investments prescribed by applicable statute.

The Company evaluates these assumptions based on projections of the Company's long-term growth and prevalent industry standards. Unrecognized actuarial loss is amortized over the average remaining service period of the active employees expected to receive benefits under the plan.

Investment and risk management strategy

The overall investment objective of the Company's defined benefit plans is to match the duration of the plans' assets to the plans' liabilities while managing risk in order to meet defined benefit obligations. The plans' future prospects, their current financial conditions, our current funding levels and other relevant factors suggest that the plans can tolerate some interim fluctuations in market value and rates of return in order to achieve long-term objectives without undue risk to the plans' ability to meet their current benefit obligations.

Plan investments are exposed to risks including market, interest rate and operating risk. In order to mitigate significant concentrations of these risks, the assets are invested in a diversified portfolio primarily consisting of fixed income instruments, liquid assets, equities and debt.

The fair values of the Company's plan assets as of December 31, 2022 and 2023 by asset category are as follows:

	As of December 31, 2022			
		Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Other Unobservable Inputs
	Total	(Level 1)	(Level 2)	(Level 3)
Asset Category				
Cash	2,423	2,423	—	—
Fixed income securities (Note a)	77,722	—	77,722	—
Other securities (Note b)	295	—	295	—
Total	**$ 80,440**	**$ 2,423**	**$ 78,017**	**$ —**

(In thousands, except per share data and share count)

17. Employee benefit plans (Continued)

	As of December 31, 2023			
	Fair Value Measurements at Reporting Date Using			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
Asset Category				
Cash	825	825	—	—
Fixed income securities (Note a)	85,569	—	85,569	—
Other securities (Note b)	291	—	291	—
Total	**$ 86,685**	**$ 825**	**$ 85,860**	**$ —**

(a) Includes investments in funds that invest 100% of their assets in fixed income securities such as money market instruments, government securities and public and private bonds.

(b) Includes investments in funds that invest primarily in equity securities.

The expected benefit plan payments set forth below reflect expected future service:

Year ending December 31,	
2024	$ 18,145
2025	17,424
2026	20,268
2027	22,448
2028	23,057
2029 - 2033	108,672
	$ 210,014

The Company's expected benefit plan payments are based on the same assumptions that were used to measure the Company's benefit obligations as of December 31, 2023.

Defined contribution plans

During the years ended December 31, 2021, 2022 and 2023, the Company contributed the following amounts to defined contribution plans in various jurisdictions:

	Year ended December 31,		
	2021	2022	2023
India	$ 37,508	$ 43,805	$ 47,979
U.S.	21,496	23,084	20,820
U.K.	19,874	20,763	19,197
China	24,988	26,514	27,077
Other regions	15,516	18,062	19,737
Total	**$ 119,382**	**$ 132,228**	**$ 134,810**

17. Employee benefit plans (Continued)

Deferred compensation plan

On July 1, 2018, Genpact LLC, a wholly-owned subsidiary of the Company, adopted an executive deferred compensation plan (the "Plan"). The Plan provides a select group of U.S.-based members of Company management with the opportunity to defer from 1% to 80% of their base salary and from 1% to 100% of their qualifying bonus compensation (or such other minimums or maximums as determined by the Plan administrator from time to time) pursuant to the terms of the Plan. Participant deferrals are 100% vested at all times. The Plan also allows for discretionary supplemental employer contributions by the Company, in its sole discretion, which will be subject to a two-year vesting schedule (50% vesting on the one-year anniversary of approval of the contribution and 50% vesting on the second year anniversary of approval of the contribution) or such other vesting schedule as determined by the Company. However, no such contributions have been made by the Company to date.

The Plan also provides an option for participants to elect to receive deferred compensation and earnings thereon on either fixed date(s) no earlier than two years following the applicable Plan year (or end of the applicable performance period for performance-based bonus compensation) or following a separation from service, in each case either in a lump sum or in annual installments over a term of up to 15 years. Participants can elect to change or re-defer their rights to receive the deferred compensation until the 10th anniversary following their separation from service, subject to fulfillment of certain conditions. Each Plan participant's compensation deferrals are credited or debited with notional investment gains and losses equal to the performance of selected hypothetical investment funds offered under the Plan and elected by the participant.

The Company has investments in funds held in Company-owned life insurance policies which are held in a Rabbi Trust that are classified as trading securities. Management determines the appropriate classification of the securities at the time they are acquired and evaluates the appropriateness of such classifications at each balance sheet date.

The liability for the deferred compensation plan was $39,654 and $51,354 as of December 31, 2022 and December 31, 2023, respectively, and is included in "accrued expenses and other current liabilities" and "other liabilities" in the consolidated balance sheets. In connection with the administration of the Plan, the Company has purchased Company-owned life insurance policies insuring the lives of certain employees. The cash surrender value of these policies was $40,261 and $51,983 as of December 31, 2022 and December 31, 2023, respectively. The cash surrender value of these insurance policies is included in "other assets" in the consolidated balance sheets. During the years ended December 31, 2021, 2022 and 2023, the change in the fair value of Plan assets was $4,229, $(7,580) and $7,506, respectively, which is included in "other income (expense), net," in the consolidated statements of income. During the years ended December 31, 2021, 2022 and 2023, the change in the fair value of deferred compensation liabilities was $4,094, $(7,610) and $7,484, respectively, which is included in "selling, general and administrative expenses."

(In thousands, except per share data and share count)

18. Stock-based compensation

The Company has granted stock-based awards under the Genpact Limited 2007 Omnibus Incentive Compensation Plan (the "2007 Omnibus Plan") and the Genpact Limited 2017 Omnibus Incentive Compensation Plan (the "2017 Omnibus Plan") to eligible persons, including employees, directors and certain other persons associated with the Company.

A brief summary of each plan is provided below:

2007 Omnibus Plan

The Company adopted the 2007 Omnibus Plan on July 13, 2007 and amended and restated it on April 11, 2012. The 2007 Omnibus Plan provided for the grant of awards intended to qualify as incentive stock options, non-qualified stock options, share appreciation rights, restricted share awards, restricted share units, performance units, cash incentive awards and other equity-based or equity-related awards. Under the 2007 Omnibus Plan, the Company was authorized to grant awards for the issuance of up to a total of 23,858,823 common shares.

2017 Omnibus Plan

On May 9, 2017, the Company's shareholders approved the adoption of the 2017 Omnibus Plan, pursuant to which 15,000,000 Company common shares are available for issuance. The 2017 Omnibus Plan was amended and restated on April 5, 2019 and April 5, 2022 to increase the number of common shares authorized for issuance by 8,000,000 shares to 23,000,000 shares and by 3,500,000 shares to 26,500,000 shares, respectively. No grants may be made under the 2007 Omnibus Plan after the date of adoption of the 2017 Omnibus Plan. Grants that were outstanding under the 2007 Omnibus Plan as of the date of the Company's adoption of the 2017 Omnibus Plan, remain subject to the terms of the 2007 Omnibus Plan.

Stock-based compensation costs relating to the foregoing plans during the years ended December 31, 2021, 2022 and 2023 were $80,548, $75,836 and $87,108, respectively, and have been allocated to cost of revenue and selling, general, and administrative expenses.

Income tax benefits recognized in relation to stock-based compensation costs, including options, restricted share units ("RSUs") and performance units ("PUs"), including excess tax benefits, during the years ended December 31, 2021, 2022 and 2023 were $21,857, $21,863 and $19,312, respectively.

Stock options

All options granted under the 2007 and 2017 Omnibus Plans are exercisable into common shares of the Company, have a contractual period of ten years and vest over three to five years unless otherwise specified in the applicable award agreement. The Company recognizes such compensation cost over the vesting period of the option.

The compensation cost is determined at the date of grant by estimating the fair value of an option using the Black-Scholes option-pricing model.

The following table shows the significant assumptions used in connection with the determination of the fair value of options granted in 2021 and 2022. No options were granted in 2023.

	2021	2022
Dividend yield	0.84% — 1.08%	0.96%
Expected life (in months)	84	84
Risk-free rate of interest for expected life	1.12% — 1.37%	1.71%
Volatility	26.05% — 26.18%	26.29%

Volatility was calculated based on the historical volatility of the Company's share price during a period equivalent to the estimated term of the option. The Company estimates the expected term of an option using the "simplified method," which is based on the average of its contractual vesting term. The risk-free interest rate that the Company uses in the option valuation model is based on U.S. Treasury bonds with a term similar to the expected term of the options. The Company paid cash dividends of $0.1075 and $0.125 per share in each quarter of fiscal 2021 and 2022, respectively.

The Company has issued, and intends to continue to issue, new common shares upon stock option exercises and the vesting of share awards under its equity-based incentive compensation plans.

(In thousands, except per share data and share count)

18. Stock-based compensation (Continued)

A summary of stock option activity during the years ended December 31, 2021, 2022 and 2023 is set out below:

	Year ended December 31, 2021			
	Shares arising out of options	Weighted average exercise price	Weighted average remaining contractual life (years)	Aggregate intrinsic value
Outstanding as of January 1, 2021	7,347,241	26.41	5.7	—
Granted	1,831,180	43.98	—	—
Forfeited	(25,000)	31.50	—	—
Expired	—	—	—	—
Exercised	(1,145,125)	20.23	—	30,463
Outstanding as of December 31, 2021	8,008,296	31.30	6.1	$ 174,428
Vested as of December 31, 2021 and expected to vest thereafter (Note a)	7,422,919	30.51	6.1	$ 167,551
Vested and exercisable as of December 31, 2021	3,117,333	24.17	3.4	$ 90,117
Weighted average grant-date fair value of options granted during the period	$ 11.35			

	Year ended December 31, 2022			
	Shares arising out of options	Weighted average exercise price	Weighted average remaining contractual life (years)	Aggregate intrinsic value
Outstanding as of January 1, 2022	8,008,296	$ 31.30	6.1	—
Granted	475,695	52.12	—	—
Forfeited	(70,841)	41.46	—	—
Expired	—	—	—	—
Exercised	(665,036)	22.11	—	15,752
Outstanding as of December 31, 2022	7,748,114	$ 33.27	5.6	$ 105,261
Vested as of December 31, 2022 and expected to vest thereafter (Note a)	7,287,127	$ 32.59	5.6	$ 103,474
Vested and exercisable as of December 31, 2022	3,211,699	$ 25.35	3.3	$ 67,347
Weighted average grant-date fair value of options granted during the period	$ 14.19			

	Year Ended December 31, 2023			
	Shares arising out of options	Weighted average exercise price	Weighted average remaining contractual life (years)	Aggregate intrinsic value
Outstanding as of January 1, 2023	7,748,114	$ 33.27	5.6	—
Granted	—	—	—	—
Forfeited	(319,646)	41.06	—	—
Expired	(53,990)	43.94	—	—
Exercised	(1,376,330)	20.17	—	29,255
Outstanding as of December 31, 2023	5,998,148	$ 35.77	5.5	$ 19,341
Vested as of December 31, 2023 and expected to vest thereafter (Note a)	5,784,672	$ 35.38	5.5	$ 19,332
Vested and exercisable as of December 31, 2023	3,161,392	$ 30.42	4.3	$ 15,069
Weighted average grant-date fair value of options granted during the period	—			

(a) Options expected to vest after considering an estimated forfeiture rate.

(In thousands, except per share data and share count)

18. Stock-based compensation (Continued)

Cash received by the Company upon the exercise of stock options during the years ended December 31, 2021, 2022 and 2023 amounted to $23,168, $14,701 and $27,755, respectively. Income tax benefits from the exercise of stock options during the years ended December 31, 2021, 2022 and 2023 were $6,927, $2,398 and $6,631 (including excess tax benefits of $4,191, $1,543 and $3,453), respectively.

As of December 31, 2023, the total remaining unrecognized stock-based compensation cost for options expected to vest amounted to $8,690, which will be recognized over the weighted average remaining requisite vesting period of 2.4 years.

Restricted Share Units

The Company has granted RSUs, under the 2007 and 2017 Omnibus Plans. Each RSU represents the right to receive one common share. The fair value of each RSU is the market price of one common share of the Company on the date of grant. The RSUs granted to date have graded vesting schedules of three months to four years. The compensation expense is recognized on a straight-line basis over the vesting term.

A summary of RSU activity during the years ended December 31, 2021, 2022 and 2023 is set out below:

	Year ended December 31, 2021	
	Number of Restricted Share Units	Weighted Average Grant Date Fair Value
Outstanding as of January 1, 2021	860,308	$ 36.44
Granted	466,702	44.00
Vested (Note b)	(501,273)	34.41
Forfeited	(66,230)	38.02
Outstanding as of December 31, 2021	759,507	$ 42.29
Expected to vest (Note a)	654,594	

	Year ended December 31, 2022	
	Number of Restricted Share Units	Weighted Average Grant Date Fair Value
Outstanding as of January 1, 2022	759,507	$ 42.29
Granted	206,280	45.66
Vested (Note c)	(274,521)	43.23
Forfeited	(111,644)	42.69
Outstanding as of December 31, 2022	579,622	$ 42.97
Expected to vest (Note a)	527,621	

	Year ended December 31, 2023	
	Number of Restricted Share Units	Weighted Average Grant Date Fair Value
Outstanding as of January 1, 2023	579,622	$ 42.97
Granted	1,047,905	42.77
Vested (Note d)	(510,057)	42.77
Forfeited	(80,854)	42.96
Outstanding as of December 31, 2023	1,036,616	$ 42.87
Expected to vest (Note a)	953,972	

18. Stock-based compensation (Continued)

(a) RSUs expected to vest after considering an estimated forfeiture rate.

(b) 461,640 RSUs that vested during the period were net settled upon vesting by issuing 300,944 shares (net of minimum statutory tax withholding). 39,633 RSUs vested in the year ended December 31, 2021, in respect of which 39,515 shares were issued during the period ended December 31, 2023 after withholding shares to the extent of minimum statutory withholding taxes. 7,863 RSUs vested in the year ended December 31, 2021, in respect of which 5,496 shares were issued during the period ended December 31, 2022 after withholding shares to the extent required to satisfy minimum statutory withholding obligations.

(c) 28,866 RSUs that vested during the period were net settled upon vesting by issuing 19,992 shares (net of minimum statutory tax withholding). 199,297 RSUs vested in the year ended December 31, 2022, in respect of which 120,858 shares were issued during the period ended December 31, 2023 after withholding shares to the extent of minimum statutory withholding taxes. 46,358 RSUs vested in the year ended December 31, 2022, shares in respect of which will be issued in 2024 after withholding shares to the extent of minimum statutory withholding taxes.

(d) 453,761 RSUs vested during the period were net settled upon vesting by issuing 296,656 shares (net of minimum statutory tax withholding). 56,296 RSUs vested in the year ended December 31, 2023, shares in respect of which will be issued in 2024 after withholding shares to the extent of minimum statutory withholding taxes.

As of December 31, 2023, the total remaining unrecognized stock-based compensation cost related to RSUs amounted to $26,685, which will be recognized over the weighted average remaining requisite vesting period of 1.9 years.

Performance Units

The Company also grants stock awards in the form of PUs, and has granted PUs under both the 2007 and 2017 Omnibus Plans.

Each PU represents the right to receive one common share at a future date based on the Company’s performance against specified targets. PUs granted to date have vesting schedules of approximately six months to three years. PUs granted under the plans are subject to cliff vesting. The compensation expense for such awards is recognized on a straight-line basis over the vesting term.

For PUs granted prior to 2023, the fair value of each PU was the market price of one common share of the Company on the date of grant and the performance period for such grants was one year. For PUs that have a performance period of one year, the Company’s estimate of the number of shares to be issued is adjusted upward or downward based upon the probability of achievement of the performance targets. The ultimate number of shares issued and the related compensation cost recognized is based on a comparison of the final performance metrics to the specified targets.

For PUs granted in 2023, the performance period increased to three years from one year for PUs granted prior to 2023. The number of PUs granted in 2023 that will ultimately vest will be determined, subject to certain conditions and limitations, based on the Company’s achievement of the performance targets set forth in the awards as well as its TSR relative to the TSR of the companies included as of January 1, 2023 in the S&P 400 Midcap Index (the “Peer Group”) over the three-year performance period.

The grant date fair value for PUs granted in 2023 is determined using a Monte Carlo simulation model. This model simulates a range of possible future stock prices and estimates the probabilities of the potential payouts. This model also incorporates the following assumptions:

- The historical volatility for the companies in the Peer Group was measured using the most recent three-year period.
- The risk-free interest rate is based on the U.S. Treasury rate assumption commensurate with the three-year performance period.
- For determining the TSR of the Company and the companies in the Peer Group, dividends are assumed to have been reinvested in the stock of the issuing entities on a continuous basis.
- The correlation coefficients used to model the way in which each entity tends to move in relation to each other are based upon the price data used to calculate historical volatility.

(In thousands, except per share data and share count)

18. Stock-based compensation (Continued)

The fair value of each PU granted in 2023 to employees was estimated on the date of grant using the following valuation assumptions:

	Year ended December 31, 2023		
Dividend yield	1.22 %	—	1.52 %
Expected life (years)	2.54	—	2.80
Risk-free rate of interest for expected life	3.80 %	—	4.44 %
Volatility	24.03 %	—	24.71 %

A summary of PU activity during the years ended December 31, 2021, 2022 and 2023 is set out below:

	Year ended December 31, 2021		
	Number of Performance Units	Weighted Average Grant Date Fair Value	Maximum Shares Eligible to Receive
Outstanding as of January 1, 2021	4,876,196	$ 34.56	4,876,196
Granted	1,340,877	44.06	2,681,754
Vested (Note b)	(1,784,140)	30.66	(1,784,140)
Forfeited	(258,258)	39.97	(320,098)
Adjustment upon final determination of level of performance goal achievement (Note c)	408,480	43.99	
Adjustment upon final determination of level of performance goal achievement (Note d)			(870,557)
Outstanding as of December 31, 2021	4,583,155	$ 39.40	4,583,155
Expected to vest (Note a)	4,263,803		

	Year ended December 31, 2022		
	Number of Performance Units	Weighted Average Grant Date Fair Value	Maximum Shares Eligible to Receive
Outstanding as of January 1, 2022	4,583,155	$ 39.40	4,583,155
Granted	1,590,794	44.50	3,181,588
Vested (Note e)	(2,161,789)	34.61	(2,161,789)
Forfeited	(487,909)	43.52	(642,512)
Adjustment upon final determination of level of performance goal achievement (Note f)	46,700	44.20	
Adjustment upon final determination of level of performance goal achievement (Note g)			(1,389,491)
Outstanding as of December 31, 2022	3,570,951	$ 44.07	3,570,951
Expected to vest (Note a)	3,224,941		

(In thousands, except per share data and share count)

18. Stock-based compensation (Continued)

	Year ended December 31, 2023		
	Number of Performance Units	Weighted Average Grant Date Fair Value	Maximum Shares Eligible to Receive
Outstanding as of January 1, 2023	3,570,951	$ 44.07	3,570,951
Granted	986,891	43.99	2,368,538
Vested (Note h)	(647,549)	42.53	(647,549)
Forfeited	(357,362)	44.19	(411,551)
Adjustment upon final determination of level of performance goal achievement (Note i)	96,668	44.50	96,668
Outstanding as of December 31, 2023	3,649,599	$ 44.32	4,977,057
Expected to vest (Note a)	3,282,005		

(a) PUs expected to vest are based on the probable achievement of the performance targets after considering an estimated forfeiture rate.

(b) Vested PUs in the year 2021 were net settled upon vesting by issuing 1,102,440 shares (net of minimum statutory tax withholding).

(c) Represents a 31.20% increase in the number of target shares expected to vest as a result of achievement of higher-than-target performance for PUs granted in 2021, partially offset by an adjustment made in March 2021 to the number of shares subject to the PUs granted in 2020 upon certification of the level of achievement of the performance targets underlying such awards.

(d) Represents the difference between the maximum number of shares achievable and the number of shares expected to vest under the PU awards granted in 2021 based on the level of achievement of the performance goals. Also includes an adjustment made in March 2021 to the number of shares subject to the PUs granted in 2020 upon certification of the level of achievement of the performance targets underlying such awards.

(e) 2,161,789 PSUs that vested during the year 2022 were net settled upon vesting by issuing 1,300,511 shares (net of minimum statutory tax withholding).

(f) Represents a 1.31% increase in the number of target shares expected to vest as a result of achievement of higher-than-target performance for PUs granted in 2022, partially offset by an adjustment made in March 2022 to the number of shares subject to the PUs granted in 2021 upon certification of the level of achievement of the performance targets underlying such awards.

(g) Represents the difference between the maximum number of shares achievable and the number of shares expected to vest under the PU awards granted in 2022 based on the level of achievement of the performance goals. Also includes an adjustment made in March 2022 to the number of shares subject to the PUs granted in 2021 upon certification of the level of achievement of the performance targets underlying such awards.

(h) 647,549 PSUs that vested during the year 2023 were net settled upon vesting by issuing 412,275 shares (net of minimum statutory tax withholding).

(i) Represents an adjustment made in March 2023 to the number of shares subject to the PUs granted in 2022 upon certification of the level of achievement of the performance targets underlying such awards.

As of December 31, 2023, the total remaining unrecognized stock-based compensation cost related to PUs amounted to $42,615, which will be recognized over the weighed average remaining requisite vesting period of 1.6 years.

18. Stock-based compensation (Continued)

Employee Stock Purchase Plan (ESPP)

On May 1, 2008, the Company adopted the Genpact Limited U.S. Employee Stock Purchase Plan and the Genpact Limited International Employee Stock Purchase Plan (together, the “ESPP”). In April 2018, these plans were amended and restated, and their terms were extended to August 31, 2028.

The ESPP allows eligible employees to purchase the Company’s common shares through payroll deductions at 90% of the closing price of the Company’s common shares on the last business day of each purchase interval. The dollar amount of common shares purchased under the ESPP must not exceed 15% of the participating employee’s base salary, subject to a cap of $25 per employee per calendar year. With effect from September 1, 2009, the offering periods commence on the first business day in March, June, September and December of each year and end on the last business day of the subsequent May, August, November and February. 4,200,000 common shares have been reserved for issuance in the aggregate over the term of the ESPP.

During the years ended December 31, 2021, 2022 and 2023, 285,657, 324,783 and 337,875 common shares, respectively, were issued under the ESPP.

The ESPP is considered compensatory under FASB guidance on Compensation-Stock Compensation.

The compensation expense for the ESPP is recognized in accordance with the FASB guidance on Compensation—Stock Compensation. The compensation expense for the ESPP during the years ended December 31, 2021, 2022 and 2023 was $1,420, $1,537 and $1,468, respectively, and has been allocated to cost of revenue and selling, general, and administrative expenses.

19. Capital stock

The Company’s authorized capital stock as of December 31, 2022 and 2023 consisted of 500 million common shares with a par value of $0.01 per share, and 250 million preferred shares with a par value of $0.01 per share. There were 182,924,416 and 179,494,132 common shares, and no preferred shares, issued and outstanding as of December 31, 2022 and 2023, respectively.

Holders of common shares are entitled to one vote per share. Upon the liquidation, dissolution or winding up of the Company, common shareholders are entitled to receive a ratable share of the available net assets of the Company after payment of all debts and other liabilities. The common shares have no preemptive, subscription, redemption or conversion rights.

The Company’s board of directors by resolution can establish one or more series of preferred shares having such par value, designations, dividend rates, relative voting rights, conversion or exchange rights, redemption rights, liquidation rights and other relative participation, optional or other rights, qualifications, limitations or restrictions as may be fixed by the board of directors without shareholder approval. Such rights, preferences, powers and limitations as may be established could also have the effect of discouraging an attempt to obtain control of the Company. These preferred shares are of the type commonly known as “blank-check” preferred shares.

Under Bermuda law, the Company may declare and pay dividends from time to time unless there are reasonable grounds for believing that the Company is or would, after the payment, be unable to pay its liabilities as they become due or that the realizable value of its assets would thereby be less than the aggregate of its liabilities, its issued share capital, and its share premium accounts. Under the Company’s bye-laws, each common share is entitled to dividends if, as and when dividends are declared by the Company’s board of directors. There are no restrictions in Bermuda on the Company’s ability to transfer funds (other than funds denominated in Bermuda dollars) in or out of Bermuda or to pay dividends to U.S. residents who are holders of common shares. The Company’s ability to declare and pay cash dividends is restricted by its debt covenants.

Share Repurchases

The Board of Directors of the Company (the “Board”) has authorized repurchases of up to $2,250,000 under the Company’s existing share repurchase program, including $500,000 approved during the first quarter of 2023. The Company’s share repurchase program does not obligate it to acquire any specific number of shares. Under the program, shares may be purchased in privately negotiated and/or open market transactions, including under plans complying with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

19. Capital stock (Continued)

During the years ended December 31, 2021, 2022 and 2023, the Company repurchased 6,577,562, 4,777,205 and 6,013,793 of its common shares, respectively, on the open market at a weighted average price of $45.32, $44.79 and $37.48 per share, respectively, for an aggregate cash amount of $298,087, $213,986 and $225,379, respectively. All repurchased shares have been retired.

The Company records repurchases of its common shares on the settlement date of each transaction. Shares purchased and retired are deducted to the extent of their par value from common stock and from retained earnings for the excess over par value. Direct costs incurred to acquire the shares are included in the total cost of the shares purchased. For the years ended December 31, 2021, 2022 and 2023, retained earnings were reduced by direct costs, including taxes, related to share repurchases of $132, $96 and $720, respectively.

$399,545 remained available for share repurchases under the Company's existing share repurchase program as of December 31, 2023. This repurchase program does not obligate us to acquire any specific number of shares and does not specify an expiration date.

Dividend

On February 9, 2021, the Company announced that its Board had approved a 10% increase in its quarterly cash dividend to $0.1075 per share, up from $0.0975 per share in 2020, representing an annual dividend of $0.43 per common share, up from $0.39 per share in 2020, payable to holders of the Company's common shares. On March 19, 2021, June 23, 2021, September 24, 2021 and December 22, 2021, the Company paid dividends of $0.1075 per share, amounting to $20,115, $20,133, $20,213 and $20,018 in the aggregate, to shareholders of record as of March 10, 2021, June 11, 2021, September 10, 2021 and December 10, 2021, respectively.

On February 10, 2022, the Company announced that its Board had approved a 16% increase in its quarterly cash dividend to $0.125 per share, up from $0.1075 per share in 2021, representing an annual dividend of $0.50 per common share, up from $0.43 per share in 2021, payable to holders of the Company's common shares. On March 23, 2022, June 24, 2022, September 23, 2022 and December 23, 2022, the Company paid a dividend of $0.125 per share, amounting to $23,134, $22,935, $22,873 and $22,895 in the aggregate, to shareholders of record as of March 10, 2022, June 10, 2022, September 9, 2022 and December 9, 2022, respectively.

On February 9, 2023, the Company announced that its Board had approved a 10% increase in its quarterly cash dividend to $0.1375 per share, up from $0.125 per share in 2022, representing an annual dividend of $0.55 per common share, up from $0.50 per share in 2022, payable to holders of the Company's common shares. On March 24, 2023, June 26, 2023, September 26, 2023 and December 22, 2023, the Company paid a dividend of $0.1375 per share, amounting to
$25,255, $25,031, $24,944 and $24,784 in the aggregate, to shareholders of record as of March 10, 2023, June 9, 2023, September 8, 2023 and December 8, 2023, respectively.

20. Earnings per share

The Company calculates earnings per share in accordance with FASB guidance on earnings per share. Basic and diluted earnings per common share give effect to the change in the number of Company common shares outstanding. The calculation of basic earnings per common share is determined by dividing net income available to common shareholders by the weighted average number of common shares outstanding during the respective periods. The potentially dilutive shares, consisting of outstanding options on common shares, restricted share units, common shares to be issued under the ESPP and performance units, have been included in the computation of diluted net earnings per share and the number of weighted average shares outstanding, except where the result would be anti-dilutive.

(In thousands, except per share data and share count)

20. Earnings per share (Continued)

The number of shares subject to stock awards outstanding but not included in the computation of diluted earnings per common share because their effect was anti-dilutive was 1,663,219, 2,734,825 and 2,289,623 for the years ended December 31, 2021, 2022 and 2023, respectively.

	Year ended December 31,		
	2021	2022	2023
Net income	$ 369,448	$ 353,404	$ 631,255
Weighted average number of common shares used in computing basic earnings per common share	187,802,219	184,184,930	182,345,548
Dilutive effect of stock-based awards	5,159,622	3,902,310	2,796,295
Weighted average number of common shares used in computing dilutive earnings per common share	192,961,841	188,087,240	185,141,843
Earnings per common share			
Basic	$ 1.97	$ 1.92	$ 3.46
Diluted	$ 1.91	$ 1.88	$ 3.41

21. Other operating (income) expense, net

	Year ended December 31,		
	2021	2022	2023
Write-down of intangible assets and property, plant and equipment^	$ 915	$ 1,377	$ —
Write-down of operating lease right-of-use assets and other assets^*	—	20,307	—
Impairment charge on assets classified as held for sale^	—	32,575	—
Change in fair value of earn out consideration and deferred consideration (relating to business acquisitions)	(750)	(452)	(118)
Loss on the sale of business classified as held for sale^	—	—	802
Gain on termination of lease^*	—	—	(4,874)
Other operating (income) expense	(1,368)	(612)	(526)
Other operating (income) expense, net	**$ (1,203)**	**$ 53,195**	**$ (4,716)**

^ Refer to Notes 8, 10 and 27 for additional information about other operating (income) expense, net for the years ended December 31, 2021, 2022 and 2023.

* Of the total write-down, $20,307 and $(4,874) pertains to restructuring charges for the years ended December 31, 2022 and 2023, respectively. No such charges were recorded in the year ended December 31, 2021. Refer to Notes 12 and 27 for additional information.

22. Interest income (expense), net

Interest income (expense), net consists of the following:

	Year ended December 31,		
	2021	2022	2023
Interest income	$ 6,878	$ 5,899	$ 18,373
Interest expense	(58,312)	(58,103)	(66,308)
Interest income (expense), net	**$ (51,434)**	**$ (52,204)**	**$ (47,935)**

(In thousands, except per share data and share count)

23. Income taxes

Income tax expense (benefit) for the years ended December 31, 2021, 2022 and 2023 is allocated as follows:

	Year ended December 31,		
	2021	2022	2023
Income from continuing operations	$ 113,681	$ 111,832	$ (29,031)
Other comprehensive income:			
Cash flow hedges	5,265	(4,947)	1,397
Retirement benefits	3,859	690	705

The components of income before income tax expense (benefit) from continuing operations are as follows:

	Year ended December 31,		
	2021	2022	2023
Domestic (U.S.)	$ 126,107	$ 44,903	$ 216,718
Foreign (other than U.S.)	357,022	420,333	385,506
Income before income tax expense (benefit)	$ 483,129	$ 465,236	$ 602,224

Income tax expense (benefit) attributable to income from continuing operations consists of:

	Year ended December 31,		
	2021	2022	2023
Current tax expense:			
Domestic (U.S. federal)	$ 34,538	$ 17,525	$ 20,222
Domestic (U.S. state)	5,605	4,582	7,558
Foreign (other than U.S.)	82,801	118,876	101,121
	$ 122,944	$ 140,983	$ 128,901
Deferred tax expense (benefit):			
Domestic (U.S. federal) (Note a)	$ (6,039)	$ (10,481)	$ (122,166)
Domestic (U.S. state) (Note b)	232	(1,910)	(32,112)
Foreign (other than U.S.)	(3,456)	(16,760)	(3,654)
	$ (9,263)	$ (29,151)	$ (157,932)
Total income tax expense (benefit)	$ 113,681	$ 111,832	$ (29,031)

(a) For the year ended December 31, 2023, the amount includes a U.S. federal tax benefit on the transfer of intellectual property rights amounting to $138,390.

(b) For the year ended December 31, 2023, the amount includes a state tax benefit on the transfer of intellectual property rights amounting to $33,800.

(In thousands, except per share data and share count)

23. Income taxes (Continued)

Income tax expense (benefit) attributable to income from continuing operations differed from the amounts computed by applying the U.S. federal statutory income tax rate of 21% to income before income tax expense (benefit) as a result of the following:

	Year ended December 31,		
	2021	2022	2023
Income before income tax expense (benefit)	$ 483,129	$ 465,236	$ 602,224
Statutory income tax rates	21 %	21 %	21 %
Computed expected income tax expense	101,457	97,700	126,467
Increase (decrease) in income taxes resulting from:			
Foreign tax rate differential	10,747	13,853	16,455
Tax benefit from tax holiday	(3,159)	(797)	(3,877)
True-up of prior years tax liability	7,590	2,096	343
Interest income on income tax refund	(7,780)	(2,168)	(173)
Non-deductible expenses	1,755	4,826	2,932
Impact of change in tax rates (Note c)	1,740	(116)	(36,099)
Change in valuation allowance (Note d)	6,244	10,752	(121,358)
Unrecognized tax benefits	(327)	1,236	(5,563)
Employment related tax incentive	(3,930)	(1,093)	(3,366)
Internal transfer of intellectual property rights (Note d)	—	—	(7,835)
State income taxes (Note e)	5,837	2,672	9,245
Excess tax benefit on share-based compensation	(7,773)	(10,418)	(5,274)
Others (Note f)	1,280	(6,711)	(928)
Reported income tax expense (benefit)	$ 113,681	$ 111,832	$ (29,031)

(c) For the year ended December 31, 2023, the amount includes a benefit of $35,771 resulting from a new income tax enacted in Bermuda on December 27, 2023, the impact of which has been fully offset by a valuation allowance.

(d) For the year ended December 31, 2023, the Company recorded an income tax benefit of $169,945 in connection with an intra-entity transfer of certain intellectual property rights from certain non-U.S. subsidiaries to certain wholly-owned US subsidiaries in an effort to better align with the Company's business operations, which is reflected in the rows titled "change in valuation allowance" and "internal transfer of intellectual property rights" in the above reconciliation table.

(e) For the year ended December 31, 2023, the amount does not include a state tax benefit on the transfer of intellectual property rights amounting to $33,800.

(f) During the year ended December 31, 2022, the Company recorded a tax benefit on the outside basis difference on the stock of a subsidiary amounting to $6,881.

(In thousands, except per share data and share count)

23. Income taxes (Continued)

The effect of the tax holiday on both basic and diluted earnings per share was $0.02, $0.00 and $0.02, respectively, for the years ended December 31, 2021, 2022 and 2023.

The components of the Company's deferred tax balances as of December 31, 2022 and 2023 are as follows:

	As of December 31,	
	2022	2023
Deferred tax assets		
Net operating loss carryforwards	$ 49,810	$ 86,556
Accrued expenses and other liabilities	72,588	77,516
Allowance for credit losses	8,441	5,772
Property, plant and equipment, net	7,474	8,934
Lease liabilities	51,913	45,295
Share-based compensation	32,777	33,490
Intangible assets, net	179,815	193,073
Retirement benefits	8,629	6,375
Contract liabilities	7,452	10,498
Tax credit carryforwards	17,199	22,449
Others	21,902	13,593
Total deferred tax assets	**$ 458,000**	**$ 503,551**
Less: Valuation allowance	(222,655)	(101,438)
Total deferred tax assets, net of valuation allowance	**$ 235,345**	**$ 402,113**
Deferred tax liabilities		
Intangible assets, net	$ 128	$ 4
Property, plant and equipment, net	1,290	1,120
Right-of use assets	40,946	37,248
Retirement benefits	4,175	2,648
Investments in foreign subsidiaries not indefinitely reinvested	1,663	9,177
Derivative instruments	2,344	1,318
Goodwill	43,173	52,603
Others	10,319	10,780
Total deferred tax liabilities	**$ 104,038**	**$ 114,898**
Net of deferred tax assets and liabilities	**$ 131,307**	**$ 287,215**

	As of December 31,	
Classified as	2022	2023
Deferred tax assets non-current	$ 135,483	$ 298,921
Deferred tax liabilities non-current	4,176	11,706
	$ 131,307	**$ 287,215**

(In thousands, except per share data and share count)

23. Income taxes (Continued)

The change in the Company's total valuation allowance for deferred tax assets as of December 31, 2021, 2022 and 2023 is as follows:

	Year ended December 31,		
	2021	2022	2023
Opening valuation allowance	$ 206,011	$ 212,192	$ 222,655
Reduction during the year through continuing operations	(1,206)	(214)	(162,138)
Addition during the year through continuing operations	7,387	10,677	40,921
Closing valuation allowance	$ 212,192	$ 222,655	$ 101,438

During the year ended December 31, 2023 the Company completed an intra-entity transfer of certain intellectual property rights from certain non-US subsidiaries to certain wholly-owned US subsidiaries in an effort to better align with the Company's business operations. As a result of this transfer, the Company received a step-up in tax basis of the transferred intellectual property assets to their current fair market value under applicable tax law. The determination of fair value involves judgments with respect to future revenue growth, operating margins and discount rates. The step-up in basis will be amortizable against future taxable income and, accordingly, the Company recognized a one-time tax benefit of $169,945. The Company expects to realize the deferred tax asset recorded as a result of the intellectual property transfer and will periodically assess such realizability. The tax-deductible amortization related to the transferred intellectual property rights will be recognized over a 15-year period.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets depends on the generation of future taxable income during the periods in which temporary differences are deductible. In order to fully realize a deferred tax asset, the Company must generate future taxable income prior to the expiration of the deferred tax asset under applicable law.

Management considers the scheduled reversal of deferred tax liabilities, carryback availability and projected taxable income in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods during which the Company's deferred tax assets are deductible, management believes that it is more likely than not that the Company will realize the benefits of its deductible temporary differences and carry forwards, net of the existing valuation allowances as of December 31, 2023. The amount of the Company's deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carryforward period are reduced.

For the years ended December 31, 2021, 2022 and 2023, the Company recognized net excess tax benefits on share-based compensation of $7,773, $10,418 and $5,274, respectively, in income tax expense attributable to continuing operations.

As of December 31, 2023, the Company's deferred tax assets related to net operating loss carryforwards of $426,761 amounted to $73,218 (excluding state and local operating loss carryforwards). Federal net operating losses of subsidiaries in Bermuda, Brazil, Germany, the United Kingdom, Israel, Hong Kong, the United States and Luxembourg (for 2016 and prior years) amounted to $331,451 and can be carried forward for an indefinite period.

(In thousands, except per share data and share count)

23. Income taxes (Continued)

The Company's remaining federal operating loss carryforwards expire as set forth in the table below:

	Europe	Others
Year ending December 31,		
2024	$ —	$ 1,785
2025	232	1,757
2026	1,073	—
2027	229	—
2028	5	423
2029	—	59
2032	—	196
2034	18,820	—
2035	7,357	—
2036	63,374	—
	$ 91,090	**$ 4,220**

In the table above, "Europe" includes federal net operating losses of subsidiaries in Slovakia, Latvia and Luxembourg, while "Others" includes net operating losses of subsidiaries in Argentina, Japan and the Philippines.

As of December 31, 2023, the Company had additional deferred tax assets of $13,338 for state and local tax loss carryforwards of $194,666, of which $154,336 will expire in various years from 2024 through 2042. The remaining state and local net operating losses can be carried forward for an indefinite period.

As of December 31, 2023, the Company had a total United States foreign tax credit carryforward of $22,449 which will expire as set forth in the table below:

Year ending December 31,	Amount
2027	$ 5,044
2028	3,304
2029	1,833
2030	832
2031	5,302
2033	6,134
	$ 22,449

(In thousands, except per share data and share count)

23. Income taxes (Continued)

Undistributed earnings of the Company's foreign (non-Bermuda) subsidiaries for which a deferred tax liability has not been recognized due to being indefinitely reinvested amounted to approximately $1,073,210 as of December 31, 2023. The Company plans to indefinitely reinvest the subsidiaries' undistributed earnings, except for those earnings for which a deferred tax liability has already been accrued or which can be repatriated in a tax-free manner. Accordingly, with limited exceptions, the Company does not accrue any income, distribution or withholding taxes that would arise if such earnings were repatriated. Due to the Company's changing corporate structure, the various methods that are available to repatriate earnings and uncertainty relative to the applicable taxes at the time of repatriation, it is not practicable to determine the amount of tax that would be imposed upon repatriation. If undistributed earnings are repatriated in the future, or are no longer deemed to be indefinitely reinvested, the Company will accrue the applicable amount of taxes associated with such earnings at that time.

As of December 31, 2023, $581,396 of the Company's $583,670 in cash and cash equivalents was held by the Company's foreign (non-Bermuda) subsidiaries. $207,953 of this cash is held by foreign subsidiaries for which the Company expects to incur and has accrued a deferred tax liability on the repatriation of $92,252 of retained earnings. $277,742 of the Company's cash and cash equivalents is held by foreign subsidiaries in jurisdictions where no tax is expected to be imposed upon repatriation. The remaining $95,701 in cash and cash equivalents held by foreign subsidiaries is being indefinitely reinvested.

The Company reports its gain/loss on derivatives designated as cash flow hedges, actuarial gain/loss on retirement benefits and currency translation adjustment, net of income taxes to the extent applicable, in OCI.

The following table summarizes activities related to our unrecognized tax benefits from January 1 to December 31 for each of 2021, 2022 and 2023:

	2021	2022	2023
Opening Balance at January 1	$ 34,300	$ 25,651	$ 25,430
Increase related to prior year tax positions, including recorded in acquisition accounting	2,992	2,869	1,385
Decrease related to prior year tax positions due to lapse of applicable statute of limitation	(455)	(1,313)	(4,658)
Increase related to current year tax positions	1,385	1,426	677
Decrease related to settlements with taxing authorities	(11,170)	(4)	(1,144)
Decrease related to prior year tax positions for other reasons	(455)	(1,802)	(2,405)
Effect of exchange rate changes	(946)	(1,397)	(49)
Closing Balance at December 31	**$ 25,651**	**$ 25,430**	**$ 19,236**

As of December 31, 2022 and 2023, the Company had unrecognized tax benefits amounting to $25,430 and $19,236, respectively, which, if recognized, would affect the Company's effective tax rate.

As of December 31, 2022 and 2023, the Company had accrued $2,871 and $3,312, respectively, in interest and $374 and $499, respectively, for penalties relating to income taxes.

During the years ended December 31, 2021, 2022 and 2023, the Company recognized $(13,851), $(2,583) and $220, respectively, in interest expense (income) related to income taxes.

For all tax years that remain open to examinations by U.S. federal and various state, local, and other U.S. taxing authorities, the Company estimates that it is reasonably possible that the total amount of its unrecognized tax benefits for existing tax positions will vary. However, the Company does not expect significant changes within the next twelve months other than adjustments depending on the progress of tax matters or examinations with various taxing authorities, which are difficult to predict.

With certain immaterial exceptions, the Company is no longer subject to U.S. federal, state and local or other U.S. income tax examinations by taxing authorities for years prior to 2018. The Company's subsidiaries in India and China are open to examination by relevant taxing authorities for tax years beginning on or after April 1, 2016 and January 1, 2014, respectively. The Company regularly reviews the likelihood of additional tax assessments and adjusts its unrecognized tax benefits as additional information or events require.

(In thousands, except per share data and share count)

24. Segment reporting

The Company manages various types of business process and information technology services in an integrated manner for clients in various industries and geographic locations. The Company's operating segments are significant strategic business units that align its products and services with how it manages its business, approaches key markets and interacts with its clients.

During the second quarter of 2022, the Company renamed its three reportable segments as follows: (1) the Banking, Capital Markets and Insurance segment was renamed the Financial Services segment; (2) the Consumer Goods, Retail, Life Sciences and Healthcare segment was renamed the Consumer and Healthcare segment; and (3) the High Tech, Manufacturing and Services segment was renamed the High Tech and Manufacturing segment.

The Company's Chief Executive Officer, who has been identified as the Chief Operating Decision Maker ("CODM"), reviews operating segment revenue, which is a GAAP measure, and operating segment adjusted income from operations ("AOI"), which is a non-GAAP measure. The Company does not allocate, and therefore the CODM does not evaluate, stock-based compensation expenses, amortization and impairment of acquired intangible assets, foreign exchange gain/(losses) (other than those included in income from operations), interest income/(expense), restructuring expenses/income, acquisition related expenses, any losses or gains from businesses held for sale, including impairment charges, other income/(expense), or income taxes by segment. The Company's operating assets and liabilities pertain to multiple segments. The Company manages assets and liabilities on a total company basis, not by operating segment, and therefore asset and liability information and capital expenditures by operating segment are not presented to the CODM and are not reviewed by the CODM.

With effect from January 1, 2023, the Company has modified the items that are allocated to the Company's reportable segments for the purpose of evaluating segment performance, and the Company now allocates by segment certain foreign exchange gains/(losses) (to the extent included in income from operations) and unallocated resource costs. Segment results after such allocation are reviewed by the CODM to evaluate segment performance. Prior to January 1, 2023, the CODM evaluated the performance of reportable segment revenue and adjusted income from operations after excluding these items, which were previously included under "Others." Accordingly, the Company has recast the segment revenue and adjusted income from operations of its reportable segments for the years ended December 31, 2021 and 2022 to present comparable segment information. Adjusted income from operations for "Others" primarily represents the impact of certain under or over-absorption of overhead, and allowance for credit losses, which are not allocated to the Company's segments for management's internal reporting purposes.

Revenues and adjusted income from operations for each of the Company's segments in the year ended December 31, 2021 were as follows:

	Net revenues			
	Data-Tech-AI	Digital Operations	Total	AOI
Financial Services	$ 403,609	$ 617,511	$ 1,021,120	$ 131,287
Consumer and Healthcare	668,621	847,082	1,515,703	256,870
High Tech and Manufacturing	620,051	865,337	1,485,388	278,868
Net revenues	**$ 1,692,281**	**$ 2,329,930**	**$ 4,022,211**	
Others				(4,345)
Total AOI				**$ 662,680**
Stock-based compensation				(81,968)
Amortization and impairment of acquired intangible assets (other than included above)				(57,641)
Acquisition-related expenses				(1,177)
Foreign exchange gains (losses), net				12,669
Interest income (expense), net				(51,434)
Income tax expense				(113,681)
Net income				**$ 369,448**

(In thousands, except per share data and share count)

24. Segment reporting (Continued)

Revenues and adjusted income from operations for each of the Company's segments in the year ended December 31, 2022 were as follows:

	Net revenues			
	Data-Tech-AI	Digital Operations	Total	AOI
Financial Services	$ 524,488	$ 635,220	$ 1,159,708	$ 172,292
Consumer and Healthcare	730,030	863,519	1,593,549	233,028
High Tech and Manufacturing	705,371	912,544	1,617,915	303,555
Net revenues	**$ 1,959,889**	**$ 2,411,283**	**$ 4,371,172**	
Business held for sale (refer to Note (a) below and Note 8)			(11,973)	24,842
Net revenues (excluding business held for sale - refer to Note (a) below and Note 8)			**$ 4,359,199**	
Others				(15,498)
Total AOI				**$ 718,219**
Stock-based compensation				(77,373)
Amortization and impairment of acquired intangible assets (other than included above)				(42,566)
Foreign exchange gains (losses), net				15,392
Interest income (expense), net				(52,204)
Business held for sale (refer to Note (a) below and Note 8)				(24,842)
Impairment charge on assets classified as held for sale (refer to Note (a) below and Note 8)				(32,575)
Restructuring expense (refer to Note (b) below and Note 27)				(38,815)
Income tax expense				(111,832)
Net income				**$ 353,404**

(In thousands, except per share data and share count)

24. Segment reporting (Continued)

Revenues and adjusted income from operations for each of the Company's segments in the year ended December 31, 2023 were as follows:

	Net revenues			
	Data-Tech-AI	**Digital Operations**	**Total**	**AOI**
Financial Services	$ 511,691	$ 713,683	$ 1,225,374	193,355
Consumer and Healthcare	717,546	853,173	1,570,719	242,457
High Tech and Manufacturing	763,822	916,973	1,680,795	297,909
Net revenues	**$ 1,993,059**	**$ 2,483,829**	**$ 4,476,888**	
Business held for sale (refer to Note (a) below and Note 8)			(490)	1,201
Net revenues (excluding business held for sale - refer to Note (a) below and Note 8)			**$ 4,476,398**	
Others				28,016
Total AOI				**$ 762,938**
Stock-based compensation				(88,576)
Amortization and impairment of acquired intangible assets (other than included above)				(31,348)
Foreign exchange gains (losses), net				4,274
Interest income (expense), net				(47,935)
Restructuring (expense)/income (refer to Note (b) below and Note 27)				4,874
Operating loss from the business classified as held for sale (refer to Note (a) below and Note 8)				(1,201)
Loss on the sale of business classified as held for sale (refer to Note (a) below and Note 8)				(802)
Income tax benefit				29,031
Net income				**$ 631,255**

(a) During the second quarter of 2022, the Company's management approved a plan to divest a business that comprised part of the Company's Consumer and Healthcare segment. The revenues and associated losses, including an impairment charge recorded for the year ended December 31, 2022, attributable to this business have been excluded from the computation of adjusted income from operations margin with effect from April 1, 2022, as management believes that excluding these items provides useful information about the Company's financial performance and underlying business trends.

(b) The Company does not allocate these charges to individual segments in internal management reports used by the CODM. Accordingly, such expenses are included in the Company's segment reporting as "unallocated costs."

(In thousands, except per share data and share count)

24. Segment reporting (Continued)

No single customer accounted for more than 10% of the Company's consolidated net revenue in 2021, 2022 or 2023.

Net revenues from geographic areas based on the location of the Company's service delivery centers are as follows. A portion of net revenues attributable to India consists of net revenues for services performed by delivery centers in India or at clients' premises outside of India by business units or personnel normally based in India.

	Year ended December 31,		
	2021	2022	2023
India	$ 2,022,123	$ 2,282,706	$ 2,320,853
Asia, other than India	536,595	551,474	643,096
North and Latin America	1,011,759	1,065,509	979,946
Europe	451,734	471,483	532,993
Total net revenues	**$ 4,022,211**	**$ 4,371,172**	**$ 4,476,888**

Property, plant and equipment, net by geographic region are as follows:

	As of December 31,	
	2022	2023
India	$ 125,442	$ 132,019
Asia, other than India	14,486	18,878
North and Latin America	26,031	25,281
Europe	14,799	13,625
Total	**$ 180,758**	**$ 189,803**

25. Net revenues

Disaggregation of revenue

In the following table, the Company's revenue is disaggregated by the nature of services provided:

	Year ended December 31,		
	2021	2022	2023
Data-Tech-AI	$ 1,692,281	$ 1,959,889	$ 1,993,059
Digital Operations	2,329,930	2,411,283	2,483,829
Total net revenues	**$ 4,022,211**	**$ 4,371,172**	**$ 4,476,888**

All three of the Company's segments include revenue from both Data-Tech-AI and Digital Operations services. See Note 24 for additional information.

During the second quarter of 2022, the Company's management modified the manner in which it disaggregates revenue for reporting and internal tracking purposes, and the Company now reports revenue disaggregated by the nature of services provided to the client, namely either Data-Tech-AI or Digital Operations services. Prior to the second quarter of 2022, the Company disaggregated its revenue as either revenue from the General Electric Company (GE) or revenue from Global Clients (other than GE).

Contract balances

Accounts receivable include amounts for services that the Company has performed but for which payment has not been received. The Company typically follows a 30-day billing cycle and, as such, at any point in time may have accrued up to 30 days of revenues that have not been billed. The Company has determined that in instances where the timing of revenue recognition differs from the timing of invoicing, the related contracts generally do not include a significant financing component. Refer to Note 4 for details on the Company's accounts receivable and allowance for credit losses and Note 11 for deferred billings.

(In thousands, except per share data and share count)

25. Net revenues (Continued)

The following table provides details of the Company's contract balances:

	As of December 31,	
	2022	2023
Contract assets (Note a)	$ 18,347	$ 33,370
Contract liabilities (Note b)		
Deferred transition revenue	$ 128,726	$ 116,577
Advance from customers	$ 88,056	$ 55,251

(a) Included in "prepaid expenses and other current assets" and "other assets" in the consolidated balance sheets.

(b) Included in "accrued expenses and other current liabilities" and "other liabilities" in the consolidated balance sheets.

During the year ended December 31, 2022, the Company sold certain contract assets and contract liabilities amounting to $0 and $2,451, respectively, and classified certain contract assets and contract liabilities amounting to $2,168 and $649, respectively, as assets/liabilities held for sale relating to the Business, the sale of which was completed in the first quarter of 2023. See Note 8 for additional information.

Contract assets represent the contract acquisition fees or other upfront fees paid to a customer. Such costs are amortized over the expected period of benefit and recorded as an adjustment to the transaction price and deducted from revenue. The Company's assessment did not indicate any significant impairment losses on its contract assets for the periods presented.

Contract liabilities include that portion of revenue for which payments have been received in advance from customers. The Company also defers revenues attributable to certain process transition activities for which costs have been capitalized by the Company as contract fulfillment costs. Consideration received from customers, if any, relating to such transition activities is also included as part of contract liabilities. The contract liabilities are included within "Accrued expenses and other current liabilities" and "Other liabilities" in the consolidated balance sheets. The revenues are recognized as (or when) the performance obligation is fulfilled pursuant to the contract with the customer.

Changes in the Company's contract asset and liability balances during the years ended December 31, 2022 and 2023 were a result of normal business activity and not materially impacted by any other factors.

Revenue recognized during the year ended December 31, 2022 and 2023 that was included in the contract liabilities balance at the beginning of the period was $152,570 and $160,024, respectively.

The following table includes estimated revenue expected to be recognized in the future related to remaining performance obligations as of December 31, 2023:

Particulars	Total	Less than 1 year	1-3 years	3-5 years	After 5 years
Transaction price allocated to remaining performance obligations	$ 171,828	$ 112,435	$ 47,246	$ 11,864	$ 283

(In thousands, except per share data and share count)

25. Net revenues (Continued)

The following table provides details of the Company's contract cost assets:

Particulars	As of December 31, 2022		As of December 31, 2023	
	Sales incentive programs	Transition activities	Sales incentive programs	Transition activities
Opening balance	$ 32,296	$ 206,498	$ 34,805	$ 181,865
Closing balance	34,805	181,865	41,964	160,579
Amortization	26,769	89,398	29,814	88,913

During the year ended December 31, 2022, the Company sold certain contract assets amounting to $304 and classified $1,247 as assets held for sale relating to the Business, the sale of which was completed in the first quarter of 2023. See Note 8 for additional information.

26. Commitments and contingencies

Capital commitments

As of December 31, 2022 and 2023, the Company has committed to spend $17,972 and $15,982, respectively, under agreements to purchase property, plant and equipment. This amount is net of capital advances paid in respect of such purchases.

Bank guarantees

The Company has outstanding bank guarantees and letters of credit amounting to $8,050 and $10,963 as of December 31, 2022 and 2023, respectively. Bank guarantees are generally provided to government agencies and excise and customs authorities for the purposes of maintaining a bonded warehouse. These guarantees may be revoked by the government agencies if they suffer any losses or damages through the breach of any of the covenants contained in the agreements governing such guarantees.

Other commitments

Certain units of the Company's Indian subsidiaries are established as Software Technology Parks of India units or Special Economic Zone ("SEZ") units under the relevant regulations issued by the Government of India. These units are exempt from customs and other duties on imported and indigenous capital goods, stores and spares. SEZ units are also exempt from the Indian Goods and Services Tax ("GST") that was introduced in India in 2017. The Company has undertaken to pay taxes and duties, if any, in respect of capital goods, stores, spares and services consumed duty-free, in the event that certain terms and conditions are not fulfilled.

Contingency

(a) In February 2019, there was a judicial pronouncement in India with respect to defined contribution benefit payments interpreting certain statutory defined contribution obligations of employees and employers. It is not currently clear whether the interpretation set out in the pronouncement has retrospective application. If applied retrospectively, the interpretation would result in an increase in contributions payable by the Company for past periods for certain of its India-based employees. There are numerous interpretative challenges concerning the retrospective application of the judgment. Due to such challenges and a lack of interpretive guidance and based on legal advice the Company has obtained on the matter, it is currently impracticable to reliably estimate the timing and amount of any payments the Company may be required to make. Accordingly, the Company plans to obtain further clarity and will evaluate the amount of a potential provision, if any.

26. Commitments and contingencies (Continued)

(b) The Indian taxing authorities ("ITA") have issued assessment orders to certain subsidiaries of the Company seeking to assess income tax on certain transactions that occurred in 2015. The Company has received demands for potential tax claims related to these orders in an aggregate amount of $111,288, including interest through the date of the orders. This amount excludes penalties or interest accrued since the date of the orders. The Company is pursuing appeals before the relevant appellate authorities in respect of these orders. Further, in respect of a 2015 transaction, the ITA has attempted to revise a previously closed assessment. During 2022, the Income Tax Appellate Tribunal of India (the "Tribunal") ruled in favor of the Company denying the ITA's ability to revise the assessment, and the ITA have appealed this ruling before the Delhi High Court. In January 2023, notwithstanding the Tribunal's decision in the Company's favor, the ITA issued a revised assessment order to the Company, and in March 2023, this assessment order was struck down by the Tribunal. The ITA have filed an appeal challenging this most recent decision of the Tribunal before the Delhi High Court. The Company believes that it is more likely than not that the Company's position will ultimately prevail in respect of these transactions. Accordingly, no unrecognized tax benefit has been provided with respect to this matter as of December 31, 2023.

(c) In September 2020, the Indian Parliament approved new labor codes, including the Code on Social Security, 2020 (the "Code"), which will impact the Company's contributions to its defined benefit plans for employees based in India. The Code has not yet been made effective, and the rules for different states are in the process of being framed. The Company has carried out a preliminary evaluation of the impact the Code will have on the Company. The final impact will be assessed after the Code becomes effective and the related rules are published.

27. Restructuring

In 2022, the Company implemented a flexible, hybrid global delivery model in line with the Company's long-term strategy that incorporates a mix of offshore, onshore, near-shore, and remote working. As a result, the Company determined that certain leases and employee roles were no longer needed.

Accordingly, the Company recorded a $38,815 restructuring charge relating to the abandonment of leased office premises and an employee severance charge. Of the total charge of $38,815, $21,684 was a non-cash charge (including $1,377 related to writing down certain property, plant and equipment) recorded as other operating expense, which pertains to the abandonment of various leased office premises. The Company has sought out one or more third parties to sublease certain office premises from the Company, wherever applicable, instead of abandoning them. However, the Company has not been successful in such attempts, and the Company believes it is unlikely that it will be able to sublease such premises in the foreseeable future. The Company also recorded a severance charge of $17,131, which was paid during the year ended December 31, 2022 related to a focused reduction in the Company's workforce.

In 2023, the Company successfully terminated a lease agreement involving leased premises that were abandoned as part of the 2022 restructuring described above. Accordingly, effective upon the lease termination date, the Company recorded a gain in other operating (income) expense of $4,874.

28. Subsequent Events

Share Repurchase

Pursuant to its share repurchase program, the Company repurchased 221,569 of its common shares on the open market between January 1, 2024 and February 28, 2024 at a weighted average price of $36.14 per share for an aggregate cash amount of $8,008.

Dividend

In February 2024, the Company announced that its Board of Directors approved an 11% increase in its quarterly cash dividend, representing a planned annual dividend of $0.61 per common share in 2024, increased from $0.55 per common share in 2023. The Board of Directors also declared a dividend for the first quarter of 2024 of $0.1525 per common share, which will be paid on March 26, 2024 to shareholders of record as of the close of business on March 11, 2024. The declaration of any future dividends will be at the discretion of the Board of Directors and subject to Bermuda and other applicable laws.

Exhibit 10.23

EMPLOYMENT AGREEMENT

This **EMPLOYMENT AGREEMENT** (this "Agreement"), effective as of the date the last Party to sign the agreement signs the same (the "Effective Date"), by and between Genpact India Private Limited (the "Company"), and Piyush Mehta (the "Executive" and, together with the Company, the "Parties").

WHEREAS, the Executive has been employed by the Company pursuant to that certain Appointment Letter dated September 21, 2001 between the Executive and GE Capital International Services India, now known as Genpact India Private Limited.

WHEREAS, the Company desires to continue to employ the Executive, and the Executive desires to continue to be employed by the Company, on the terms and conditions set forth in this Agreement.

WHEREAS, the Agreement includes additional consideration payable to the Executive for certain covenants included in the Agreement.

NOW, THEREFORE, in consideration of the promises and the respective covenants and agreements of the Parties set forth below, and intending to be legally bound hereby, the Parties agree as follows:

Section 1. Employment.

(a) Term. The Company or the Executive may terminate the employment relationship at any time in accordance with the provisions of Section 5. The period during which the Executive is in fact employed by the Company pursuant to this Agreement shall constitute the "Term" hereunder.

(b) Duties. The Executive shall serve as the Senior Vice President, Chief Human Resources Officer of the Company. In such capacity, the Executive shall report to the President and Chief Executive Officer (the "CEO") of Genpact Limited. In addition to the other titles and responsibilities described in this Section 1, if requested by the CEO, the Executive shall serve (without additional compensation) during the Term as an officer or director of the Company or any subsidiary or affiliate of the Company. The Company reserves the right to depute or second the Executive during the Term to any of its affiliates or group entities; provided that any such deputization or secondment shall not constitute a waiver of any of Executive's rights hereunder and the Company shall retain all of its obligations hereunder in connection with any such deputization or secondment.

(c) Best Efforts. During the Term, the Executive shall devote the Executive's best efforts and full time and attention to promote the business and affairs of the Company and its affiliated entities, and shall be engaged in other business activities only to the extent that such activities do not materially interfere or conflict with the Executive's obligations to the Company hereunder, including, without limitation, obligations pursuant to Section 8 below. The foregoing shall not be construed as preventing the Executive from (i) serving on civic, educational, philanthropic or charitable boards or committees, or, with the prior written consent of the Board of Directors of the Company (the "Board"), in its sole discretion, on corporate boards, and (ii) managing personal investments, so long as such activities are permitted under the Company's code of conduct and employment policies and do not violate the provisions of Section 8 below.

(d) Travel. The Executive understands and agrees that the Executive will be required to travel for business in the course of performing his or her duties for the Company.

Section 2. Compensation.

(a) Base Salary. During the Term, the Company shall pay the Executive a base salary ("Base Salary"), at the annual rate of INR 25,440,000, which shall be paid in installments in accordance with the Company's normal payroll practices. The Executive's Base Salary shall be reviewed annually by the Board pursuant to the normal performance review policies for senior level executives and may be adjusted from time to time as the Board deems appropriate.

(b) Annual Bonus. During the Term, the Executive shall be eligible to receive an annual cash bonus (the "Annual Bonus") in respect of each full or partial fiscal year of the Company ending during the Term (each, a "Fiscal Year", which as of the date hereof, is the period January 1 through December 31), with the target Annual Bonus to equal 100% of Base Salary ("Target Bonus") for such Fiscal Year, subject to the attainment of such performance targets as are established by the Board, for such Fiscal Year. Any such Annual Bonus shall be paid to the Executive on or after the first day (but in no event later than the fifteenth day of the third month) of the Fiscal Year following the Fiscal Year to which the Annual Bonus relates ("Payment Date"), subject to the Executive's continued service with the Company through the Payment Date. The Annual Bonus is, in part, intended as a retention tool, and an Annual Bonus is not deemed earned until the Board has determined whether and to what extent the performance goals have been met and all qualifying conditions and eligibility criteria of the Annual Bonus have been satisfied. The Executive's target Annual Bonus shall be reviewed annually by the Board pursuant to the normal performance review policies for senior level executives and may be adjusted from time to time as the Board deems appropriate.

(c) Equity Awards. Except as set forth herein, this Agreement does not modify or change the existing agreements regarding share options, restricted share units and performance share awards previously issued to the Executive (each such award and any such award granted in the future, an "Equity Award" and, collectively, the "Equity Awards").

Section 3. Expenses. During the Term, the Executive shall be entitled to receive reimbursement for all necessary and reasonable travel and business expenses incurred and accounted for by the Executive (in accordance with the policies and procedures established from time to time by the Company) in performing services hereunder.

Section 4. Other Benefits

(a) Employee Benefits, Fringe Benefits and Perquisites. During the Term, the Executive shall be eligible to participate in the Company's health, life insurance, long-term disability, retirement and welfare benefits plans and programs available to the employees of the Company, pursuant to their respective terms and conditions. Nothing in this Agreement shall preclude the Company or any affiliate of the Company from terminating or amending any employee benefit plan or program from time to time after the Effective Date.

(b) Vacation. The Executive shall be entitled to paid vacation during each year of the Term in accordance with Company policy.

(c) Indemnification. The Company and its successors and/or assigns will indemnify and defend the Executive to the fullest extent permitted by applicable law of the jurisdiction in which the Company is incorporated and the organizational documents of the Company with respect to any claims that may be brought against the Executive arising out of any action taken or not taken in the Executive's capacity as an officer or director of the Company or any of its affiliates. In addition, the Executive shall be covered, in respect of the Executive's activities as a director and officer of the Company or any of its affiliates, by the Company's Directors and Officers liability policy or other comparable policies obtained by the Company's successors, to the fullest extent permitted by such policies. The Company's indemnification obligations under this Section 4(c) shall remain in effect following the Executive's termination of employment with the Company.

Section 5. Termination of Employment.

(a) Termination. The Executive's employment pursuant to this Agreement may be terminated in accordance with the following provisions:

(i) The Company may terminate the Executive's employment at any time with or without Cause. In case of termination without Cause, the Company may terminate the Executive's employment upon providing thirty days' notice or payment in lieu thereof. In case of termination for Cause, the Company may terminate the Executive's employment with immediate effect by a notice in writing (without salary in lieu of notice).

(ii) The Executive may voluntarily terminate employment for any reason upon thirty days' prior written notice to the Company.

(iii) The Executive's employment hereunder shall terminate upon the Executive's death.

(iv) The Company may terminate the Executive's employment hereunder for Disability.

(b) Payments Due Upon Any Termination. Upon the Executive's termination of employment for any reason, the Company shall pay the Executive (or the Executive's estate) (i) the Executive's then Base Salary through the date of termination, (ii) any earned but unpaid Annual Bonus for any Fiscal Year preceding the Fiscal Year in which the termination occurs, (iii) the dollar value of all accrued and unused vacation based upon the Executive's most recent level of Base Salary and (iv) any benefits accrued and due under any applicable benefit plans and programs of the Company (the "Accrued Obligations"). The cash amounts payable pursuant to this Section 5(b) shall be paid, in a lump sum, on the date of termination, or as soon as practicable following such date of termination, in accordance with applicable law. All other benefits, if any, due the Executive following a termination shall be determined in accordance with the plans, programs, policies and practices of the Company. The Executive shall not accrue any additional compensation (including any Base Salary or Annual Bonus) or other benefits under this Agreement following such termination of employment.

(c) Termination Without Cause or For Good Reason. Upon the termination of the Executive's employment by the Company without Cause or by the Executive for Good Reason, and provided that (i) the Executive timely executes the Release required under Section 6 and (ii) the Executive has complied with and continues to comply with the restrictive covenants set forth in Section 8, the Executive shall become eligible to receive the following payments and benefits:

(i) The Company shall pay the Executive a severance payment in an amount equal to the sum of (i) six months of the Executive's Base Salary (at the rate then in effect) and (ii) one week of the Executive's Base Salary (at the rate then in effect) for each year of service with the Company up to a maximum of twelve weeks, which shall be paid in equal installments over the twelve-month period following the Executive's termination, in accordance with the Company's normal payroll practices. Payment will commence within sixty days following the Executive's termination date and any installments not paid between the termination date and the date of the first payment will be paid with the first payment. Such severance payment shall be inclusive of any statutory payments to be made by the Company to the Executive in accordance with applicable law.

(ii) The Company shall pay the Executive a lump sum payment equal to the cost that would be payable by the Company, as measured as of the Executive's termination date, to obtain continued health care coverage for the Executive and the Executive's spouse and eligible dependents, as applicable, under the Company's employee group health plan for the eighteen-month period following termination, at the level in effect for each of them on such termination date. Payment will be made within sixty days following the Executive's termination date.

(iii) The Company shall pay the Executive a prorated Annual Bonus for the Fiscal Year in which the Executive's termination of employment occurs. The prorated Annual Bonus shall be determined by multiplying the Target Bonus for the Fiscal Year of termination by a fraction, the numerator of which is the number of days during which the Executive was employed by the Company in the Fiscal Year in which the termination date occurs and the denominator of which is 365. The prorated Annual Bonus shall be paid within sixty days following the Executive's termination date.

(iv) If such termination occurs prior to or more than 24 months following a Change of Control, then the Equity Awards shall be treated as follows:

a. Subject to subsection (viii), any outstanding share option, which vests solely upon continuous service with the Company (each, a "Time-Based Option"), shall, on the date of the Executive's termination of employment, become vested and exercisable with respect to the number of shares (if any) that would have vested and become exercisable had the Executive continued in employment or service for a period of twelve months following the termination date (the "Special Vesting Option Shares"). All Time-Based Options may be exercised for any Special Vesting Option Shares and any previously-vested shares for a period of six months following the Executive's termination date, but in no event later than the expiration date of the Time-Based Option. Each Time-Based Option (including with respect to the Special Vesting Option Shares and any previously-vested shares) shall terminate on the date that is six months following the Executive's termination date or (if earlier) upon the expiration of the term of the Time-Based Option.

b. Subject to subsection (viii), any outstanding restricted share unit award, which vests solely upon continuous service with the Company, shall, on the date of the Executive's termination of employment, become vested and payable with respect to the number of units (if any) that would have vested had the Executive continued in employment or service for a period of twelve months following the termination date. The shares underlying any restricted share units that vest under this subsection (iv)b. shall be issued on the date of the Executive's termination of employment or service or as soon as reasonably practicable thereafter, but in no event later than the end of the calendar year in which the Executive's termination date occurs.

c. Subject to subsection (viii), any outstanding performance share award, which (A) was subject to vesting in whole or in part based on attainment of performance objectives and (B) with respect to which the specified performance period has been completed prior to the Executive's termination such that the award remains subject to vesting only based on continuous service during a specified service period, shall, on the date of the Executive's termination of employment, become vested with respect to the number of shares (if any, as determined in accordance with the agreement evidencing the award) that would have vested had the Executive continued in employment or service for a period of twelve months following the termination date, based on the level of attainment of the performance objectives. Any shares that vest under this subsection (iv)c. shall be issued on the date of the Executive's termination of employment or service or as soon as reasonably practicable thereafter, but in no event later than the end of the calendar year in which the Executive's termination date occurs. Any performance share award that was subject to vesting in whole or in part based on attainment of performance objectives and with respect to which the performance period has not been completed prior to the Executive's termination, shall terminate immediately upon the Executive's termination.

(v) If such termination occurs within 24 months following a Change of Control, then the Equity Awards to the extent outstanding shall be treated as follows:

a. Subject to subsection (viii), any Time-Based Option shall become fully vested and exercisable upon such termination. All Time-Based Options (including with respect to any previously-vested shares) may be exercised for a period of six months following the Executive's termination date, but in no event later than the expiration date of the Time-Based Option. Each Time-Based Option shall terminate on the date that is six months following the Executive's termination date or (if earlier) upon the expiration of the term of the Time-Based Option.

b. Subject to subsection (viii), any outstanding restricted share unit award, which vests solely upon continuous service with the Company, shall become fully vested and payable upon such termination. The shares underlying any restricted share units that vest under this subsection (v)b. shall be issued upon such termination.

c. Subject to subsection (viii), any outstanding performance share award shall, upon such termination, become vested with respect to the number of shares (if any as determined under the agreement evidencing the award) then subject to the award. Any shares that vest under this subsection (v)c. shall be issued within sixty days following such termination.

(vi) Notwithstanding anything in this Agreement to the contrary, to the extent that the Equity Awards constitute nonqualified deferred compensation subject to Section 409A of the Internal Revenue Code of 1986, as amended (the "Code") and the Treasury Regulations thereunder, if (i) a Change of Control does not constitute a "change in control event" under Section 409A of the Code, or (ii) otherwise required by Section 409A of the Code, any shares that vest pursuant to subsection 5(c)(iv) or 5(c)(v) above shall be issued only in accordance with and as permitted under Section 409A of the Code.

(vii) Notwithstanding any provision of this Agreement to the contrary, in no event shall the timing of the Executive's execution of the Release required under Section 6, directly or indirectly, result in the Executive designating the calendar year of payment, and if a payment that is subject to execution of the Release could be made in more than one taxable year, payment shall be made in the later taxable year.

(viii) In the event that the Executive violates the restrictive covenants set forth in Section 8, the Executive shall not be entitled, after the date of such violations or activity (as the case may be), to receive any payouts, benefits or continued vesting under this Section 5(c), and any unvested Equity

Awards shall be immediately forfeited, and the Company may take such other enforcement actions as set forth herein or permitted by applicable law.

(ix) The Equity Awards shall continue to be governed by and subject to the terms of the applicable award agreements (including any clawback provisions thereunder), as amended to reflect this subsection (c).

d. Definitions. For purposes of this Agreement, the following definitions shall apply:

(i) "Cause" shall mean: (I) any conviction by a court of, or entry of a pleading of guilty or *nolo contendere* by the Executive with respect to, a felony or any lesser crime involving moral turpitude or a material element of which is fraud or dishonesty; (II) the Executive's willful dishonesty of a substantial nature towards the Company and any of its direct or indirect subsidiaries; (III) the Executive's material breach of this Agreement or the Employee Innovation and Proprietary Information Agreement, which breach is not cured by the Executive to the reasonable satisfaction of the Company within thirty business days of the date the Company delivers written notice of such breach to the Executive; (IV) the Executive's reckless conduct or willful misconduct; (V) the Executive's willful failure to follow a reasonable instruction of the Board or the CEO, which failure continues for a period of thirty days after the Executive's receipt of written notice from the Board or CEO, identify the nature of the failure; (VI) the Executive's use of alcohol or illegal drugs which materially interferes with the performance of the Executive's duties to the Company or which materially compromises the integrity and reputation of the Company; or (VII) the Executive's material, knowing and intentional failure to comply with material applicable laws with respect to the execution of the Company's and its subsidiaries' business operations, including, without limitation, a knowing and intentional failure to comply with the Foreign Corrupt Practices Act 1977 of the US Congress, as amended.

(ii) "Change of Control" shall have the meaning set forth in the Genpact Limited 2017 Omnibus Incentive Compensation Plan, or in any successor equity plan under which the applicable equity award is granted.

(iii) "Disability" shall mean the Executive's inability, due to physical or mental incapacity, to perform the essential functions of the Executive's duties and responsibilities under this Agreement for a period of 180 consecutive days with or without an accommodation. In conjunction with determining Disability for purposes of this Agreement, the Executive hereby (i) consents to any such examinations which are relevant to a determination of whether the Executive is mentally and/or physically disabled and (ii) agrees to furnish such medical information as may be reasonably requested consistent with applicable law.

(iv) "Good Reason" shall mean the occurrence, without the Executive's prior written consent, of any of the following events: (i) a material reduction in the nature of the Executive's authority or duties; or (ii) a material reduction in the Executive's then current Base Salary; provided, however, that any such event shall not constitute Good Reason unless and until the Executive shall have provided the Company with notice of such event within ninety days of the initial occurrence of such event, the Company shall have failed to remedy such event within thirty days of receipt of such notice and the Executive terminates employment no later than sixty days following the expiration of such remedy period.

Section 6. Execution of Release of All Claims. Notwithstanding any other provision of this Agreement to the contrary, the Executive acknowledges and agrees that any and all payments and benefits to which the Executive is entitled under Section 5 are conditional upon, and subject to, the Executive's execution of a release and waiver of claims in substantially the form attached hereto as Exhibit A. The release must be executed by the Executive and the Company and become effective prior to the sixtieth day after the date of termination of the Executive's employment with the Company.

Section 7. Resignation from Positions. Notwithstanding any other provision of this Agreement to the contrary, upon any termination of employment (whether voluntary or involuntary), the Executive, upon written request from the Company, shall resign from any positions he or she has with the Company or any of its affiliates or subsidiaries (collectively, the "Company Group"), whether as an executive, officer, employee, consultant, director, trustee, fiduciary or otherwise.

Section 8. Restrictive Covenants.

(a) Noncompetition. In consideration of the payments by the Company to the Executive pursuant to this Agreement, the Executive hereby covenants and agrees that, during the Term and for the twelve-month period following the date of the Executive's termination for any reason, the Executive shall not, without the prior written consent of the Company, be employed by, engaged by, or otherwise assist, either as an individual on his or her own or as a partner, joint venturer, employee, agent, consultant, officer, trustee, director, owner, part-owner, shareholder, or in any other capacity, directly or indirectly, any of the entities listed on the competitor list attached as Exhibit B hereto, or any successor or affiliates of such entity. The foregoing restriction shall not include the passive ownership of securities in any entity listed on Exhibit B and exercise of rights appurtenant thereto, so long as such securities represent no more than two percent of the voting power of all securities of such enterprise.

(b) Nonsolicitation. In further consideration of the payments by the Company to the Executive pursuant to this Agreement, the Executive hereby covenants and agrees that, during the Term and for the twelve-month period following the date of the Executive's termination for any reason, the Executive shall not either directly or indirectly on the Executive's own behalf or in the service or on behalf of others (i) attempt to influence, persuade or induce, or assist any other person in so influencing, persuading or inducing, any employee or independent contractor of the Company Group to give up, or to not commence, employment or a business relationship with the Company Group, (ii) unless otherwise in contravention of applicable law, directly, or indirectly through direction to any third party, hire or engage, or cause to be hired or engaged, any person who is or was an employee or independent contractor of the Company Group, or (iii) attempt to influence, persuade or induce, or assist any other person in so influencing, persuading or inducing, any agent, consultant, vendor, supplier or customer of the Company Group with whom the Executive has had contact within the last twenty-four months of his or her relationship with the Company Group or about whom the Executive has confidential information to give up or not commence, a business relationship with the Company.

(c) Nondisparagement. In further consideration of the payments by the Company pursuant to this Agreement, the Executive hereby covenants and agrees not to defame, disparage or criticize any member of the Company Group, or any of the Company Group's products, services, finances, financial condition, capabilities or other aspect of or any of their business, or any former or existing managers, directors, officers, employees, agents, affiliates or successors of, or contracting parties with, any member of the Company Group in any medium to any person without limitation in time. Nothing in this section inhibits the ability of an employee to disclose illegal acts in the workplace, including but not limited to sexual harassment.

(d) Enforcement.

(i) The Executive acknowledges and agrees that the Company's remedies at law for a breach or threatened breach of any of the provisions of Sections 8(a), (b) and (c) herein would be inadequate and, in recognition of this fact, the Executive agrees that, in the event of such a breach or threatened breach, in addition to any remedies at law, the Company shall be entitled to obtain equitable relief in the form of specific performance, temporary restraining order, temporary or permanent injunction or any other equitable remedy which may then be available, notwithstanding the provisions of Section 11(h).

(ii) In addition, the Company shall be entitled to immediately cease paying any amounts remaining due or providing any benefits to the Executive pursuant to Section 5 in the event that the Executive has violated any provision of Section 8(a) or has materially breached any of the Executive's obligations under Sections 8(b) or (c) of this Agreement. In such event the Company may require that the Executive repay ninety percent of all cash amounts theretofore paid to the Executive pursuant to Section 5 and in such case the Executive shall promptly repay such amounts on the terms determined by the Company. Notwithstanding anything to the contrary, any outstanding performance share awards (including any shares issued upon vesting of the award) shall be subject to any clawback provisions set forth in the applicable award agreement and all Equity Awards shall be subject to any clawback or recoupment policy adopted by the Board from time to time.

(iii) If the Company seeks a restraining order, an injunction or any other form of equitable relief, and recovers any such relief, the Company shall be entitled to recover its reasonable attorneys' fees, court costs, and other costs incurred obtaining that relief (even if other relief sought is denied). If the Company obtains a final judgment of a court of competent jurisdiction, pursuant to which the Executive is determined to have breached his/her obligations under this Agreement, the Company shall be entitled to recover, in addition to any award of damages, its reasonable attorneys' fees, costs, and expenses incurred by the Company in obtaining such judgment.

(iv) The parties agree that the provisions of this paragraph are reasonable and necessary. The Executive understands that the provisions of Sections 8(a) and 8(b) may limit the Executive's ability to earn a livelihood in a business similar to the Company's business but he or she nevertheless agrees and hereby acknowledges that (i) such provisions do not impose a greater restraint than is necessary to protect the goodwill or other business interests of the Company, (ii) such provisions contain reasonable limitations as to time and scope of activity to be restrained, (iii) such provisions are not harmful to the general public, (iv) such provisions are not unduly burdensome to the Executive, and (v) the consideration provided hereunder is sufficient to compensate the Executive for the restrictions contained in Sections 8(a) and 8(b). In consideration of the foregoing and in light of the Executive's education, skills and abilities, the Executive agrees that the Executive shall not assert that, and it should not be considered that, any provisions of Sections 8(a) and 8(b) otherwise are void, voidable or unenforceable or should be voided or held unenforceable. It is expressly understood and agreed that although the Executive and the Company consider the restrictions contained in Sections 8(a) and 8(b) to be reasonable, if a judicial determination is made by a court of competent jurisdiction that the time or territory or any other restriction contained in this Agreement is an unenforceable restriction against the Executive, the provisions of this Agreement shall not be rendered void but shall be deemed amended to apply as to such maximum time and territory and to such maximum extent as such court may judicially determine or indicate to be enforceable. Alternatively, if any court of competent jurisdiction finds that any restriction contained in this Agreement is unenforceable, and such restriction cannot be amended so as to make it enforceable, such finding shall not affect the enforceability of any of the other restrictions contained herein.

Section 9. Employee Innovation and Proprietary Information Agreement. As part of and in connection with the execution of this Agreement between the Executive and the Company, the Executive acknowledges that the Executive must enter into an innovation and proprietary information agreement of even date herewith (the "New Employee Innovation and Proprietary Information Agreement"), a copy of which is attached hereto as Exhibit C and incorporated herein. The New Employee Innovation and Proprietary Information Agreement replaces and supplants any prior Employee Innovation and Proprietary Information Agreement or other agreement covering substantially similar obligations (if applicable, the "Original Employee Innovation and Proprietary Information Agreement") and sets forth the Parties' obligations on and after the effective date of this Agreement. The Parties shall continue to be bound under the Original Employee Innovation and Proprietary Information Agreement, if applicable, with respect to the subject matter thereof for the period before the New Employee Innovation and Proprietary Information Agreement becomes effective. As used herein, unless the context requires otherwise, the term "Employee Innovation and Proprietary Information Agreement" shall include both the Original Employee Innovation and Proprietary Information Agreement and the New Employee Innovation and Proprietary Information Agreement.

Section 10. Benefit Limit. The benefit limitations of this Section 10 shall be applicable in the event the Executive receives any benefits that are deemed to constitute parachute payments under Code Section 280G. In the event that any payments to which the Executive becomes entitled in accordance with the provisions of this Agreement (or any other benefits to which the Executive may become entitled in connection with any change in control or ownership of the Company or the subsequent termination of the Executive's employment with the Company) would otherwise constitute a parachute payment under Code Section 280G, then such payments and benefits shall be subject to reduction to the extent necessary to assure that the Executive receives only the greater of (i) the amount of those payments or benefits which would not constitute such a parachute payment or (ii) the amount of the benefits after taking into account any excise tax imposed on the payments provided to the Executive under this Agreement (or on any other benefits to which the Executive may become entitled in connection with any change in control or ownership of the Company or the subsequent termination of his or her employment with the Company) under Code Section 4999. Should a reduction in benefits be required to satisfy the benefit limit of this Section 10, then the Executive's cash severance payments under Section 5 shall accordingly be reduced (with such reduction to be effected pro-rata to each payment) to the extent necessary to comply with such benefit limit. Should such benefit limit still be exceeded following such reduction, then the number of shares as to which any Equity Award would otherwise vest on an accelerated basis in accordance with the terms of the award shall be reduced (based on the value of the parachute payment attributable to such Equity Award under Code Section 280G) to the extent necessary to eliminate such excess.

Section 11. Miscellaneous.

(a) Mitigation. The Executive shall have no duty to mitigate the Executive's damages by seeking other employment and, should the Executive actually receive compensation from any such other employment, the payments required hereunder shall not be reduced or offset by any other compensation except as specifically provided herein.

(b) Waiver. No provision of this Agreement may be modified, waived or discharged unless such waiver, modification or discharge is agreed to in a writing signed by the Executive and an officer of the Company (other than the Executive) duly authorized by the Board to execute such amendment, waiver or discharge. No waiver by either Party at any time of any breach of the other Party of, or compliance with, any condition or provision of this Agreement to be performed by such other Party shall be deemed a waiver of similar or dissimilar provisions or conditions at the same or at any prior or subsequent time.

(c) Compliance with Section 409A and Section 457A of the Code.

(i) This Agreement and the benefits provided hereunder are intended to comply with Section 409A of the Code and the Treasury Regulations and other guidance promulgated thereunder and Section 457A of the Code and the Treasury Regulations and other guidance promulgated thereunder, and the provisions of this Agreement shall be interpreted and construed to be consistent with this intent. Severance benefits under this Agreement are intended to be exempt from Section 409A of the Code under the "short-term deferral" exception, to the maximum extent applicable, and then under the "separation pay" exception, to the maximum extent applicable.

(ii) Notwithstanding any provision to the contrary in this Agreement, no payments or benefits to which the Executive becomes entitled under this Agreement shall be made or paid to the Executive prior to the ***earlier*** of (i) the expiration of the six-month period measured from the date of the Executive's "separation from service" with the Company (as such term is defined in Section 409A-1(h) of the 409A Regulations) or (ii) the date of the Executive's death, if the Executive is deemed at the time of such separation from service a "specific employee" for purposes of Code Section 409A and such delayed commencement is required in order to avoid a prohibited distribution under Code Section 409A(a)(2). Upon the expiration of the applicable Code Section 409A(a)(2) deferral period, all payments deferred pursuant to this Section 11(c)(ii) shall be paid in a lump sum to the Executive, and any remaining payments due under this Agreement shall be paid in accordance with the normal payment dates specified for them herein.

(iii) All payments to be made upon a termination of employment under this Agreement may only be made upon a "separation from service" under Section 409A of the Code. For purposes of Section 409A of the Code, each payment hereunder shall be treated as a separate payment, and the right to a series of installment payments under this Agreement shall be treated as a right to a series of separate payments.

(iv) All reimbursements and in-kind benefits provided under this Agreement shall be made or provided in accordance with the requirements of Section 409A of the Code, including, where applicable, the requirement that (i) any reimbursement be for expenses incurred during the period specified in this Agreement, (ii) the amount of expenses eligible for reimbursement, or in-kind benefits provided, during a fiscal year not affect the expenses eligible for reimbursement, or in-kind benefits to be provided, in any other fiscal year, (iii) the reimbursement of an eligible expense be made no later than the last day of the fiscal year following the year in which the expense is incurred, and (iv) the right to reimbursement or in-kind benefits not be subject to liquidation or exchange for another benefit.

(v) If and to the extent required by Code Section 457A, and subject to Code Section 409A, any compensation hereunder, as adjusted for any earnings and losses attributable thereto, shall be paid to the Executive no later than the last day of the twelfth month after the end of the taxable year of the Company during which the right to the payment of such compensation is no longer subject to a "*substantial risk of forfeiture*" within the meaning of Code Section 457A.

(d) Successors and Assigns. This Agreement shall be binding on and inure to the benefit of the successors and assigns of the Company.

(e) Notice. For the purpose of this Agreement, notices and all other communications provided for in this Agreement shall be in writing and shall be deemed to have been duly given if delivered personally, if delivered by overnight courier service, or if mailed by registered mail, return receipt requested, postage prepaid, addressed to the respective addresses or sent via facsimile to the respective facsimile numbers, as the case may be, as set forth below, or to such other address as either party may have furnished to the other in writing in accordance herewith, except that notice of change of address shall be effective only upon receipt; provided, however, that (i) notices sent by personal delivery or overnight courier shall be deemed given when delivered; (ii) notices sent by facsimile transmission shall be deemed given upon the sender's receipt of confirmation of complete transmission; and (iii) notices sent by registered mail shall be deemed given two days after the date of deposit in the mail.

If to the Executive, to such address as shall most currently appear on the records of the Company.

If to the Company, to:

Genpact India Private Limited
DLF City, Phase V, Sector 53
Gurgaon, Haryana
India
Attention: Legal Department

With a copy to:
Genpact LLC
1155 Avenue of the Americas
Fourth Floor
New York, NY 10036
Attention: Legal Department

(f) GOVERNING LAW; CONSENT TO JURISDICTION. THIS AGREEMENT AND ANY CONTROVERSY OR CLAIM ARISING OUT OF OR RELATING TO THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF INDIA WITHOUT REGARD TO PRINCIPLES OF CONFLICT OF LAWS. EACH OF THE PARTIES HERETO IRREVOCABLY CONSENTS TO THE JURISDICTION AND VENUE OF A COURT SITUATED IN GURGAON FOR ANY ACTION TO ENFORCE THIS AGREEMENT AND/OR THE EXHIBITS HERETO (OTHER THAN AN ACTION WHICH MUST BE BROUGHT BY ARBITRATION PURSUANT TO SECTION 11(i)). EACH PARTY HEREBY WAIVES THE RIGHTS TO CLAIM THAT ANY SUCH COURT IS AN INCONVENIENT FORUM FOR THE RESOLUTION OF ANY SUCH ACTION.

(g) INDIVIDUALLY REPRESENTED BY COUNSEL. BY SIGNING BELOW, THE EXECUTIVE REPRESENTS THAT THE EXECUTIVE WAS GIVEN THE OPPORTUNITY TO CONSULT LEGAL COUNSEL FOR PURPOSES OF NEGOTIATING THE TERMS OF THIS AGREEMENT.

(h) Arbitration. Any controversy or claim arising out of or relating to this Agreement, any breach hereof, or the Executive's employment or the termination thereof, shall be settled by binding arbitration by and pursuant to the Arbitration Rules of the Mumbai Centre for International Arbitration ("MCIA Rules"), which rules are deemed to be incorporated by reference in this clause. The seat of the arbitration shall be Gurgaon and the Tribunal shall consist of one arbitrator. The language of the arbitration shall be English. The determination of the arbitrator shall be conclusive and binding on the Executive and the Company, and judgment may be entered on the arbitrator's award in any court of competent jurisdiction. The arbitrator shall not have the power to award punitive or exemplary damages. The arbitration shall be conducted on a strictly confidential basis, and neither the Executive nor the Company shall disclose the existence of a claim, the nature of a claim, any documents, exhibits, or information exchanged or presented in connection with such a claim, or the result of any action (collectively, "Arbitration Materials") to any third party, except as required by law, with the sole exception of legal counsel and parties engaged by that counsel to assist in the arbitration process, who also shall be bound by these confidentiality terms. The parties will share the administrative fees of the Mumbai Centre for International Arbitration and the arbitrator's fee and expenses, and each party will pay its own attorneys' fees except as otherwise provided by law. If court proceedings to stay litigation or compel arbitration are necessary, the party who unsuccessfully opposes such proceedings shall pay all associated costs, expenses, and attorneys' fees that the other party reasonably incurs. The Executive and the Company each agree that any arbitration will be conducted only on an individual basis and that no dispute between the parties relating to this Agreement may be consolidated or joined with a dispute between any other employee and the Company or any Releasee. The Executive agrees not to seek to bring the dispute on behalf of other employees, independent contractors, or consultants of the Company or any Releasee as a class or collective action and that no arbitrator will have authority hereunder to hear or decide any class, collective, or representative action. The parties agree to take all steps necessary to protect the confidentiality of the Arbitration Materials in connection with any such proceeding, agree to file all Confidential Information (and documents containing Confidential Information) under seal, and agree to the entry of an appropriate protective order encompassing the confidentiality terms of this Agreement.

(i) Assignment. The Executive may not assign his or her rights or interests under this Agreement. This Agreement may not be assigned by the Company other than to an entity (i) which, directly or indirectly, controls, is controlled by or is under common control with the Company, or which is a successor in interest to substantially all of the business operations of the Company, and (ii) which assumes in writing or by operation of law, at the time of the assignment, the Company's obligation to perform this Agreement.

(j) Clawback. This Agreement and any incentive compensation payable to the Executive shall be subject to any applicable clawback or recoupment policies and other policies that may be implemented by the Board from time to time with respect to officers of the Company.

(k) Severability of Invalid or Unenforceable Provisions. The invalidity or unenforceability of any provision or provisions of this Agreement shall not affect the validity or enforceability of any other provision of this Agreement, which shall remain in full force and effect.

(l) Entire Agreement. This Agreement sets forth the entire agreement of the Parties in respect of the subject matter contained herein and supersedes all prior agreements, promises, covenants, arrangements, communications, representations or warranties, whether oral or written, in respect of the subject matter contained herein.

(m) Withholding Taxes. The Company shall be entitled to withhold from any payment due to the Executive hereunder any amounts required to be withheld by applicable tax laws or regulations.

(n) Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, the Parties have executed this Employment Agreement as of the Effective Date.

GENPACT INDIA PRIVATE LIMITED

By: /s/ MH Qureshi

Name: MH Qureshi

Title: Director

Date: 24/11/2021

EXECUTIVE

By: /s/ Piyush Mehta

Date: October 26, 2021

EXHIBIT A

GENERAL RELEASE AND COVENANT NOT TO SUE

TO ALL WHOM THESE PRESENTS SHALL COME OR MAY CONCERN, KNOW that:

_______________ ("Executive"), on Executive's own behalf and on behalf of Executive's descendants, dependents, heirs, executors and administrators and permitted assigns, past and present, in consideration for the amounts payable and benefits to be provided to Executive under that Employment Agreement dated as of _______________ (the "Employment Agreement") by and between Executive and Genpact India Private Limited (the "Company") does hereby waive, release and discharge the Company and any of its assigns, affiliates, subsidiaries, parents, predecessors and successors, and the past and present shareholders, employees, officers, directors, representatives and agents of any of them (collectively, the "Company Group") from any and all claims, demands, rights, judgments, defenses, actions, charges or causes of action whatsoever, of any and every kind and description, whether known or unknown, accrued or not accrued, that Executive ever had, now has or shall or may have or assert as of the date of this General Release and Covenant Not to Sue (the "Release") against the Company Group relating to Executive's employment with the Company or the termination thereof or Executive's service as an officer or director of any subsidiary or affiliate of the Company or the termination of such service, including, without limiting the generality of the foregoing:

a. all claims for any alleged unlawful denial of leave, discrimination, harassment, retaliation or reprisal, or other alleged unlawful practices arising under any federal, state, or local statute, ordinance, or regulation, including without limitation, claims under the applicable laws including any amendments and their respective implementing regulations, and any other federal, state, local, or foreign law (statutory, regulatory, common, or otherwise) that may be legally waived and released;

b. all claims arising under tort, contract, and quasi-contract law, including but not limited to alleged breach of contract (whether express, implied or oral); breach of the covenant of good faith and fair dealing; promissory estoppel; breach of personnel policies or employee handbooks; defamation; slander; infliction of emotional distress; negligence; fraud; misrepresentation; violation of public policy; claims for physical or emotional injury; assault; battery; false imprisonment; invasion of privacy; interference with contractual or business relationships; and violation of any other principle of common law;

c. all claims for compensation of any kind, including without limitation, wages, vacation pay, commissions, bonuses, expense reimbursements and severance that may be legally waived and released;

d. all claims related to any equity grants under any Company, or any affiliated entity's equity compensation plan, including but not limited to restricted share units, performance share units and stock options; and

e. all claims for monetary or equitable relief, including but not limited to back pay, front pay, reinstatement, any equitable relief, compensatory damages, damages for alleged pain and suffering, punitive damages, liquidated damages, and any claim for attorneys' fees, costs, disbursements, and interest; provided, however, that nothing in this Release shall release the Company from any of its obligations to Executive under the Employment Agreement (including, without limitation, its obligation to pay the amounts and provide the benefits upon which this Release is conditioned) or any rights Executive may have to indemnification under any charter or by-laws (or similar documents) of any member of the Company Group or any insurance coverage under any directors and officers insurance or similar policies or any benefits vested and accrued as of the date hereof which the Executive has under any benefit plan.

The parties hereto agree that this Release may be pleaded as a full defense to any action, suit or other proceeding covered by the terms hereof that is or may be initiated, prosecuted or maintained by any such party or his, her or its heirs or assigns. Executive understands and confirms that Executive is executing this Release voluntarily and knowingly. In addition, Executive shall not be precluded by this Release from filing a charge with any relevant federal, state or local administrative agency, but Executive agrees to waive Executive's rights with respect to any monetary or other financial relief arising from any such administrative proceeding. Nothing in this Release, however, shall operate as a waiver of claims that may arise after the Executive signs the Release.

In furtherance of, and solely to the extent provided by, the agreements set forth above, the parties hereby expressly waive and relinquish any and all rights under any applicable statute, doctrine or principle of law restricting the right of any person to release claims that such person does not know or suspect to exist at the time of executing a release, which claims, if known, may have materially affected such person's decision to give such a release. In connection with such waiver and relinquishment, the parties acknowledge that they are aware that they may hereafter discover claims presently unknown or unsuspected, or facts in addition to or different from those that they now know or believe to be true, with respect to the matters released herein. Nevertheless, it is the intention of the parties to fully, finally and forever release all such matters, and all claims relating thereto, that now exist, may exist or theretofore have existed, as specifically provided herein. The parties hereto acknowledge and agree that this waiver shall be an essential and material term of the releases contained above. Nothing in this paragraph is intended to expand the scope of the releases as specified herein.

This Release shall be governed by and construed in accordance with the laws of India.

The Company advised Executive to speak to an attorney before he or she signs the Release. Executive agrees that the Company has so expressly advised Executive to seek such legal advice that Executive has in fact either sought the advice of an attorney or has had adequate time to do so prior to signing the Release, and that the Executive has read the Release in its entirety and understands all of its terms. The Executive further agrees that the decision to sign the Release is Executive's alone, and that the Executive is signed the Release in exchange for good and valuable consideration in addition to anything of value to which the Executive is otherwise entitled.

Executive hereby agrees not to defame or disparage any member of the Company Group or any executive, manager, director, or officer of any member of the Company Group in any medium to any person without limitation in time. The Company hereby agrees that its board of directors, the members of the Company Group and the executives, managers and officers of the members of the Company Group shall not defame or disparage Executive in any medium to any person without limitation in time. Notwithstanding this provision, either party may confer in confidence with his, her or its legal representatives and make truthful statements as required by law.

THE EXECUTIVE REPRESENTS THAT THE EXECUTIVE WAS GIVEN THE OPPORTUNITY TO CONSULT LEGAL COUNSEL FOR PURPOSES OF NEGOTIATING THE TERMS OF THIS AGREEMENT.

The parties acknowledge and agree that they have entered into this Release knowingly and willingly and have had ample opportunity to consider the terms and provisions of this Release.

IN WITNESS WHEREOF, the parties hereto have caused this General Release and Covenant Not to Sue to be executed on this [__________] day of [________], [____].

GENPACT INDIA PRIVATE LIMITED

By: _______________

Name:

Title:

EXECUTIVE

By: _______________________

Exhibit 21.1

Subsidiaries of the Registrant:

Name:	**Jurisdiction of Incorporation:**
Genpact Argentina S.R.L.	Argentina
Genpact Australia Pty Ltd.	Australia
Headstrong (Australia) Pty Ltd.	Australia
Genpact Global (Bermuda) Limited	Bermuda
Genpact Global Holdings (Bermuda) Limited	Bermuda
Genpact Brasil Gestão de Processos Operacionais Ltda.	Brazil
Genpact Bulgaria EOOD	Republic of Bulgaria
Genpact Canada Services Company	Canada
Headstrong Canada Company	Canada
Genpact (Dalian) Co. Ltd.	China
Genpact (Foshan) Information & Technology Service Co., Ltd.	China
Genpact (Suzhou) Information & Technology Service Co., Ltd.	China
Genpact Colombia S.A.S.	Colombia
Genpact International Services Costa Rica, S.R.L.	Costa Rica
Genpact Czech s.r.o.	Czech Republic
Genpact Egypt LLC	Egypt
Genpact Administraciones-Guatemala, S.A.	Guatemala
Lean Digital Services Guatemala, S.A.	Guatemala
Servicios Internacionales De Atencion Al Cliente, Limitada	Guatemala
Genpact Deutschland GmbH	Germany
Headstrong GmbH	Germany
Headstrong (Hong Kong) Ltd.	Hong Kong
Genpact Services Hungary Kft	Hungary
Enquero Global LLP	India
Genpact Enterprise Risk Consulting LLP	India
Genpact India Private Limited	India
Genpact India Services Private Limited	India
Genpact Mobility Services (I) Pvt. Ltd.	India
Headstrong Services India Pvt. Ltd.	India
RAGE Frameworks India Pvt. Ltd.	India
Rightpoint India Digital Private Limited	India
Genpact Ireland Private Limited	Ireland
PNMSoft Ltd.	Israel
Genpact Consulting K.K.	Japan
Genpact Japan Business Services K.K.	Japan
Genpact Japan K.K.	Japan
Genpact Kenya Limited	Kenya
Genpact Latvia SIA	Latvia
Genpact Luxembourg S.à r.l.	Luxembourg

Genpact Luxembourg S.à r.l. II	Luxembourg
Genpact Investment Luxembourg S.à r.l.	Luxembourg
Genpact Malaysia Sdn Bhd	Malaysia
Genpact China Investments	Mauritius
Genpact India Holdings	Mauritius
Genpact Mauritius	Mauritius
EDM S. de R.L. de C.V.	Mexico
Genpact Morocco S.à r.l.	Morocco
Genpact Morocco Training S.à r.l.	Morocco
Enquero B.V.	Netherlands
Genpact NL B.V.	Netherlands
Genpact New Zealand Limited	New Zealand
Genpact Norway A.S.	Norway
Headstrong Philippines, Inc.	Philippines
Genpact PL sp. z.o.o.	Poland
Genpact Poland sp. z.o.o.	Poland
Genpact Services Poland sp. z.o.o.	Poland
Genpact Portugal, SOC Unipessoal LDA	Portugal
Genpact Romania SRL	Romania
Genpact Singapore Pte. Ltd.	Singapore
Genpact Consulting (Singapore) Pte. Ltd.	Singapore
Genpact Slovakia s.r.o.	Slovakia
Genpact South Africa (Proprietary) Limited	South Africa
Genpact Strategy Consultants S.L.	Spain
Genpact Consulting Services (Thailand) Co. Ltd.	Thailand
Genpact Turkey İş ve Finansal Danışmanlık Hizmetleri Limited Şirketi	Turkey
Genpact (UK) Limited	United Kingdom
Genpact Regulatory Affairs UK Limited	United Kingdom
Genpact WM UK Limited	United Kingdom
Headstrong (UK) Limited	United Kingdom
Headstrong Worldwide Limited	United Kingdom
Pharmalink Consulting Limited	United Kingdom
Pharmalink Consulting Operations Ltd	United Kingdom
PNMSoft UK Limited	United Kingdom
Strategic Sourcing Excellence Limited	United Kingdom
Akritiv Technologies, Inc.	United States
BrightClaim Blocker, Inc.	United States
BrightClaim, LLC	United States
BrightServe, LLC	United States
Endeavour Software Technologies Inc.	United States
Enquero Inc	United States
Genpact (Mexico) I LLC	United States
Genpact (Mexico) II LLC	United States

Genpact Collections LLC	United States
Genpact CL, Inc.	United States
Genpact FAR LLC	United States
Genpact Insurance Administration Services Inc.	United States
Genpact LH LLC	United States
Genpact LLC	United States
Genpact Management Consultants, LLC	United States
Genpact NH, Inc.	United States
Genpact Onsite Services, Inc.	United States
Genpact Registered Agent, Inc.	United States
Genpact SCM, LLC	United States
Genpact Services LLC	United States
Genpact Solutions, Inc.	United States
Genpact USA, Inc.	United States
Genpact US Services, LLC	United States
Genpact WB LLC	United States
GP Insurance Company, Inc.	United States
Headstrong Business Services, Inc.	United States
Headstrong Corporation	United States
Headstrong Services LLC	United States
Hoodoo Digital, LLC	United States
Jawood Business Process Solutions, LLC	United States
LeaseDimensions, Inc.	United States
National Vendor, LLC	United States
Oasis Technology Partners, LLC	United States
Pharmalink Consulting Inc.	United States
PNMSoft USA Inc.	United States
RAGE Frameworks, Inc.	United States
Rightpoint Consulting, LLC	United States
riskCanvas Holdings LLC	United States
SomethingDigital.Com LLC	United States
SPC RP Investor, LLC	United States
TandemSeven, Inc.	United States
Techspan Holdings, Inc.	United States
TS Mergerco, Inc.	United States
Genpact Consulting (Vietnam) Company Limited	Vietnam

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the registration statements (No.333-265204) on Form S-3 and (No. 333-265116) on Form S-8 of our reports dated February 29, 2024, with respect to the consolidated financial statements of Genpact Limited and subsidiaries, and the effectiveness of internal control over financial reporting.

/s/KPMG Assurance and Consulting Services LLP
Mumbai, Maharashtra, India
February 29, 2024

Exhibit 31.1

CHIEF EXECUTIVE OFFICER CERTIFICATION

I, Balkrishan Kalra, certify that:

1. I have reviewed this Annual Report on Form 10-K of Genpact Limited for the period ended December 31, 2023, as filed with the Securities and Exchange Commission on the date hereof;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 29, 2024

/s/ Balkrishan Kalra

Balkrishan Kalra

Chief Executive Officer

Exhibit 31.2

CHIEF FINANCIAL OFFICER CERTIFICATION

I, Michael Weiner, certify that:

1. I have reviewed this Annual Report on Form 10-K of Genpact Limited for the period ended December 31, 2023, as filed with the Securities and Exchange Commission on the date hereof;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 29, 2024

/s/ Michael Weiner

Michael Weiner

Chief Financial Officer

Exhibit 32.1

Certification of the Chief Executive Officer
Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Annual Report of Genpact Limited (the “Company”) on Form 10-K for the period ended December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Balkrishan Kalra, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 29, 2024

/s/ Balkrishan Kalra
Balkrishan Kalra
Chief Executive Officer
Genpact Limited

Exhibit 32.2

Certification of the Chief Financial Officer
Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Annual Report of Genpact Limited (the "Company") on Form 10-K for the period ended December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael Weiner, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 29, 2024

/s/ Michael Weiner
Michael Weiner
Chief Financial Officer
Genpact Limited

Exhibit 97.1

GENPACT LIMITED

Compensation Clawback Policy

This Compensation Clawback Policy (this “Policy”), adopted by Genpact Limited (the “Company”), relates to the Company’s right to recover compensation previously paid to specified employees in certain circumstances, including the recovery of Erroneously Awarded Compensation (as defined below) in accordance with Section 303A.14 of the New York Stock Exchange (“NYSE”) Listed Company Manual (“Section 303A.14”), which implements Rule 10D-1 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (as promulgated pursuant to Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010). This Policy is effective as of October 2, 2023 (the “Effective Date”).

1. Definitions

a. **“Accounting Restatement”** means a requirement that the Company prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the U.S. federal securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period. Changes to the Company’s financial statements that do not represent error corrections are not an Accounting Restatement, including: (A) retrospective application of a change in accounting principle; (B) retrospective revision to reportable segment information due to a change in the structure of the Company’s internal organization; (C) retrospective reclassification due to a discontinued operation; (D) retrospective application of a change in reporting entity, such as from a reorganization of entities under common control; and (E) retrospective revision for stock splits, reverse stock splits, stock dividends or other changes in capital structure.

b. **“Committee”** means the Compensation Committee of the Company’s Board of Directors (the “Board”).

c. **“Covered Person”** means a person who served as an Executive Officer at any time during the performance period for the applicable Incentive-Based Compensation.

d. **“Erroneously Awarded Compensation”** means the amount of Incentive-Based Compensation that was Received that exceeds the amount of Incentive-Based Compensation that otherwise would have been Received had the amount of Incentive-Based Compensation been determined based on the restated amounts, computed without regard to any taxes paid by the Covered Person or by the Company on the Covered Person’s behalf. For Incentive-Based Compensation based on stock price or total shareholder return, where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in an Accounting Restatement, the amount of Erroneously Awarded Compensation will be based on a reasonable estimate by the Committee of the effect of the Accounting Restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was Received.

e. **“Executive Officer”** means the Company’s officers as defined in Rule 16a-1(f) under the Exchange Act.

f. **“Financial Reporting Measures”** means (A) measures that are determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements, and any measures that are derived wholly or in part from such measures (whether or not such measures are presented within the Company's financial statements or included in a filing made with the U.S. Securities and Exchange Commission), (B) stock price and (C) total shareholder return.

g. **"Incentive-Based Compensation"** means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure.

h. Incentive-Based Compensation is deemed to be **"Received"** in the Company's fiscal period during which the Financial Reporting Measure specified in the applicable Incentive-Based Compensation award is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period or is subject to additional time-based vesting requirements. Compensation subject to this Policy that is not Incentive-Based Compensation is deemed to be "**Received**" in the earliest fiscal period in which such compensation was awarded, granted or paid or to which such compensation relates, even if the award, grant or payment of such non-Incentive-Based Compensation occurs after the end of the fiscal period to which it relates or is subject to additional time-based vesting requirements.

i. **"Recovery Period"** means the three completed fiscal years immediately preceding the earlier of: (A) the date the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement; or (B) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement. In addition, if there is a change in the Company's fiscal year end, the Recovery Period will also include any transition period to the extent required by Section 303A.14.

2. Clawback Provisions

a. Recovery of Erroneously Awarded Compensation Upon an Accounting Restatement. Subject to the terms of this Policy and the requirements of Section 303A.14, if, on or after the Effective Date, the Company is required to prepare an Accounting Restatement, the Company will attempt to recover, reasonably promptly from each Covered Person, any Erroneously Awarded Compensation that was Received by such Covered Person during the Recovery Period pursuant to Incentive-Based Compensation that is subject to this Policy.

b. Potential Recovery of Additional Amounts Upon an Accounting Restatement. In addition to (and without limiting) the provisions of Section 2(a) of this Policy, in the event that the Committee, in its discretion, determines that a Covered Person's acts or omissions that contributed to the circumstances requiring an Accounting Restatement that is subject to Section 2(a) of this Policy involved either: (i) intentional misconduct or an intentional violation of any of the Company's rules or any applicable legal or regulatory requirements in the course of the Covered Person's employment by the Company or (ii) fraud in the course of the Covered Person's employment by the Company, then in each such case, the Company may attempt to recover from such Covered Person up to 100% (as determined by the Committee in its discretion based on such considerations as the Committee deems appropriate) of the Covered Person's compensation other than base salary that was Received by such Covered Person since the beginning of the Recovery Period.

3. Interpretation and Administration

a. Role of the Committee. Section 2(a) of this Policy will be interpreted by the Committee in a manner that is consistent with Section 303A.14 and any other applicable law, and this Policy will otherwise be interpreted in the business judgment of the Committee. All decisions and interpretations of the Committee will be final and binding; provided that, with respect to Section 2(a), such decisions must be consistent with Section 303A.14.

b. Compensation Not Subject to this Policy. This Policy does not apply to compensation that was Received before the Effective Date or before a Covered Person began service as an Executive Officer.

c. Determination of Means of Recovery. Subject to the requirement that recovery under Section 2(a) be made reasonably promptly, the Committee will determine the appropriate means of any recovery under this Policy, which may vary between Covered Persons or based on the nature of the applicable compensation, and which may involve, without limitation, establishing a deferred repayment plan or setting off against current or future compensation otherwise payable to the Covered Person. Recovery of Erroneously Awarded Compensation under Section 2(a) of this Policy will be made without regard to income taxes paid by the Covered Person or by the Company on the Covered Person's behalf in connection with such Erroneously Awarded Compensation.

d. Determination That Recovery is Impracticable. The Company is not required to recover Erroneously Awarded Compensation under Section 2(a) of this Policy if a determination is made by the Committee that either (A) after the Company has made and documented a reasonable attempt to recover such Erroneously Awarded Compensation, the direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered; (B) recovery would violate a home country law adopted prior to November 28, 2022, which determination may only be made by the Committee after obtaining an opinion of home country counsel to that effect (and providing such opinion to the NYSE); or (C) recovery of such Erroneously Awarded Compensation would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of Section 401(a)(13) or 411(a) of the Internal Revenue Code and regulations thereunder.

e. No Indemnification or Company-Paid Insurance. The Company will not indemnify any Covered Person against the loss of Erroneously Awarded Compensation or any other amounts that may be recovered by the Company in accordance with this Policy and will not pay or reimburse any Covered Person for the purchase of a third-party insurance policy to fund potential recovery obligations.

f. Interaction with Other Clawback Provisions. The Company will be deemed to have recovered Erroneously Awarded Compensation in accordance with Section 2(a) of this Policy to the extent the Company actually receives such amounts pursuant to any other Company policy, program or agreement, pursuant to Section 304 of the Sarbanes-Oxley Act or otherwise.

g. No Limitation on Other Remedies. Nothing in this Policy will be deemed to limit the Company's right to terminate the employment of any Covered Person, to seek recovery of other compensation paid to a Covered Person, or to pursue other rights or remedies available to the Company under applicable law.

Adopted by the Board on October 26, 2023.