Genpact Reports Results for 2013 Full Year and Fourth Quarter

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

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

(Logo: http://photos.prnewswire.com/prnh/20120501/NY98560LOGO)

Key Financial Results – Full Year 2013

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

Key Financial Results – Fourth Quarter 2013

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

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

Revenues from Global Clients grew 16.4% for the full year 2013 and 13.3% in the fourth quarter. Business process management revenues from Global Clients grew 15.1% for the full year and 11.8% in the fourth quarter.

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

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

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

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

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

2014 Outlook

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

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

Conference Call to Discuss Financial Results

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

A live webcast of the call including slides with our comments will also be made available on the Genpact Investor Relations website at http://investors.genpact.com. For those who cannot participate in the call, a replay and

podcast will be available on Genpact's website, <u>www.genpact.com</u>, after the end of the call. A transcript of the call as well as the presentation slides will also be made available on the website.

About Genpact

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

Safe Harbor

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

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GENPACT LIMITED AND ITS SUBSIDIARIES

Consolidated Balance Sheets (Unaudited)

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

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

GENPACT LIMITED AND ITS SUBSIDIARIES

Consolidated Balance Sheets (Unaudited)

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

As of December 31, 2012

As of December 31, 2013

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

Consolidated Statements of Income (Unaudited)

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

	Year Ended December 31,						
		2011		2012		2013	
Net revenues							
Net revenues from services – others	\$	1,115,972	\$	1,901,421	\$	2,131,059	
Net revenues from services - related party		484,464		550		938	
Total net revenues		1,600,436		1,901,971		2,131,997	
Cost of revenue		1,000,100		1,001,071			
Services							
		1,004,899		1,157,766		1,319,571	
Total cost of revenue		1,004,899		1,157,766		1,319,571	
Gross profit	\$	595,537	\$	744,205	\$	812,426	
Operating expenses:							
Selling, general and administrative expenses		357,959		456,611		484,810	
Amortization of acquired intangible assets		19,974		23,233		23,645	
Other operating (income) expense, net		1,360		16		(5,556)	
Income from operations	\$	216,244	\$	264,345	\$	309,527	
Foreign exchange (gains) losses, net		(35,099)		(13,146)		(20,763)	
Other income (expense), net		10,716		(14,499)		(24,308)	
Income before Equity-method investment activity, net and							
income tax expense	\$	262,059	\$	262,992	\$	305,982	
Equity-method investment activity, net		327		(17)		(169)	
Income before income tax expense	\$	261,732	\$	263,009	\$	306,151	
Income tax expense		70,656		78,419		71,100	
Net Income	\$	191,076	\$	184,590	\$	235,051	
Net income attributable to noncontrolling interest		6,782		6,374		5,334	
Net income attributable to Genpact Limited shareholders	\$	184,294	\$	178,216	\$	229,717	
Net income available to Genpact Limited common shareholders	\$	184,294	\$	178,216	\$	229,717	
Earnings per common share attributable to Genpact Limited common							
shareholders							
Basic	Φ	0.00	Φ.	0.00	Φ.	4.00	
D'I de d	\$	0.83	\$	0.80	\$	1.00	
Diluted	\$	0.81	\$	0.78	\$	0.97	

Weighted average number of common shares used in computing earnings per common share attributable to Genpact Limited common shareholders

Basic	221,567,502	223,696,567	229,348,411
Diluted	226,354,403	229,532,516	235,754,267

GENPACT LIMITED AND ITS SUBSIDIARIES

Consolidated Statements of Cash Flows (Unaudited) (In thousands)

	Year Ended December 31,						
		2011		2012		2013	
Operating activities							
Net income attributable to Genpact Limited shareholders	\$	184,294	\$	178,216	\$	229,717	
Net income attributable to noncontrolling interest		6,782		6,374		5,334	
Net income	\$	191,076	\$	184,590	\$	235,051	
Adjustments to reconcile net income to net cash provided by (used for) operating activities:							
Depreciation and amortization		58,357		56,089		52,815	
Amortization of debt issue costs (including loss on		,		,		5_,5 : 5	
extinguishment of debt)		1,952		8,079		6,035	
Amortization of acquired intangible assets		20,132		23,305		23,645	
Reserve for doubtful receivables		6,298		3,878		11,420	
Reserve for mortgage loans		52		108			
Unrealized (gain) loss on revaluation of foreign currency		32		100			
asset/liability		(18,276)		(13,700)		(6,251)	
Equity-method investment activity, net		327		(17)		(169)	
Stock-based compensation expense		27,767		32,152		31,129	
Deferred income taxes		(7,981)		(10,028)			
Others, net		, ,				(1,116)	
Change in operating assets and liabilities:		5,322		6,471		5,939	
Increase in accounts receivable		(46,314)		(36,171)		(60,817)	
Increase in other assets		(10,461)		(20,525)		9,377	
Increase (Decrease) in accounts payable		, ,		,			
		6,800		(4,380)		1,785	

Increase (Decrease) in accrued expenses and other current liabilities

liabilities	27,517	38,478	21,359
Increase (Decrease) in income taxes payable	10,345	1,775	(6,555)
Increase (Decrease) in other liabilities	(6,301)	·	(12,043)
Net cash provided by operating activities	\$ 266,612	\$ 310,660	\$ 311,604
Investing activities	Ψ 200,012	_	Ψ σ,σσ.
Purchase of property, plant and equipment	(35,776)	(83,337)	(48,879)
Proceeds from sale of property, plant and equipment	916	500	3,442
Investment in affiliates	010	(205)	-
Purchase of short term investments	(120.459)	, ,	_
Proceeds from sale of short term investments	(129,458)	-	-
Short term deposits placed	206,443	(40.070)	(55.004)
Redemption of short term deposits	-	(43,978)	(55,001)
Payment for business acquisitions, net of cash acquired	-	25,638	69,249
Proceeds from divestiture of business, net of cash divested	(577,233)	(55,901)	(49,235)
		_	1,982
Net cash used for investing activities			
Net cash used for investing activities Financing activities	\$ (535,108)	\$ (157,283)	\$ (78,442)
Financing activities	\$ (535,108)	\$ (157,283)	
Financing activities Repayment of capital lease obligations	\$ (535,108) (2,821)	\$ (157,283) (2,279)	
Financing activities Repayment of capital lease obligations Proceeds from long-term debt			\$ (78,442)
Financing activities Repayment of capital lease obligations Proceeds from long-term debt Repayment of long-term debt	(2,821)	(2,279)	\$ (78,442) (1,803)
Financing activities Repayment of capital lease obligations Proceeds from long-term debt Repayment of long-term debt Proceeds from Short-term borrowings	(2,821)	(2,279) 675,000	\$ (78,442) (1,803) 121,410
Financing activities Repayment of capital lease obligations Proceeds from long-term debt Repayment of long-term debt Proceeds from Short-term borrowings Repayment of Short-term borrowings	(2,821) 120,000 (40,000)	(2,279) 675,000 (106,688)	\$ (78,442) (1,803) 121,410 (123,098)
Financing activities Repayment of capital lease obligations Proceeds from long-term debt Repayment of long-term debt Proceeds from Short-term borrowings	(2,821) 120,000 (40,000) 260,000 (8,000)	(2,279) 675,000 (106,688) 80,000 (253,004)	\$ (78,442) (1,803) 121,410 (123,098) 275,000 (355,000)
Financing activities Repayment of capital lease obligations Proceeds from long-term debt Repayment of long-term debt Proceeds from Short-term borrowings Repayment of Short-term borrowings Proceeds from issuance of common shares under stock-based compensation plans	(2,821) 120,000 (40,000) 260,000	(2,279) 675,000 (106,688) 80,000 (253,004)	\$ (78,442) (1,803) 121,410 (123,098) 275,000 (355,000) 45,859
Financing activities Repayment of capital lease obligations Proceeds from long-term debt Repayment of long-term debt Proceeds from Short-term borrowings Repayment of Short-term borrowings Proceeds from issuance of common shares under stock-based compensation plans Payment for net settlement of stock-based awards	(2,821) 120,000 (40,000) 260,000 (8,000)	(2,279) 675,000 (106,688) 80,000 (253,004)	\$ (78,442) (1,803) 121,410 (123,098) 275,000 (355,000)
Financing activities Repayment of capital lease obligations Proceeds from long-term debt Repayment of long-term debt Proceeds from Short-term borrowings Repayment of Short-term borrowings Proceeds from issuance of common shares under stock-based compensation plans Payment for net settlement of stock-based awards Payment of earn-out consideration	(2,821) 120,000 (40,000) 260,000 (8,000)	(2,279) 675,000 (106,688) 80,000 (253,004)	\$ (78,442) (1,803) 121,410 (123,098) 275,000 (355,000) 45,859
Financing activities Repayment of capital lease obligations Proceeds from long-term debt Repayment of long-term debt Proceeds from Short-term borrowings Repayment of Short-term borrowings Proceeds from issuance of common shares under stock-based compensation plans Payment for net settlement of stock-based awards Payment of earn-out consideration Cost incurred in relation to Debt amendment and refinancing	(2,821) 120,000 (40,000) 260,000 (8,000) 12,840	(2,279) 675,000 (106,688) 80,000 (253,004) 26,227 (2,103) (587) (15,266)	\$ (78,442) (1,803) 121,410 (123,098) 275,000 (355,000) 45,859 (9,315) (3,868) (8,104)
Financing activities Repayment of capital lease obligations Proceeds from long-term debt Repayment of long-term debt Proceeds from Short-term borrowings Repayment of Short-term borrowings Proceeds from issuance of common shares under stock-based compensation plans Payment for net settlement of stock-based awards Payment of earn-out consideration	(2,821) 120,000 (40,000) 260,000 (8,000)	(2,279) 675,000 (106,688) 80,000 (253,004) 26,227 (2,103) (587)	\$ (78,442) (1,803) 121,410 (123,098) 275,000 (355,000) 45,859 (9,315) (3,868)

Net cash used for financing activities		326,099	\$	(106,080)	<u> </u>	(65,342)
Effect of exchange rate changes	<u> </u>	(53,617)		3,911	<u> </u>	(55,772)
Net increase (decrease) in cash and cash equivalents		57,603		47.297		167,820
Cash and cash equivalents at the beginning of the period		404,034		408,020		459,228
Cash and cash equivalents at the end of the period		408,020	\$	459,228		571,276
Supplementary information			<u> </u>		_	<u> </u>
Cash paid during the period for interest	\$	5,026	\$	14,061	\$	30,788
Cash paid during the period for income taxes	\$	65,688	\$	91,825	\$	71,857
Property, plant and equipment acquired under capital lease	Ψ	00,000	Ψ	01,020	Ψ	7 1,007
obligation	\$	1,787	\$	2,699	\$	2,342

GENPACT LIMITED AND ITS SUBSIDIARIES

Consolidated Statements of Income (Unaudited)

Three	months	ended

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

Three months ended

	Ma	rch 31,	June 30,		September		December	
	2013		;	2013	30	, 2013	31, 2013	
				(dollars in	millio	ns)		
Statement of income data								
Total net revenues	\$	503.8	\$	534.8	\$	534.9	\$	558.5
Cost of Revenue		311.7		332.7		329.3		345.8
Gross profit		192.1		202.1		205.6		212.6

Income from operations	73.9	78.0	86.0	71.6
Income before Equity method investment activity,				
net and income tax expense	65.5	84.6	93.3	62.6
Net income attributable to Genpact Limited common				
shareholders	\$ 46.7	\$ 63.9	\$ 70.3	\$ 48.8

Reconciliation of Adjusted Non-GAAP Financial Measures to GAAP Measures

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

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

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

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

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

Company's reported results, can provide useful supplemental information to investors and management regarding financial and business trends relating to its financial condition and results of operations.

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

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

Reconciliation of Adjusted Income from Operations

(Unaudited) (In thousands)

Year Ended December 31,

Quarter Ended December 31,

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

Reconciliation of Adjusted Net Income

(Unaudited)

(In thousands, except per share data)

	Υ	Year Ended December 31,				Quarter Ended December 31,		
		2012		2013	=	2012		2013
Net income per GAAP	\$	178,216	\$	229,717	\$	53,401	\$	48,842
Add: Amortization of acquired intangible assets resulting								
from Formation Accounting		6,845		2,961		1,592		679
Add: Amortization of acquired intangible assets relating								
to acquisitions		10,739		15,360		2,791		4,006
Add: Consultancy, legal and banker fees relating to								
change of shareholding (excluding expenses related to								
the credit facility), as recorded under other income								
(expense)		17,227		-		10,620		=
Less: Recovery from selling shareholder of consultancy,								
legal and banker fees relating to change of								
shareholding (excluding expenses related to the new								
credit facility), as recorded under other income								
(expense)		(17,000)		-		(17,000)		-
Add: Consultancy, legal and banker fees relating to								
capital restructuring (excluding expenses related to the								
new credit facility), as recorded under selling, general								
and administrative expenses		3,237		-		39		-
Add: Withholding taxes relating to remittance of funds								
between subsidiaries to partly fund the payment of								
special cash dividend in respect of capital restructuring		2,300		-		-		-
Add: Stock-based compensation		32,152		31,129		9,296		9,198
Add: Acquisition related expenses		298		-		-		-
Less: Tax impact on amortization of acquired		(1,564)		(551)		(374)		(138)
intangibles resulting from Formation Accounting		(1,004)		(551)		(074)		(100)
Less: Tax impact on amortization of acquired								
intangibles relating to acquisitions		(3,650)		(5,822)		(971)		(1,947)
Less: Tax impact on consultancy and legal fees relating								
to capital restructuring (excluding expenses related to								
the new credit facility)		(194)		-		(12)		-
Less: Tax Impact on stock-based compensation		(8,032)		(6,913)		(1,028)		(1,160)
Less: Tax Impact on acquisition related expenses		(75)		=		-		=
Adjusted net income	\$	220,499	\$	265,881	\$	58,354	\$	59,480
Adjusted diluted earnings per share	\$	0.96	\$	1.13		0.25		0.25

SOURCE Genpact Limited

Additional assets available online: Additional assets available online: