#### SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

#### **SCHEDULE TO**

#### (Amendment No. 1)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

## **GENPACT LIMITED**

(Name of Subject Company (Issuer) and Filing Person (as Offeror))

Common Shares, Par Value \$0.01 Per Share (Title of Class of Securities)

G3922B 107

(CUSIP Number of Class of Securities)

Victor Guaglianone Genpact LLC 105 Madison Avenue, 2<sup>nd</sup> Floor New York, NY 10016 (646) 624-5900

(Name, Address and Telephone Numbers of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copy to: Knute J. Salhus Wilmer Cutler Pickering Hale and Dorr LLP 7 World Trade Center, 250 Greenwich Street New York, NY 10007 USA (212) 230-8800

#### CALCULATION OF FILING FEE

TRANSACTION VALUATION(1)	AMOUNT OF FILING FEE(2)		
\$300,000,000	\$38,640		

(1) Calculated solely for purposes of determining the amount of the filing fee. This amount is based upon the offer to purchase up to \$300,000,000 in value of shares of common stock of Genpact Limited at a price not greater than \$18.00 and not less than \$16.50 per share in cash.

- Previously paid. The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities and Exchange Act of 1934, as amended, and equals \$128.80 per \$1,000,000 of the value of the transaction.
- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: 38,640 Form or Registration No.: Schedule TO-I Filing Party: Genpact Limited Date Filed: March 6, 2014

□ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

- □ third-party tender offer subject to Rule 14d-1.
- $\boxtimes$  issuer tender offer subject to Rule 13e-4.
- □ going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:  $\Box$ 

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- □ Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- □ Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

#### INTRODUCTORY STATEMENT

This Amendment No. 1 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission by Genpact Limited, a Bermuda company ("Genpact" or the "Company"), on March 6, 2014 (the "Schedule TO"), in connection with the Company's offer to purchase up to \$300 million in value of its common shares, par value \$0.01 per share (the "Shares"), at a price not greater than \$18.00 nor less than \$16.50 per Share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated March 6, 2014 (the "Offer to Purchase") and in the related Letter of Transmittal (which together, as they may be amended or supplemented from time to time, constitute the "Offer"), copies of which were attached to the Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively.

The purpose of this Amendment is to amend and supplement the Schedule TO and the Offer to Purchase. Only those items amended are reported in this Amendment. Except as specifically provided herein, the information contained in the Schedule TO, the Offer to Purchase and the Letter of Transmittal remains unchanged. This Amendment should be read in conjunction with the Schedule TO, the Offer to Purchase and the Letter of Transmittal.

#### Item 12. Exhibits.

(a)(5)(iii) Investor Day Presentation dated March 6, 2014

#### SIGNATURE

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

Date: March 6, 2014

#### GENPACT LIMITED

By: <u>/s/ Heather White</u>

Heather White Senior Vice President

#### EXHIBIT INDEX

- (a)(1)(i)\* Offer to Purchase dated March 6, 2014
- (a)(1)(ii)\* Letter of Transmittal (including IRS Form W-9 and Guidelines for Certification of Taxpayer Identification Number on IRS Form W-9)
- (a)(1)(iii)\* Notice of Guaranteed Delivery
- (a)(1)(iv)\* Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(v)\* Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(5)(i)\* Press Release dated March 5, 2014
- (a)(5)(ii)\* Advertisement announcing the commencement of the Offer
- (a)(5)(iii)\*\* Investor Day Presentation dated March 6, 2014
- (b)(1) Credit Agreement dated as of August 30, 2012 by and among the Registrant, Genpact International, Inc., Headstrong Corporation, Genpact Global Holdings (Bermuda) Limited, Morgan Stanley Senior Funding, Inc., as administrative agent, swingline lender and a term lender, Morgan Stanley Bank, N.A., as issuing bank and a revolving lender, Citigroup Global Markets Inc., as syndication agent and documentation agent, the other joint lead arrangers and joint bookrunning managers identified therein and the other lenders listed on the signature pages 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 August 30, 2012).
- (b)(2) Amendment No. 1, dated as of June 14, 2013, to the Credit Agreement, dated as of August 30, 2012, by and among the Registrant, Genpact International, Inc., Headstrong Corporation, Genpact Global Holdings (Bermuda) Limited, the other subsidiaries of the Registrant party thereto, the lenders party thereto, Morgan Stanley Senior Funding, Inc., as administrative agent and swingline lender, Morgan Stanley Bank, N.A., as issuing bank, and the joint lead arrangers and joint bookrunning managers identified therein (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 14, 2013).
- (d)(1) Amended and Restated Shareholder Agreement, dated as of October 25, 2012, by and among the Company, Glory Investments A Limited, Glory Investments B Limited, Glory Investments IV Limited, Glory Investments IV-B Limited, RGIP, LLC, Twickenham Investment Private Limited and Glory Investments TA IV Limited (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on October 25, 2012).
- (d)(2) Gecis Global Holdings 2005 Stock Option Plan (incorporated by reference to Exhibit 10.10 to the Company's Registration Statement on Form S-1 (File No. 333-142875) filed with the SEC on May 11, 2007).
- (d)(3) Genpact Global Holdings 2006 Stock Option Plan (incorporated by reference to Exhibit 10.11 to the Company's Registration Statement on Form S-1 (File No. 333-142875) filed with the SEC on May 11, 2007).
- (d)(4) Genpact Global Holdings 2007 Stock Option Plan (incorporated by reference to Exhibit 10.12 to the Company's Registration Statement on Form S-1 (File No. 333-142875) filed with the SEC on May 11, 2007).
- (d)(5) Form of Stock Option Agreement (incorporated by reference to Exhibit 10.13 to the Company's Registration Statement on Form S-1 (File No. 333-142875) filed with the SEC on May 11, 2007).
- (d)(6) Reorganization Agreement dated as of July 13, 2007, by and among the Company, Genpact Global (Lux) S.à.r.l., Genpact Global Holdings SICAR S.à.r.l. and the shareholders listed on the signature pages thereto (incorporated by reference to Exhibit 10.17 to Amendment No. 2 of the Company's Registration Statement on Form S-1 (File No. 333-142875) filed with the SEC on July 16, 2007).

- (d)(7) Assignment and Assumption Agreement dated as of July 13, 2007, among the Company, Genpact Global Holdings SICAR S.à.r.l. and Genpact International, LLC (incorporated by reference to Exhibit 10.19 to Amendment No. 2 of the Company's Registration Statement on Form S-1 (File No. 333-142875) filed with the SEC on July 16, 2007).
- (d)(8) Form of Director Indemnity Agreement (incorporated by reference to Exhibit 10.21 to Amendment No. 4 of the Company's Registration Statement on Form S-1(File No. 333-142875) filed with the SEC on August 1, 2007).
- (d)(9) U.S. Employee Stock Purchase Plan and International Employee Stock Purchase Plan (incorporated by reference to Exhibit A to the Company's Proxy Statement filed on Schedule 14A with the SEC on April 3, 2008).
- (d)(10) Form of RSU Award Agreement (incorporated by reference to Exhibit 10.32 to the Company's Annual Report on Form 10-K (File No. 001-33626) filed with the SEC on February 23, 2010).
- (d)(11) Form of Performance Share Award Agreement (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on March 15, 2010)
- (d)(12) Form of Performance Share Award Agreement (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on March 21, 2011).
- (d)(13) Form of RSU Award Agreement, as amended (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on March 31, 2011).
- (d)(14) Form of Amended and Restated Genpact Limited 2007 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 1 to the Company's Definitive Proxy Statement on Schedule 14A (File No. 001-33626) filed with the SEC on April 15, 2011).
- (d)(15) Employment Agreement by and between the Company and N.V. Tyagarajan, dated June 15, 2011 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on June 17, 2011).
- (d)(16) Employment Agreement by and between Genpact LLC and Patrick Cogny, dated August 5, 2011 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on August 10, 2011).<sup>†</sup>
- (d)(17) Form of Performance Share Award Agreement (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-33626) filed with the SEC on May 10, 2012).
- (d)(18) Performance Share Award Agreement with N.V. Tyagarajan, dated March 6, 2012 (incorporated by reference to the Company's Quarterly Report on Form 10-Q (File No. 001-33626) filed with the SEC on May 10, 2012).
- (d)(19) Letter Agreement dated August 1, 2012 between the Company and South Asia Private Investments (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on August 3, 2012).
- (d)(20) Letter Agreement dated August 1, 2012 by and among the Company and the shareholders listed on the signature pages thereto (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on August 3, 2012).
- (d)(21) Shareholder Agreement dated August 1, 2012 by and among the Company and South Asia Private Investments (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on August 3, 2012).
- (d)(22) 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 Company's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on August 3, 2012).

(d)(23)	First Amendment to the Genpact Limited International Employee Stock Purchase Plan and U.S. Employee Stock Purchase Plan, effective as of August 1, 2012 (incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on August 3, 2012).
(d)(24)	Letter Agreement by and between the Company and N.V. Tyagarajan, dated August 2, 2012 (incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K (File No. 001-33626) filed with the SEC on August 3, 2012).
(d)(25)	Form of Director Indemnity Agreement (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q (File no. 01-33626) filed with the SEC on August 9, 2013).
(g)	Not Applicable.

- (h) Not Applicable.
- \* Previously filed on Schedule TO on March 6, 2014. Filed herewith.

\*\*



March 6, 2014

**GENPACT** 

#### **Forward Looking Statements**

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

#### **Non-GAAP Financial Measures**

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

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## Share Repurchase of Up to \$300 Million Through Modified Dutch Auction Tender Offer

- Price range of \$16.50 to \$18.00
- Offer open until April 2, 2014
- Available cash, cash equivalents and borrowings under our credit facility to finance the share purchase
- Transaction returns a portion of accrued earnings to shareholders and, because of reduction of outstanding shares, is accretive to earnings per share
- Bain Capital, Genpact directors and executive officers do not intend to participate in the offer



Introduction and Market Overview

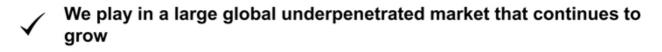
**GENPACT** 

Genpact designs, transforms and runs business-critical operations for companies to make them more competitive. For clients, our impact is measurable in greater efficiency and effectiveness, cost savings, and better management of risk, regulations and growth.

We are differentiated by our **expertise** in select industries and service lines, a high level of **satisfaction** among our Fortune Global 500 clients, and a passion for **operational rigor** and **excellence** that reflects our strong **GE heritage**.

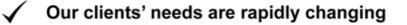
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Genpact is in a Unique Position at a Unique Point in the Market





We have a strong, highly referenceable set of relationships with global blue-chip clients



We partner with our clients in some very unique engagements

We create a virtuous cycle to drive transformation and outcomes

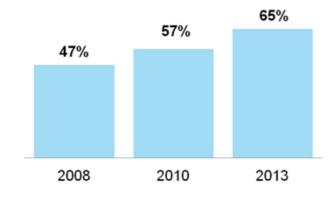
### Genpact is a Leader in the Business Process Services Industry



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#### Net Promoter Score (NPS) - Not Just a Metric, But a Way of Life



- Variable compensation linked to NPS
- · Central to strategy
- 80% growth from existing clients

Our relationship just goes from strength to strength. There has been terrific engagement, a real close working partnership.... very happy with it.

> Sr. Director and GBS Europe Leader, Global Financial Services Company

Valued partner for a long period of time. Willing to listen and implement processes supporting my operation.

MD, Risk Management, Largest US Financial Services Provider

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Introduction and Market Overview

### GENERATING IMPACT

## Strong Relationships with Global, Blue-Chip Clients

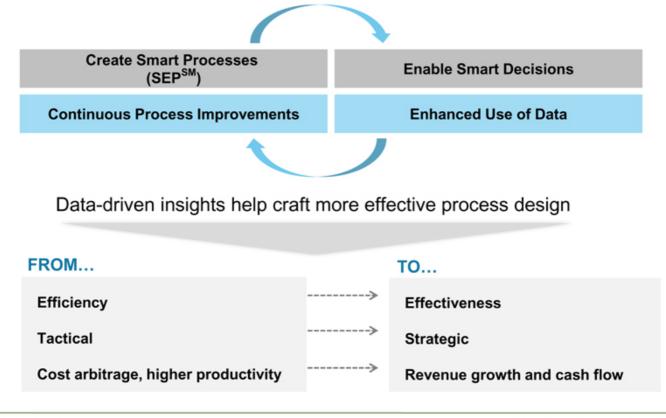
BANKING AND FINANCIAL SERVICES	INSURANCE	LIFE SCIENCES	MANUFACTURING			
<ul> <li>Leading US Retail Bank</li> <li>4 of the top 5 Australia Banks</li> <li>EXERCISE</li> <li>Mational Australia Bank</li> </ul>	<ul> <li>Leading Fortune 500 Insurers Genworth .</li> <li>Leading Global Reinsurer</li> <li>Leading Personal Insurer in US</li> <li>IRONSHORE*</li> </ul>	<ul> <li>8 of 10 Largest Pharmaceutical Cos</li> <li>AstraZeneca</li> <li>MERCK</li> </ul>	<ul> <li>2 Leading Global Conglomerates</li> <li>Top Global Automaker</li> <li>NISSAN</li> <li>Johnson Controls</li> </ul>			
CAPITAL MARKETS	HI-TECH	HEALTHCARE	CPG/RETAIL			
<ul> <li>9 of the top 10 investment banks</li> <li>3 of the top 5 asset managers</li> </ul>	<ul> <li>Leading Data Management Co.</li> <li>Symantec.</li> </ul>	<ul> <li>2 Leading Healthcare Information Cos.</li> <li>Cigna.</li> </ul>	<ul> <li>4 of the world's largest breweries</li> <li>HEINEKEN</li> <li>Largest US drug retailing chain</li> <li>Walgreens</li> </ul>			
700+ Clients - Leading Brands Across Industry Verticals						

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#### Combining Process Capability, Analytics and Technology Enables Genpact To Drive Transformation and Outcomes

Deep industry and process expertise informs analytics and IT interventions



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Partnering with Our Clients to Drive Impact

For a large pharma company we consolidated 60 global sites into a single Shared Service Center, for the CFO office

For a **global CPG company**, we deliver a cloud-based order-to-cash solution driving DSOs down by 47 days releasing **\$475 MM of cash** 

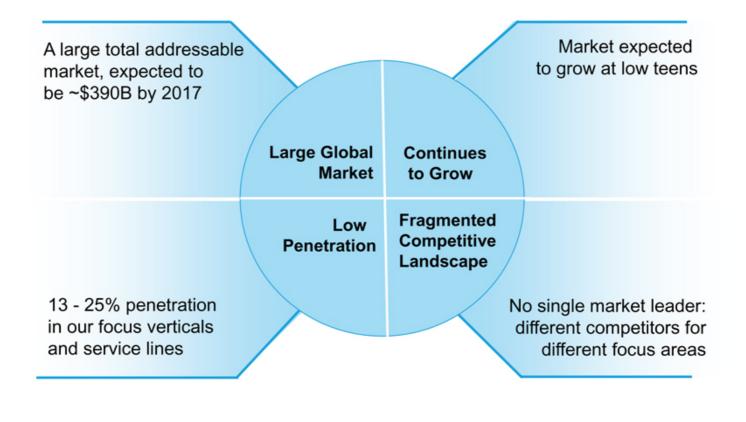
For a large US bank, we provide customer insights for product development, creating new risk and marketing models

#### The Results: \$22B of Impact for our Clients

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#### GENERATING IMPACT

#### Large Global Market - Substantially Underpenetrated and Growing

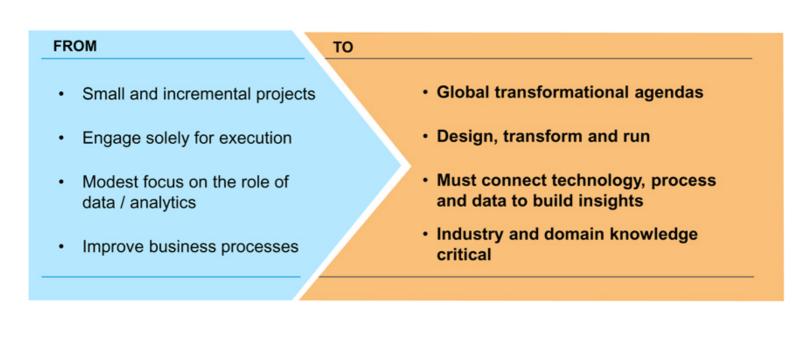


Source: McKinsey Research

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Introduction and Market Overview

## Insights from 100+ Client Conversations Reveal Changing Demands



## Strategically Investing to Capture High-Value Opportunities to Maintain and Grow Market Leadership



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### **Execution Roadmap**

	2014		Outlook for 2015 and beyond
	Invest in client-facing teams	•	Top three in our chosen areas
•	Substantially increase Lead Solution Architects and Subject Matter Experts	•	Industry leading solutions that combine domain, technology and analytics
•	Build differentiated solutions in areas of opportunity	•	Increase sales productivity
•	Further embed technology and		Drive higher bookings

- analytics into service lines
- Strengthen pipeline of large deals
- Drive higher bookings
- Accelerate conversion on large deals

#### Continue to acquire capabilities and form partnerships

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Metrics To Measure And Track Success Over Time

- Progress on specific investments versus plan
- · Winning more large deals
- Continuously improving salesforce productivity
- Total bookings

# Holistic approach to total shareholder return combining operating income growth and other capital allocation strategies



**GENPACT** 

## Winning Growth Strategy has Transformed the Company...

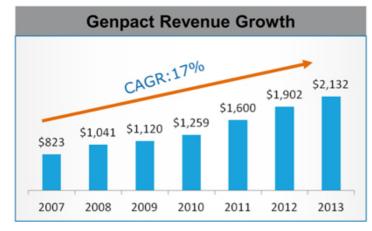
ì	At IPO		Today		
	<ul> <li>GC ~ 42% of Revenue</li> <li>32,000+ Employees</li> <li>30 Delivery Centers in 9 Countries</li> </ul>	Focus on Operational Excellence and our Clients has led to	<ul> <li>GC ~ 77% of Revenue</li> <li>63,000+ Employees</li> <li>70+ Delivery Centers in 18 Countries</li> </ul>		
	<ul> <li>\$230MM+ Revenue per Quarter</li> <li>\$84MM FCF per annum</li> </ul>	<ul> <li>Consistent Growth</li> <li>High Recurring Revenue</li> <li>Healthy Cash</li> <li>Generation</li> </ul>	<ul> <li>\$500MM+ Revenue per Quarter</li> <li>\$250MM+ FCF per annum</li> </ul>		

#### ...and we maintain our attractive financial attributes

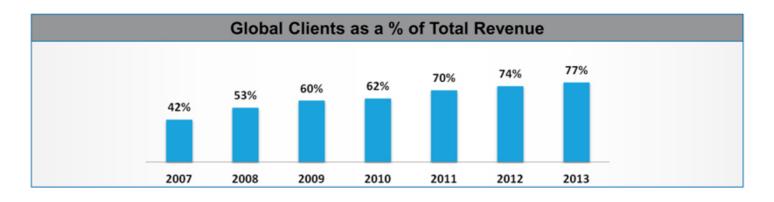
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#### GENERATING IMPACT

## Consistently Strong Revenue Growth, Driven by Global Clients

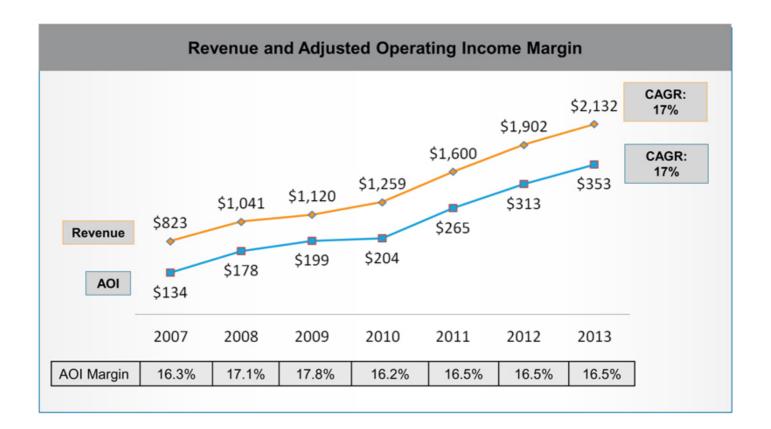






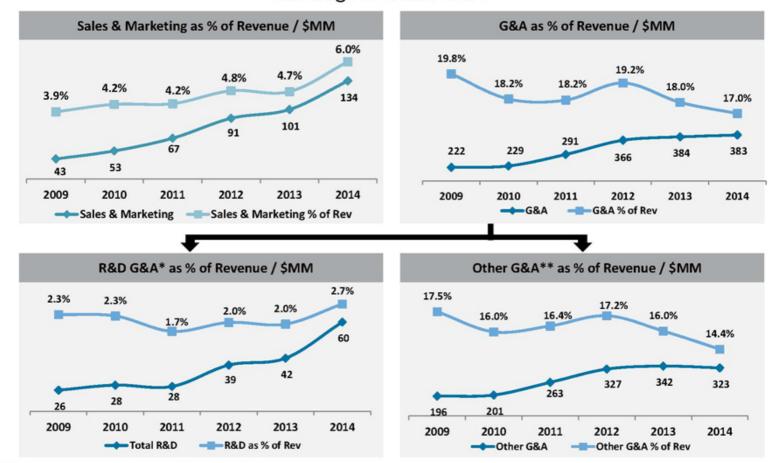
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### Adjusted Operating Income Growth in Line with Revenue



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### Deliberate Investments in Sales & R&D to Drive Growth, Partly Funded by Leverage in Other G&A

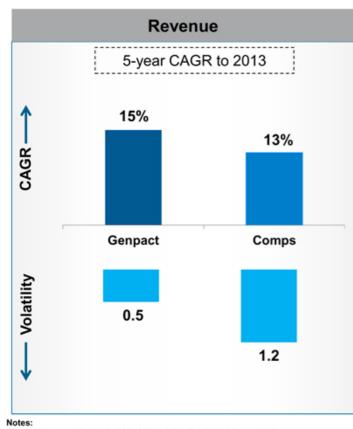


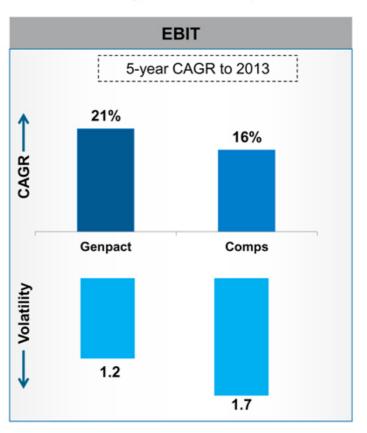
\* R&D (Research and Development) includes LSS, NPI, SEP & Practice & Transitions;

\*\* Other G&A includes all other enabling functions like Finance, HR, Hiring, Training etc.

#### GENERATING IMPACT

### Higher Historic Long Term Growth with Lower Volatility Than Comps





Comps include : INFY, WIT, TCS, CTSH, ACN, SYNT, EXLS and WNS 5 Years CAGR

EBIT = Net Income +Taxes+ Interest Expense, Comp EBIT CAGR excludes EXLS as they had unusual Fx impact and a discontinued operation in 2008

Volatility- Quarterly data (Standard deviation/Mean) Source for S&P 500 growth- Factset

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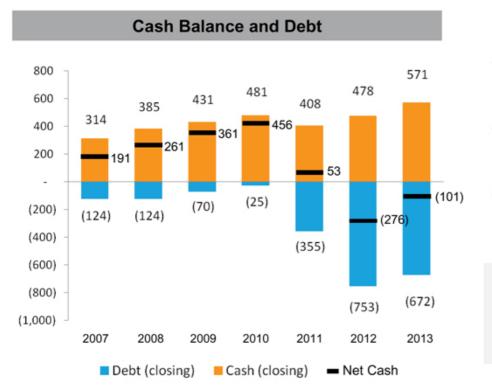
## Free Cash Flow has Consistently Grown Faster than Revenue



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#### GENERATING IMPACT

### Strong Cash Generation and Liquidity Position



- Modest leverage of 0.25x (Net debt / EBITDA)
- CFOA grew from \$150MM in FY'07 to \$312MM in FY'13
- Free cash flow conversion a 5-year average of 57% of EBITDA
- Combination of strong cash flow and leverage headroom allows flexibility for M&A and TSR

Notes: EBITDA = Net Income + Taxes + Interest Expense + Dep & Intangible Amort.

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## Key Financial Levers

Pricing	Competitive but stable
Investments	Investments in client-facing teams and R&D
Other G&A	Driving continued leverage from support functions
Wage Inflation	Stable and will continue to be offset by G&A leverage
Taxes         Positively affected by continued growth in low tax jurisdictio and reduced volatility	
Balance Sheet / Cash	Strong balance sheet with flexibility to grow and acquire

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#### Fiscal Year 2014 Outlook

Revenues: 2.22 - 2.26 (\$B)

- Global Clients growth of approx. 7-9%; GE revenue down approx. 5%

Adjusted Operating Income Margin: 15.0% - 15.5%

- · Strategic investments for long-term revenue growth
  - Investment of \$45 million, or 2% of projected revenue, in 2014
  - Split 2/3 on client-facing teams and the remainder in R&D to build key capabilities
- Subdued growth in non-focus areas
- Continuing 2013 revenue headwinds

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Recap and Closing

**GENPACT** 

## Strategically Investing to Capture High-Value Opportunities to Maintain and Grow Market Leadership



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#### **Execution Roadmap**

#### Outlook for 2015 and beyond 2014 Invest in client-facing teams Top three in our chosen areas Substantially increase Lead Industry leading solutions that combine • Solution Architects and domain, technology and analytics Subject Matter Experts Build differentiated solutions in Increase sales productivity • areas of opportunity Further embed technology and analytics into service lines

- Strengthen pipeline of large deals
- Drive higher bookings •
- Accelerate conversion on large deals ٠

#### Continue to acquire capabilities and form partnerships

Metrics To Measure And Track Success Over Time

- Progress on specific investments versus plan
- · Winning more large deals
- Continuously improving salesforce productivity
- Total bookings

## Holistic approach to total shareholder return combining operating income growth and other capital allocation strategies

Financial Outlook for 2015 and Beyond

- Global Client growth returns to mid-teens
- GE roughly flat
- Margins normalized

Genpact is in a Unique Position at a Unique Point in the Market



We play in a large global underpenetrated market that continues to grow



We have a strong, highly referenceable set of relationships with global blue-chip clients

Our clients' needs are rapidly changing

We partner with our clients in some very unique engagements

We create a virtuous cycle to drive transformation and outcomes

## Appendix 1: Reconciliation of Adjusted Income from Operations

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

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## **Thank You**

**GENPACT**