

Genpact LTD
Form 424B4
August 02, 2007

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Filed pursuant to 424(b)(4)
Registration No. 333-142875

PROSPECTUS

35,294,118 Shares

COMMON SHARES

This is the initial public offering of our common shares. We are offering 17,647,059 common shares and the selling shareholders identified in this prospectus are offering an additional 17,647,059 common shares. We will not receive any of the proceeds from the common shares sold by the selling shareholders.

Our common shares have been approved for listing on the New York Stock Exchange under the symbol "G."

Investing in our common shares involves risks. See "Risk Factors" beginning on page 11.

PRICE \$14 A SHARE

	<i>Price to Public</i>	<i>Underwriting Discounts and Commissions</i>	<i>Proceeds to Genpact</i>	<i>Proceeds to Selling Shareholders</i>
<i>Per share</i>	\$14.00	\$0.77	\$13.23	\$13.23
<i>Total</i>	\$494,117,652	\$27,176,471	\$233,470,591	\$233,470,591

We have granted to the underwriters an option to purchase up to an additional 5,294,118 common shares to cover over-allotments at the initial public offering price, less underwriting discounts and commissions.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the common shares to purchasers on August 7, 2007.

MORGAN STANLEY
WACHOVIA SECURITIES
BANC OF AMERICA SECURITIES LLC

CITI

JPMORGAN
MERRILL LYNCH & CO.

CREDIT SUISSE

*DEUTSCHE BANK
SECURITIES*

UBS INVESTMENT BANK

August 1, 2007

TABLE OF CONTENTS

	<u>Page</u>
Industry and Market Data	i
Prospectus Summary	1
Summary Historical Financial and Operating Data	8
Risk Factors	11
Forward-Looking Statements	28
Dividend Policy	31
Capitalization	32
Dilution	33
Selected Financial and Operating Data	35
Management's Discussion and Analysis of Financial Condition and Results of Operations	39
Business	63
Management	87
Certain Relationships and Related Party Transactions	113
Principal and Selling Shareholders	117
Description of Share Capital	119
Common Shares Eligible for Future Sale	128
Certain Material Bermuda and United States Federal Tax Consequences	130
Underwriters	134
Legal Matters	141
Experts	141
Where You Can Find More Information	141
Index to Financial Statements	F-1

INDUSTRY AND MARKET DATA

Industry and market data used throughout this prospectus were obtained through internal company research, surveys and studies conducted by third parties and industry and general publications. The information contained in the NASSCOM-McKinsey report referred to herein, published by the National Association of Software and Service Companies, or NASSCOM, and McKinsey & Company, or McKinsey, in 2005 is based on studies and analyses of surveys of business process outsourcing service providers and clients conducted by McKinsey. The NASSCOM-McKinsey report was the primary source for third-party industry and market data and forecasts referred to herein. In addition, we have included in this prospectus information from the International Data Corporation, or IDC, market analysis reports published in 2005. Industry publications, surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of included information. We have not independently verified any of the data from third-party sources nor have we ascertained any underlying economic assumptions relied upon therein. While we are not aware of any misstatements regarding the industry data presented herein, our estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under the headings "Risk Factors" and "Forward-Looking Statements."

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You should rely only on the information contained in this prospectus. We and the selling shareholders have not authorized anyone to provide you with information that is different. We, the selling shareholders and the underwriters are not making an offer of our common shares in any jurisdiction or state where the offer is not permitted. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front cover of this prospectus.

We have not taken any action to permit a public offering of the common shares outside the United States or to permit the possession or distribution of this prospectus outside the United States. Persons outside the United States who come into possession of this prospectus must inform themselves about and observe any restrictions relating to the offering of the common shares and the distribution of this prospectus outside of the United States.

We have been designated by the Bermuda Monetary Authority as a non-resident for Bermuda exchange control purposes. This designation allows us to engage in transactions in currencies other than the Bermuda dollar and there are no restrictions on our ability to transfer funds other than funds denominated in Bermuda dollars, in and out of Bermuda or to pay dividends to United States residents who are holders of our common shares.

The Bermuda Monetary Authority has given its consent for the issue and free transferability of all of the common shares that are the subject of this offering to and between non-residents of Bermuda for exchange control purposes.

Approvals or permissions given by the Bermuda Monetary Authority do not constitute a guarantee by the Bermuda Monetary Authority as to our performance or our creditworthiness. Accordingly, in giving such consent or permissions, the Bermuda Monetary Authority shall not be liable for the financial soundness, performance or default of our business or for the correctness of any opinions or statements expressed in this prospectus. In some cases, issuances and transfers of common shares involving persons deemed resident in Bermuda for exchange control purposes require the specific consent of the Bermuda Monetary Authority.

This prospectus will be filed with the Registrar of Companies in Bermuda pursuant to Part III of the Companies Act 1981 (Bermuda) as amended. In accepting this prospectus for filing, the Registrar of Companies in Bermuda shall not be liable for the financial soundness, performance or default of our business or for the correctness of any opinions or statements expressed in this prospectus.

PROSPECTUS SUMMARY

The following is a summary of some of the information contained in this prospectus and it may not contain all the information that you should consider before investing in our common shares. You should read the entire prospectus carefully, especially the "Risk Factors" section and the financial statements and accompanying notes included in this prospectus before making an investment decision. Unless otherwise indicated, all information relating to the Company contained in this prospectus gives effect to the transactions described under " The Company 2007 Reorganization" and " The Company 2004 Reorganization" as if the same had been in effect for all periods discussed. We use the terms "Genpact," "our company," "we" and "us" to refer to our business as described under " The Company."

GENPACT LIMITED

We manage business processes for companies around the world. We combine our process expertise, information technology expertise and analytical capabilities, together with operational insight derived from our experience in diverse industries, to provide a wide range of services using our global delivery platform. Our goal is to help our clients improve the ways in which they do business by continuously improving their business processes, including through the application of Six Sigma and Lean principles and by leveraging technology. We strive to be a seamless extension of our clients' operations.

We have a unique heritage. We built our business by meeting the demands of the leaders of the General Electric Company, or GE, to increase the productivity of their businesses. We began in 1997 as the India-based captive business process services operation for General Electric Capital Corporation, or GE Capital, GE's financial services business. As the value of offshore outsourcing was demonstrated to the management of GE, it became a widespread practice at GE and our business grew in size and scope. We took on a wide range of complex and critical processes and we became a significant provider to many of GE's businesses, including Consumer Finance (now GE Money), Commercial Finance, Insurance, Healthcare, Industrial, NBC Universal and GE's corporate offices.

Our leadership team, our methods and our culture have been deeply influenced by our eight years as a captive operation of GE. Many elements of GE's success the rigorous use of metrics and analytics, the relentless focus on improvement, a strong emphasis on the client and innovative human resources practices are the foundations of our business.

We became an independent company at the beginning of 2005 and since that time we have grown rapidly, continued to expand our range of services and diversified our client base. Since January 1, 2005, we have entered into contracts with more than 35 new clients in a variety of industries, including banking and finance, insurance, manufacturing, transportation and healthcare. We have the benefit of a multi-year contract with GE that provides us with committed revenues through 2013. In addition, we have opportunities for expansion with many new clients.

As of March 31, 2007, we have more than 26,500 employees, with operations in nine countries. In 2006, we had net revenues of \$613.0 million, of which 25.8% was from clients other than GE, which we refer to as Global Clients.

Our Opportunity

Globalization of the world's economy remains the most powerful economic trend of our lifetime. It is driven by expanding technology capabilities, more efficient global telecommunications, the relaxation of local laws and regulations that previously impeded cross-border trade and the recognition by business leaders that a highly skilled global workforce can be a competitive business advantage. These dynamics are creating an entirely new set of competitive challenges for companies around the world.

Companies have been forced to focus on ways to improve productivity and manage costs more aggressively in order to maintain or enhance their competitive positions and increase shareholder value. As part of their response to these pressures, in recent years, business leaders began offshoring business processes to captive operations and outsourcing business processes to third parties, including sending such

processes offshore to workers in countries where wage levels were lower than those in North America and Europe. Initially, India became the primary destination for offshore business process outsourcing. However, as demand and the range of services have grown, other destinations have become increasingly important.

Outsourcing initially focused on realizing immediate cost savings and involved labor-intensive processes such as call center services and data entry. The frequency with which these processes were outsourced increased as companies recognized that offshore service providers could run these processes more efficiently by recruiting and training skilled labor in larger numbers and at lower cost than was available in a company's home market.

The use of information technology has also been an important catalyst for the growth of outsourcing. Before outsourcing business processes, companies more frequently outsourced IT operations. As companies realized benefits from outsourcing IT services, they became more willing to outsource other types of processes. At the same time, growth in the use of IT contributed to greater efficiencies in business processes and other productivity enhancements. As a result, knowledge of IT platforms and technology became increasingly important to effective business process management.

According to International Data Corporation, or IDC, aggregate worldwide spending on IT and business process outsourcing, or BPO, services is estimated to be \$934 billion for 2006. The NASSCOM-McKinsey report estimates the total addressable market for offshore IT and BPO services to be approximately \$300 billion, of which only about 10% has been penetrated. The NASSCOM-McKinsey report projects that spending on offshore IT and BPO services will grow from \$30 billion in 2005 to \$110 billion in 2010, representing a compound annual growth rate, or CAGR, of 30%.

This growth is a function of the increasing acceptance of outsourcing and the constantly expanding notions of what can be outsourced and the benefits that can be achieved. The services that are being outsourced today are much broader, and involve much higher valued functionality than originally outsourced, and include engineering, design, software programming, accounting, healthcare services, legal services, financial analysis, consulting activities and other services, and cut across all industries. Companies also look to achieve a wider range of objectives from outsourcing, and to generate business impact such as increased revenue, expanded margins, improved working capital management, increased customer satisfaction and enhancement of their competitive positions.

Today, the willingness to outsource a broader array of business processes, from the relatively simple to the more critical and complex, and the fact that many business processes can be enhanced through the application of IT, has created an opportunity for service providers that have broad and deep capabilities, as well as expertise in both process operation and IT platforms. Companies that are ready to embrace the outsourcing of complex business processes are seeking service providers with a broad range of capabilities with which they can establish a strategic relationship that will grow over time. Many senior, or C-level, executives today consider the following factors when looking to collaborate with a service provider:

process excellence;

global delivery;

analytical capabilities;

IT expertise;

domain expertise;

a stable workforce; and

scale.

Our Solution

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We manage a wide range of business processes that address the transactional, managerial, reporting and planning needs of our clients. We seek to build long-term client relationships with companies that wish

to improve the ways in which they do business and to which we can offer a wide range of services. With our broad and deep capabilities and our global delivery platform, our goal is to deliver comprehensive solutions and continuous process improvement to clients around the world and across multiple industries.

Our Broad Expertise

Our services include finance and accounting, collections and customer services, insurance, supply chain and procurement, analytics, enterprise application and IT infrastructure. Significant business impact can often best be achieved by redesigning and operating a combination of processes, as well as providing multiple services that combine elements of several of our service offerings. In offering our services, we draw on three core capabilities—process expertise, analytical ability and technology expertise—as well as the operational insight we have acquired from our experience managing thousands of processes in diverse industries.

Process Expertise. We have extensive experience in operating a wide range of processes. We have developed a repository of knowledge of best practices in many industries, including banking and financial services, insurance, manufacturing, transportation and healthcare. We have extensive experience in transitioning myriad processes from our clients. We apply the principles of Six Sigma and Lean to eliminate defects and variation and reduce inefficiency. We also develop and track operational metrics to measure process performance as a means of monitoring service levels and enhancing productivity.

Analytical Capabilities. Our analytical capabilities are central to our improving business processes. They enable us to work with our clients and identify weaknesses in business processes and redesign and re-engineer them to create additional business value. We also rigorously apply analytical methodologies, which we use to measure and enhance performance of our client services. We also apply these methodologies to measure and improve our own internal functions, including recruiting and retention of personnel.

Technology Expertise. Our information technology expertise includes extensive knowledge of third-party hardware, network and computing infrastructure, and enterprise resource planning and other software applications. We also use technology to better manage the transition of processes, to operate processes more efficiently and to replace or redesign processes so as to enhance productivity. Our ability to combine our business process and IT expertise along with our Six Sigma and Lean skills allows us to perform, for example, enterprise resource planning, or ERP, implementations on budget and on time, as well as to ensure our clients achieve the full potential of business intelligence platforms and webstack software platforms.

In addition, we believe that one of the factors that differentiates us from our competitors is the operational insight we have developed from our experience managing thousands of processes.

Operational Insight. Our operational insight enables us to make the best use of our core capabilities. Operational insight starts with the ability to understand the business context of a process. We place great value on understanding not only the industry in which a client operates, but also the business culture and institutional parameters within which a process is operated. Operational insight is also the judgement to determine the best way to improve a process in light of the knowledge of best practices across different industries as well as an appreciation of what solutions can be implemented in the context of the particular business environment.

Our Strategic Client Model

We seek to create long-term relationships with our clients where they view us as an integral part of their organization and not just as a service provider. To achieve this goal, we developed the Genpact Virtual CaptiveSM model for service delivery, and we may implement all or some of its features in any given client relationship, depending on the client's needs. Under this approach, we strive to be a seamless extension of our client's operations which involves providing the client with dedicated leadership,

infrastructure and employees who are trained in that client's culture. This helps us to provide more services to those clients, to integrate us further into their business and to establish us as a reliable and important strategic service provider.

Our Global Delivery Platform

Clients with global operations have global needs. We deliver services from a global network of more than 25 locations in nine countries. Our service delivery locations, which we refer to as Delivery Centers, are in India, China, Hungary, Mexico, the Philippines, the Netherlands, Romania, Spain and the United States. Our presence in locations other than India provides us with multi-lingual capabilities, access to a larger employee pool and "near-shoring" capabilities to take advantage of time zones. With this network, we can manage complex processes in multiple geographic regions.

Our People and Culture

We have an experienced and cohesive leadership team and a culture that emphasizes teamwork, constant improvement of our processes and, most importantly, dedication to the client. Many members of our leadership team developed their management skills working within GE and many of them were involved in the founding of our business. As of March 31, 2007, we have more than 26,500 employees including over 5,500 Six Sigma trained green-belts, 300 Six Sigma trained black-belts and 60 Six Sigma trained master black-belts, as well as more than 4,500 Lean trained employees.

A key determinant of our success, especially as we continue to increase the scale of our business, is our ability to attract, train and retain employees in highly competitive labor markets. We manage this challenge through innovative human resources practices. These include broadening the employee pool by opening Delivery Centers in diverse locations, using creative recruiting techniques to attract the best talent, emphasizing ongoing training, instilling a vibrant and distinctive culture and providing well-defined long term career paths. We monitor and manage our attrition rate very closely, and believe our attrition rate is one of the lowest in the industry.

Our Strategy For Growth

The specific elements of our strategy to grow our business include the following:

Expand Relationships with Existing Clients. We intend to deepen and expand relationships with our existing clients, including GE. Since our separation from GE, we have succeeded in forming more than 35 new Global Client relationships with major companies. Many of those relationships are at an early stage and we believe they offer significant opportunities for growth. As we demonstrate the value that we can provide, often with a discrete process, we are frequently able to expand the scope of our work in a variety of ways.

Develop New Client Relationships. In addition to expanding our existing client relationships, we plan to continue to develop new long-term client relationships, especially with those clients where we have an opportunity to deliver a wide range of our capabilities and have a meaningful impact on our clients' business.

Continue To Promote Process Excellence. Our ability to deliver continuous process improvement is an important part of the value that we deliver to our clients. We have built a significant repository of process expertise across a wide range of processes such as finance and accounting, supply chain, analytics and client service. Our process expertise is complemented by our ability to work across multiple technology platforms in diverse industries.

Continue To Deepen Expertise and Global Capabilities. We will continue to expand our capabilities globally as well as across industries and service offerings. While we expect this will occur primarily through organic growth, we also plan to evaluate strategic partnerships, alliances and acquisitions to expand into new services offerings as well as into new industries.

Maintain Our Culture and Enhance Our Human Capital. Our ability to grow our business will depend on our ability to continue to attract, train and retain large numbers of talented individuals. We will continue to develop innovative recruiting techniques and to emphasize learning throughout the tenure of an employee's career. We also believe that maintaining our vibrant and distinctive culture, in which we emphasize teamwork, continuous process improvement and dedication to the client, is critical to growing our business.

The Company

The 2004 Reorganization

Prior to December 30, 2004, our business was conducted through various entities and divisions of GE. On December 30, 2004, in a series of transactions we refer to as the "2004 Reorganization," GE reorganized these operations by placing them all under Genpact Global Holdings SICAR S.à.r.l., or GGH, a newly formed Luxembourg entity. GE also sold an indirect 60% interest in GGH to Genpact Investment Co. (Lux) SICAR S.à.r.l., or GICo, an entity owned in equal portions by General Atlantic LLC, or General Atlantic, and Oak Hill Capital Partners, or Oak Hill. On December 16, 2005, GE sold a portion of its equity in us to a subsidiary of Wachovia Corporation. As of December 31, 2006, GE owned approximately 29% of our equity, after giving effect to the conversion of preferred stock but excluding shares issuable pursuant to outstanding options.

Following the 2004 Reorganization, we began operating as an independent company. We separated ourselves operationally from GE and began building the capabilities necessary to be successful as an independent company. Among other things, we expanded our management infrastructure and business development capabilities so that we could secure business from clients other than GE. We substantially expanded administrative functions for which we had previously relied primarily on GE, such as finance, legal, accounting and human resources. We created separate employee benefit and retirement plans, developed our own leadership training capability and enhanced our management information systems.

The 2007 Reorganization

On March 29, 2007, we formed Genpact Limited in Bermuda to be the new holding company for our business. It was initially a wholly-owned subsidiary of GGH. On July 13, 2007, we effectuated a transaction that resulted in Genpact Limited owning 100% of the capital stock of GGH. This transaction is referred to as the "2007 Reorganization." This transaction occurred by the shareholders of GGH exchanging their preferred and common shares in GGH for common shares in Genpact Limited. As a result, the only shares of Genpact Limited outstanding at effectiveness, and upon closing of the IPO, will be common shares. In addition, as part of the 2007 Reorganization, Genpact Global (Lux) S.à.r.l., or GGL, which owned approximately 63% of the outstanding equity of GGH, became a wholly owned subsidiary of Genpact Limited pursuant to a share exchange. GGL had no operations or assets other than its ownership interest in GGH, and had no liabilities other than obligations for accumulated dividends on preferred shares that were eliminated in the 2007 Reorganization and certain tax liabilities, estimated at less than \$3.0 million, for which GE and GICo have agreed to indemnify us.

As part of the 2007 Reorganization, our existing equity based compensation plans were assigned to Genpact Limited. As a result, all outstanding options issued under our existing equity based compensation plans became options to acquire common shares of Genpact Limited.

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The chart below gives effect to the 2007 Reorganization and sets forth our beneficial ownership structure immediately following the consummation of this offering, assuming no exercise of the underwriters' overallotment option and excluding outstanding options. See also "Principal and Selling Shareholders" for a discussion of certain relationships and arrangements among certain of our shareholders.

Our registered office is located at Canon's Court, 22 Victoria Street, Hamilton HM, Bermuda.

THE OFFERING

Common shares offered by us	17,647,059 shares
Common shares offered by the selling shareholders	17,647,059 shares
Common shares to be outstanding after this offering (assuming no exercise of the underwriters over-allotment option)	206,409,349 shares
Selling shareholders	Entities owned by GE, General Atlantic and Oak Hill.
Over-allotment option	We have granted to the underwriters an option to purchase up to an additional 5,294,118 common shares to cover over-allotments at the initial public offering price less underwriting discounts and commissions.
Use of proceeds	To repay indebtedness outstanding under our credit facilities and for working capital and general corporate purposes, including potential acquisitions.
	We will not receive any proceeds from the sale of our common shares by the selling shareholders.
New York Stock Exchange symbol	G
Dividend policy	We do not anticipate paying cash dividends for the foreseeable future.
Lock-up	We, the selling shareholders, our directors and our executive officers have agreed with the underwriters, subject to certain exceptions, not to sell, transfer or dispose of any of our common shares for a period of 180 days after the date of this prospectus.
Risk factors	See "Risk Factors" for a discussion of factors you should consider before investing in our common shares.

The number of common shares to be outstanding after this offering is based on 188,762,290 common shares outstanding as of August 1, 2007, and, unless we indicate otherwise:

assumes no exercise of the underwriters' option to purchase up to 5,294,118 additional common shares to cover over-allotments. If the underwriters exercise this option in full, 211,703,467 common shares would thereafter be outstanding; and

excludes approximately 24.0 million common shares issuable upon the exercise of share options outstanding as of August 1, 2007, of which options to purchase 5,092,545 common shares were vested as of that date.

SUMMARY HISTORICAL FINANCIAL AND OPERATING DATA

The table below provides a summary of our historical financial and certain operating data. Prior to December 30, 2004, our business was conducted through various entities and divisions that were wholly owned by GE. On December 30, 2004, in the 2004 Reorganization, GE transferred such operations to a newly-formed entity, GGH, and sold a 60% interest in GGH to General Atlantic and Oak Hill. Therefore, the financial data for these operations, or our predecessor, as of and for the years ended December 31, 2002, 2003 and 2004, which are the periods prior to the 2004 Reorganization, are presented on a combined basis. The financial data as of and for the years ended December 31, 2005 and 2006 and for the three months ended March 31, 2006 and 2007, which are the periods after the 2004 Reorganization, are presented on a new basis of accounting and are not directly comparable to the data for 2002, 2003 and 2004.

On March 29, 2007, we formed Genpact Limited in Bermuda to be the new holding company for our business. It was initially a wholly-owned subsidiary of GGH. On July 13, 2007, we effectuated a transaction that resulted in Genpact Limited owning 100% of the capital stock of GGH. This transaction is referred to as the "2007 Reorganization." The pro forma earnings per share information gives effect to the 2007 Reorganization as if it occurred on January 1, 2006.

The financial data as of and for the years ended December 31, 2004, 2005 and 2006 are derived from our audited financial statements which are included in this prospectus (except for the December 31, 2004 balance sheet which is not included). The financial data as of and for the three months ended March 31, 2006 and 2007 are derived from our unaudited financial statements which are included in this prospectus. The financial data as of and for the years ended December 31, 2002 and 2003 are derived from the unaudited combined financial statements of the predecessor which are not included in this prospectus. All such financial statements are prepared in accordance with U.S. GAAP. We believe the quarterly information contains all adjustments, consisting only of normal recurring adjustments, necessary to fairly present this information. The results for any interim period are not necessarily indicative of the results that may be expected for the full year. See "Management's Discussion and Analysis of Financial Condition and Results of Operations Seasonality."

You should read this summary financial data together with the financial statements included herein as well as "Capitalization" and "Management's Discussion and Analysis of Financial Condition and Results of Operations."

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Predecessor

	Year Ended December 31,					Three Months Ended March 31,	
	2002	2003	2004	2005	2006	2006	2007
	(unaudited)	(unaudited)				(unaudited)	(unaudited)
(dollars in millions, except per share data)							
Statement of income data:							
Net revenues GE	\$ 287.9	\$ 371.5	\$ 408.9	\$ 449.7	\$ 453.3	\$ 109.7	\$ 120.8
Net revenues Global Clients	7.1	10.2	20.3	42.2	158.3	22.2	54.3
Other revenues					1.5		1.0
Total net revenues	295.0	381.7	429.1	491.9	613.0	131.9	176.0
Cost of revenue	192.1	245.2	263.6	304.0	360.9	78.0	109.9
Gross profit	102.9	136.5	165.5	187.9	252.2	53.9	66.1
Operating expenses:							
Selling, general and administrative expenses	40.6	69.2	76.3	117.5	159.2	36.1	48.8
Amortization of acquired intangible assets				47.0	41.7	11.0	9.0
Foreign exchange (gains) losses, net	(2.0)	(6.9)	7.3	12.8	13.0	3.7	(1.7)
Other operating income				(6.2)	(4.9)	(1.1)	(0.6)
Income from operations	64.3	74.2	81.9	16.9	43.2	4.2	10.6
Other income (expense), net	1.8	10.7	8.2	(6.1)	(9.2)	(0.6)	(3.6)
Income before share of equity in earnings/loss of affiliate, minority interest and income taxes	66.1	84.9	90.2	10.7	33.9	3.6	7.0
Equity in (earnings)/loss of affiliate							0.1
Minority interest							0.9
Income tax expense (benefit)	5.1	6.6	6.7	(6.4)	(5.9)	(1.4)	4.2
Net income	\$ 61.0	\$ 78.3	\$ 83.4	\$ 17.1	\$ 39.8	\$ 5.1	\$ 1.8
Net loss per common share basic and diluted(1):				\$ (4.00)	\$ (26.93)	\$ (6.17)	\$ (38.91)
Proforma earnings per common share(2):							
Basic				\$ 0.21		\$ 0.01	
Diluted				\$ 0.20		\$ 0.01	

Predecessor

	As of December 31,					As of March 31,
	2002	2003	2004	2005	2006	2007
	(unaudited)	(unaudited)				(unaudited)
(dollars in millions)						
Balance sheet data:						
Cash and cash equivalents	\$ 13.3	\$ 15.0	\$ 49.8	\$ 44.7	\$ 35.4	\$ 37.3
Total assets	330.6	394.9	941.9	970.2	1,081.3	1,163.9
Total liabilities	137.7	121.6	318.9	378.2	456.6	478.5
Minority interest						3.4
Total stockholders' equity	192.9	273.3	623.0	592.0	624.7	682.0

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Predecessor

Operating data (unaudited):

Employees	14,696	15,279	16,031	19,532	26,060	26,731
Delivery Centers	10	11	11	17	23	27

Footnotes are on next page

- (1) Prior to the 2007 Reorganization, GGH had preferred shares and common shares outstanding. In the 2007 Reorganization, GGH became a subsidiary of Genpact Limited, and these shares were exchanged for Genpact Limited common shares. (The pro forma earnings per common share shows our earnings under our current capital structure as if the 2007 Reorganization took place on January 1, 2006. See note (2) below.)

The GGH preferred shares were entitled to cumulative dividends which were not paid in cash and were accrued and added to accreted value. As a result, there is a net loss per common share for all periods shown. The GGH preferred shares were convertible at the option of the holder into common shares at rates based on the accreted value (including such dividends). The conversion of such preferred shares as well as the outstanding options on common shares would be anti-dilutive, and therefore such shares and options are not included in the calculation of dilutive net loss per share. The table below sets forth the reconciliation of net income to net loss to common stockholders. See also Note 20 to our consolidated financial statements.

	Year ended December 31, 2005	Year ended December 31, 2006	Three months ended March 31, 2006	Three months ended March 31, 2007
			(unaudited)	(unaudited)
(dollars in millions, except share and per share data)				
Net loss to common stock holders				
Net income as reported	\$ 17.1	\$ 39.8	\$ 5.1	\$ 1.8
Less: preferred dividend	13.4	14.1	3.4	3.4
Less: undistributed earnings to preferred stock	2.3	15.9	1.0	
Less: beneficial interest on conversion of preferred stock dividend	3.0	20.4	3.1	13.1
Net loss to common stock holders	\$ (1.6)	\$ (10.6)	\$ (2.4)	\$ (14.7)
Weighted average number of common shares and equivalent common shares used in computing net loss per common share basic and diluted				
	394,000	392,411	394,000	377,702
Net loss per common share basic and diluted	\$ (4.00)	\$ (26.93)	\$ (6.17)	\$ (38.91)

- (2) Pro forma earnings per common share give effect to the 2007 Reorganization as if it occurred on January 1, 2006. In the 2007 Reorganization, the shareholders of GGH exchanged their preferred and common shares of GGH for common shares of Genpact Limited. The following sets forth the calculation of pro forma basic and dilutive earnings per share. The pro forma weighted average number of common shares used in such calculation gives effect to such share exchange:

	Year ended December 31, 2006	Three months ended March 31, 2007
		(unaudited)
(dollars in millions, except share and per share data)		
Net income as reported	\$ 39.8	\$ 1.8
Pro forma weighted average number of common shares of Genpact Limited used in computing basic earnings per common share	189,151,528	186,509,569
Pro forma dilutive effect of stock options	5,876,188	8,229,374

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	Year ended December 31, 2006	Three months ended March 31, 2007
Pro forma weighted average number of common shares of Genpact Limited used in computing diluted earnings per common share	195,027,716	194,738,943
Pro forma earnings per common share		
Basic	\$ 0.21	\$ 0.01
Diluted	\$ 0.20	\$ 0.01

As part of the 2007 Reorganization, GGL, which owned approximately 63% of GGH, became a subsidiary of Genpact Limited through a share exchange. GGL had no operations, no other assets and no liabilities (other than obligations for accumulated dividends on preferred shares which were eliminated and certain tax liabilities for which Genpact Limited has been indemnified by GE and GICo), and therefore its inclusion had no effect on our financial reporting. See " The Company The 2007 Reorganization."

RISK FACTORS

Investing in our common shares involves substantial risks. You should carefully consider the following risks and other information in this prospectus before deciding to invest in our common shares. Any of the risks described below could have a material adverse effect on our business, financial condition or results of operations, in which case the trading price of our common shares could decline and you could lose part or all of your investment in our common shares. The section below also contains forward-looking statements. See "Forward-Looking Statements."

Risks Related to our Business

We have a limited operating history as an independent company for you to evaluate.

We ceased to be wholly-owned by GE on December 30, 2004. Accordingly, we have only a limited track record as an independent entity for you to evaluate. We may not be as successful in managing our operations on an independent basis as we were when we were part of GE. In addition, although we have begun to diversify our client base, our ability to develop and retain clients other than GE over an extended period of time has not been demonstrated.

We may be unable to manage our growth effectively and maintain effective internal controls, which could have a material adverse effect on our business, results of operations and financial condition.

Since we became an independent company, we have experienced rapid growth and significant expansion and diversification of our operations, which has placed significant demands on our leadership team's time and our operational resources. Since December 30, 2004, we have incurred, and we continue to incur, substantial expenses to create the management infrastructure and other capabilities necessary to operate as a stand-alone business. From January 1, 2005 to December 31, 2006 our net revenues have grown approximately 43% and our number of employees has grown approximately 63%. As our revenues grow there can be no assurance that our margins will also grow. In order to manage growth effectively, we must implement and improve operational systems, procedures and internal controls on a timely basis. If we fail to implement these systems, procedures and controls on a timely basis, we may not be able to retain clients or obtain new business, hire and retain new employees, complete future acquisitions or operate our business effectively.

GE accounts for a significant portion of our revenues and any loss of business from, or change in our relationship with, GE could have a material adverse effect on our business, results of operations and financial condition.

We have derived and are likely to continue to derive a significant portion of our revenues from GE. For 2005 and 2006, GE accounted for 91.4% and 73.9% of our revenues, respectively. In addition, our more mature client relationships, such as GE, typically generate higher margins than those from newer clients. The loss of business from GE could have a material adverse effect on our business, results of operations and financial condition.

Our master services agreement, or MSA, with GE commits GE to purchase, on an annual basis through 2013, a stipulated minimum dollar amount of services or pay us certain costs in lieu thereof. The costs which GE would be required to pay if it does not meet a minimum annual commitment are not necessarily equal to the amount by which GE's purchases fall short of that minimum annual commitment. While our revenues from GE in 2006 were \$453.3 million, exceeding by \$93.3 million the stipulated minimum annual amount for that year, there is no assurance that actual revenues from GE in future years will meet the minimum annual commitment or exceed it by as much as in 2006 or that GE will continue to be a client at all. Revenues in excess of the minimum annual commitment can be credited, subject to certain limitations, against shortfalls in subsequent years. In addition, the MSA provides that the minimum annual committed amount of \$360 million will be reduced during the last three years of the term, to \$270 million in 2011, \$180 million in 2012 and \$90 million in 2013. The MSA provides that the minimum

annual committed amount is subject to reduction in certain circumstances, including as a result of the termination of any statements of work, or SOWs, by GE for cause, non-performance of services by us due to specified *force majeure* events or certain other reasons. The MSA also does not require GE to engage us exclusively in respect of business process services.

In addition, pricing terms and pricing levels under future SOWs may be lower than in the past. In particular, because of the size of GE and its importance to our business it is able to exert considerable leverage on us when negotiating the terms of SOWs.

Our business from GE comes from a variety of GE's businesses and decisions to use our services are currently, as a general matter, made by a number of people within GE. Therefore, although some decisions may be made centrally at GE, the total level of business we receive generally depends on the decisions of the various operating managers of such businesses. In addition, if GE sells or divests any of the businesses to which we provide services, the new management or new owners of such businesses may choose to discontinue our services. Furthermore, following December 31, 2009, GE will no longer be subject to a contractual restriction with us on its ability to set up a separate business unit to provide English-language business process services from low-wage countries. There can be no assurance that GE will not establish such a separate business unit or otherwise compete with us at such time. While we were a captive operation of GE, GE followed a practice of granting to the business units that purchased our services a credit for financial measurement purposes designed to approximate the profit realized by our business on such services. We have been advised that this practice remains in effect for SOWs entered into prior to January 1, 2006 and is not in effect for SOWs entered into after such time. We have entered into new SOWs with most of the divisions of GE since the practice was discontinued. The discontinuation of this practice could affect whether and on what terms a GE business unit may enter into new SOWs in the future.

To date, GE has been a significant shareholder of our company and it will beneficially own 23.2% of our common shares following this offering, assuming the over-allotment option of the underwriters is not exercised. It also has the right to nominate two directors to our board pursuant to a shareholders agreement with our other major shareholders. If GE's percentage of ownership of our common shares decreases in the future, there can be no assurance that GE will continue to contract for our services to the same extent or on the same terms.

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 depends on our ability to attract, train and retain a sufficient number of qualified employees. High employee attrition is common in our industry. See "Business Our People." In 2006, our attrition rate for all employees who were employed for a day or more was approximately 32%. We cannot assure you that we will be able to reduce our level of attrition or even maintain our attrition rate at the 2006 level. If our attrition rate increases, our operating efficiency and productivity may decrease.

Competition for qualified employees, particularly in India and China, has intensified significantly in recent years 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 skills and training needed to do our work. 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. Increased competition for employees 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.

Over the next few years we will lose certain tax benefits provided by India to companies in our industry and it is not clear whether new tax policies will provide equivalent benefits and incentives.

Under the Indian Income Tax Act, 1961, our Delivery Centers in India, from which we derived the majority of our revenues in fiscal 2006, benefit from a ten-year holiday from Indian corporate income taxes in respect of their export income, as defined in the legislation. As a result of this tax holiday, we incurred minimal income tax expense with respect to our Indian operations in 2006 (\$0.6 million) as well as in prior years. In the absence of this tax holiday, income derived from our Indian operations would be taxed up to the maximum tax rate generally applicable to Indian enterprises, which, as of December 31, 2006, was 33.66%. The tax holiday enjoyed by our Delivery Centers in India expires in stages, on March 31 in each of 2007 (in respect of approximately 35% of our Indian operations), 2008 (in respect of approximately 15% of our Indian operations) and 2009 (in respect of the balance of our Indian operations), depending in each case on when each Delivery Center commenced operations. As our Indian tax holiday expires, our Indian tax expense will materially increase and our after-tax profitability will be materially reduced, unless we can obtain comparable benefits under new legislation or otherwise reduce our tax liability. For the first quarter of 2007, our overall tax expense increased by \$2.0 million as a result of the partial expiration of this holiday.

The Special Economic Zones Act, 2005, or the SEZ legislation, introduced a new 15-year tax holiday scheme for operations established in designated "special economic zones" or SEZs. Under the SEZ legislation, qualifying operations are eligible for a deduction from taxable income equal to (i) 100% of their profits or gains derived for the first five years from the commencement of operations; (ii) 50% of those profits or gains for the next five years; and (iii) 50% of those profits or gains for a further five years, subject to satisfying certain capital investment requirements. The Finance Minister of India announced in the 2007-2008 budget on February 28, 2007 that the SEZ legislation will be amended to ensure that this holiday is available only for new business operations that are conducted at qualifying SEZ locations and would not be available to operations formed by splitting up or reconstructing existing operations or transferring existing technology infrastructure to new locations.

We are currently in the process of establishing new centers, subject to regulatory approvals, that we expect to be eligible for the SEZ benefits. It is not clear, however, what percentage of our operations or income in India, if any, will be eligible for SEZ benefits, as this will depend on how much of our business can be conducted at the qualifying locations and on how much of that business can be considered to be new business under the SEZ legislation. Also, because this is new legislation, there is continuing uncertainty as to the interpretation of the required governmental and regulatory approvals. This uncertainty may delay development of our proposed SEZ locations.

The SEZ legislation is currently a politically sensitive issue in India. The Ministry of Finance in India has expressed concern about potential tax revenues being lost as a result of the exemptions under the SEZ legislation. The SEZ legislation has been criticized on economic grounds by the International Monetary Fund and it has been suggested that the SEZ legislation may be challenged by the World Trade Organization. It is possible that, as a result of such political pressures, the procedure for obtaining the benefits of the SEZ legislation may become more onerous, that the types of land eligible for SEZ status will be further restricted or that the SEZ legislation will be amended or repealed.

Accordingly, we currently do not expect that the benefits, if any, that we may derive under the SEZ legislation will be equivalent to the benefits we will gradually lose under the existing tax holiday. Consequently, we expect that our tax rate in India and our overall tax rate will increase over the next few years and that such increase is likely to be material and is likely to have a material adverse effect on our business, results of operations and financial condition.

If the transfer pricing arrangements we have among our subsidiaries are determined to be inappropriate, our tax liability may increase.

We have transfer pricing arrangements among our subsidiaries in relation to various aspects of our business, including operations, marketing, sales and delivery functions. U.S. and Indian transfer pricing

regulations, as well as regulations applicable in other countries in which we operate, require that any international transaction involving associated enterprises be on arm's-length terms. We consider the transactions among our subsidiaries to be on arm's-length terms. If, however, a tax authority in any jurisdiction reviews any of our tax returns and determines that the transfer prices and terms 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.

New tax legislation and the results of actions by taxing authorities may have an adverse effect on our operations and our overall tax rate.

The Government of India has recently enacted a fringe benefit tax on the exercise of share options granted to employees based in India. This tax is payable by the issuer of the share options and recoverable at the option of the issuer from its employees. The implementation rules have not yet been enacted. We are analyzing the consequences of this tax upon our Indian operations, including the applicability to existing outstanding options. Depending upon the final rules, this tax may materially and adversely impact our results of operations, although it would not affect cash flow if fully recovered from employees.

The Government of India may assert that certain of our clients have a "permanent establishment" in India 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.

The Government of India has served notice on the Company about its potential liability, as a representative assessee of GE, for Indian tax upon GE's 2004 sale of shares of a predecessor of the Company. We believe that no Indian tax is due upon that sale and that, even if such a tax were due, it could not be successfully asserted against us as a representative assessee. Moreover GE is obligated to indemnify us against any tax on its 2004 sale of shares. We also believe that no Indian tax is due upon the sale of our shares in the IPO by our existing significant shareholders; that even if such a tax were due it could not be successfully asserted against us as a representative assessee of such a shareholder; and that we would have a statutory right under Indian law to recover any such tax from such a shareholder. We also believe that sales by non-Indian shareholders of our shares on the market after the IPO generally will not be subject to Indian tax, provided that the selling shareholder is not otherwise subject to tax in India.

The Government of China recently enacted amendments to the tax laws applicable to our operations that would increase the applicable tax rate from 15% to 25%, subject to certain grandfathering provisions. Depending upon the final application of these proposals and the growth of our business in China, the effect on our overall tax rate could be material.

Our ability to repatriate surplus earnings from our Delivery Centers 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, which would have a material adverse effect on our business, results of operations and financial condition.

Wage increases in the countries in which we have operations may prevent us from sustaining our competitive advantage and may reduce our profit margin.

Salaries and related benefits of our employees are our most significant costs. Most of our employees are based in India and other countries in which wage levels have historically been significantly lower than wage levels in the United States and Western Europe for comparably skilled professionals, which has been one of our competitive advantages. However, wage levels for comparably skilled employees in most of the countries in which we operate have increased and further increases are expected at a faster rate than in the United States and Western Europe because of, among other reasons, faster economic growth, increased competition for skilled employees and increased demand for business process services. We will lose this competitive advantage to the extent that we are not able to control or share wage increases with our clients. Sharing wage increases may cause our clients to be less willing to utilize our services. In addition,

wage increases may reduce our margins. We will attempt to control such costs by our efforts 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. We may 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.

Restrictions on entry 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.

Our business depends on the ability of our employees to obtain the necessary visas and entry permits to do business in the countries where our clients and, in some cases, our Delivery Centers, are located. In response to recent terrorist attacks and global unrest, immigration authorities generally, and those in the United States in particular, have increased the level of scrutiny in granting visas. If further terrorist attacks occur 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 visas. In addition, immigration laws are subject to legislative change and varying standards of application and enforcement due to political forces, economic conditions or other events, including terrorist attacks. If we are unable to obtain the necessary visas for our personnel who need to travel internationally, if the issuance of such visas is delayed or if the length of such visas is shortened, we may not be able to provide services to our clients or to continue to provide services on a timely and cost-effective basis, receive revenues as early as expected or manage our Delivery Centers as efficiently as we otherwise could, any of which could have a material adverse effect on our business, results of operations and financial condition.

Our senior leadership team is critical to our continued success and the loss of such personnel could harm our business.

Our future success substantially depends on the continued service and performance of the members of our senior leadership team. These personnel possess business and technical capabilities that are difficult to replace. In particular, our Chief Executive Officer and other members of our senior leadership team have been involved in our business since its commencement under GE. Our employment agreement with our Chief Executive Officer does not obligate him to work for us for any specified period, but does contain a limited non-compete clause and a non-solicitation clause should his employment terminate. 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.

We derive a significant portion of our revenues from clients in the United States. If events or conditions occur which adversely affect our ability to do business in the United States, our business, results of operations and financial condition may be materially and adversely affected.

We currently derive, and are likely to continue to derive, a significant portion of our revenues from clients located in the United States. A number of factors could adversely affect our ability to do business in the United States, which could in turn have a material adverse effect on our business, results of operations and financial condition. These factors include changes in economic conditions in the United States, declines in the value of the U.S. dollar against the Indian rupee, in which we incur the majority of our costs, or other currencies in which we incur costs or enactment of laws in the United States that impose restrictions on, or taxation or other financial penalties with respect to, offshore outsourcing.

We typically face a long selling cycle to secure a new 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 typically face a long selling cycle to secure a new 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 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.

Our profitability will suffer if we are not able to price appropriately and maintain 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, to hire and assimilate new employees, forecast demand for our services and thereby maintain an appropriate headcount in each of our geographies and workforces 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 or products by us or our competitors, our ability to accurately estimate, attain and sustain revenues from client engagements, margins and cash flows over increasingly longer 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 not improve.

Our long selling cycle and implementation period make it difficult for us to prepare accurate internal financial forecasts and respond in a timely manner to offset such fluctuations.

Our operating results may fluctuate significantly from period to period. The long selling cycle for 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. Our period to period results may also fluctuate due to changes in our costs or other unforeseen events. In addition, our results may vary due to currency fluctuations and changes in other global or regional economic and political conditions. Due to these factors, we may be unable to prepare accurate internal financial forecasts or replace anticipated revenues that we do not receive as a result of delays arising from these factors, and our operating results in future reporting periods may be significantly below the expectations of the public market, securities analysts or investors.

Currency exchange rate fluctuations in various currencies in which we do business, especially the Indian rupee 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, pounds sterling and Japanese yen. Most of our expenses are incurred and paid in Indian rupees, with the remaining amounts largely in U.S. dollars, Chinese renminbi, pounds sterling and euros. 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 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.

Our results of operations could be adversely affected by certain movements in exchange rates, particularly if the Indian rupee or other currencies in which we incur expenses or receive revenues, appreciate against the U.S. dollar. Although we take steps to hedge a substantial portion of our Indian rupee-U.S. dollar and our Chinese renminbi-Japanese yen 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 India and China, we are subject to legal restrictions on hedging activities, as well as convertibility of currencies, which could limit our ability to use cash generated in one country in another country and could limit our ability to hedge our exposures. See also "Management's Discussion and Analysis of Financial Condition and Results of Operations Overview Foreign exchange (gains) losses, net."

We enter into long-term contracts and fixed price contracts with our clients. Our failure to correctly price these contracts may negatively affect our profitability and we have only limited experience as an independent company in pricing such contracts.

The pricing of our services is usually included in SOWs entered into with our clients, many of which are for terms of three 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. We have only operated as an independent business since the beginning of 2005, and thus our experience in pricing our contracts is limited.

A small portion of our SOWs are currently billed on a fixed price basis rather than on a time and materials basis. We may 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 conditions.

Future legislation in the United States and other jurisdictions could significantly affect the ability of our clients to utilize our services.

The issue of companies outsourcing services to organizations operating in other countries has become a topic of political discussion in many countries. For example, many organizations and public figures in the United States have publicly expressed concern about a perceived association between offshore service providers and the loss of jobs in the United States. In addition, there has been recent publicity about negative experiences associated with offshore outsourcing, such as theft and misappropriation of sensitive client data, particularly involving service providers in India. Current or prospective clients may elect to perform such services themselves or may be discouraged from transferring these services from onshore to offshore providers to avoid negative perceptions that may be associated with using an offshore provider. Any slowdown or reversal of existing industry trends toward offshore outsourcing would seriously harm our ability to compete effectively with competitors that provide services from the United States. Measures aimed at limiting or restricting offshore outsourcing have been enacted in a few states and there is currently legislation pending in several states and at the federal level in the United States. The measures that have been enacted to date generally have restricted the ability of government entities to outsource work to offshore business process service providers and have not significantly adversely affected our business, primarily because we do not currently work for such governmental entities and they are not

currently a focus of our sales strategy. However, there can be no assurance that pending or future legislation in the United States that would significantly adversely affect our business, results of operations and financial condition will not be enacted.

Legislation enacted in certain European jurisdictions and any future legislation in Europe, Japan or any other country in which we have clients restricting the performance of business process services from an offshore location could also have a material adverse effect on our business, results of operations and financial condition. For example, new legislation recently enacted in the United Kingdom, based on the 1977 EC Acquired Rights Directive which has been adopted in some form by many European Union, or 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 transfer are automatically considered unfair dismissals that entitle such employees to compensation. As a result, in order 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 United Kingdom and other EU countries who have adopted similar laws who outsource business to us. We believe that this legislation may materially affect our ability to obtain new business from companies in the EU and, after including the cost of the potential compensation paid for unfair dismissal claims or redundancies, to provide outsourced services to our current and future clients in the EU in a cost-effective manner.

We could be liable to our clients for damages and subject to criminal liability and our reputation could be damaged if our information systems are breached or client data is compromised.

We may be liable to our clients for damages caused by disclosure of confidential information or system failures. We are often required to collect and store sensitive or confidential client data to perform the services we provide under our contracts. Many of our contracts do not limit our potential liability for breaches of confidentiality. If any person, including any of our current or former employees, penetrates our network security or misappropriates sensitive data or if we do not adapt to changes in data protection legislation, we could be subject to significant liabilities to our clients or to our clients' customers for breaching contractual confidentiality provisions or privacy laws. Unauthorized disclosure of sensitive or confidential client data, whether through breach of our computer systems, systems failure or otherwise, could also damage our reputation and cause us to lose existing and potential clients. We may also be subject to civil actions and criminal prosecution by government or government agencies for breaches relating to such data. Our insurance coverage for breaches or mismanagement of such data 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.

We may be subject to claims for substantial damages by our clients arising out of disruptions to their businesses or inadequate service, and our insurance coverage may be inadequate.

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 or 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 revenues 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.

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 the greater of an agreed amount or the fees paid or payable to us under the relevant agreement. 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 business, results of operations and financial condition.

Any failures to adhere to the regulations that govern our business could result in our being unable effectively to perform our services. Failure to adhere to regulations that govern our clients' businesses could result in breaches of contract under our MSAs.

Our clients' business operations are often subject to regulation, and our clients may require that we perform our services in a manner that will enable them to comply with applicable regulations. Our clients are located around the world, and the laws and regulations that apply include, among others, United States federal laws such as the Gramm-Leach-Bliley Act and the Health Insurance Portability and Accountability Act, state laws on debt collection in the United States and the Financial Services Act in the United Kingdom as well as similar consumer protection laws in other countries in which our clients' customers are based. Failure to perform our services in a manner that complies with any such requirement could result in breaches of contracts with our clients. In addition, we are required under various laws to obtain and maintain permits and licenses for the conduct of our business in all jurisdictions in which we have operations, including India, and, in some cases, where our clients receive our services, including the United States and Europe. If we do not maintain our licenses or other qualifications to provide our services or if we do not adapt to changes in legislation or regulation, we may have to cease operations in the relevant jurisdictions and may not be able to provide services to existing clients or be able to attract new clients. In addition, we may be required to expend significant resources in order to comply with laws and regulations in the jurisdictions mentioned above. Any failure to abide by regulations relating either to our business or our clients' businesses may also, in some limited circumstances, result in civil fines and criminal penalties for us. Any such ceasing of operations or civil or criminal actions may have a material adverse effect on our business, results of operations and financial condition.

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 operation and financial condition.

Many 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 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.

Many of our contracts, including our contract with GE, 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 pre-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 their competitors. 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 their 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.

Many 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. Upon the consummation of this offering, GE loses its right to terminate our MSA upon a change of control of our company.

Many 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 we have arranged our contracts to minimize the imposition of these taxes, 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 industry is highly competitive, and we may not be able to compete effectively.

Our industry is highly competitive, highly fragmented and subject to rapid change. We believe that the principal competitive factors in our markets are breadth and depth of process and technology expertise, service quality, the ability to attract, train and retain qualified people, compliance rigor, global delivery capabilities, price, knowledge of industries served and marketing and sales capabilities. We compete for business with a variety of companies, including large multinational firms that provide consulting, technology and/or business process services, off-shore 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 and accounting firms that also provide consulting or outsourcing 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 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. The trend toward outsourcing and technological changes may result in new and different competitors entering our markets. There could also be newer competitors that are more powerful as a result of strategic consolidation of smaller competitors or of companies that each provide different services or service different industries.

We expect competition to intensify in the future as more companies enter our markets. Increased competition may result in lower prices and volumes, higher costs for resources, especially people, 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.

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 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. We also have submitted United States federal and foreign trademark applications for the names of additional service offerings. We may not be successful in maintaining or obtaining trademarks for these trade names. 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.

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.

A substantial portion of our assets 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 and operations located in India.

In recent years, we have 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 the business process services industry in particular, including significant tax incentives, relaxation of regulatory restrictions, liberalized import and export duties and preferential rules on foreign investment and repatriation. There is no assurance that such policies will continue. Various factors, such as changes in the current federal government, could trigger significant changes in India's economic liberalization and deregulation policies and disrupt business and economic conditions in India generally and our business in particular.

In addition, our financial performance and the market price of our common shares may be adversely affected by general economic conditions and economic and fiscal policy in India, including changes in exchange rates and controls, interest rates and taxation policies, as well as social stability and political, economic or diplomatic developments affecting India in the future. In particular, India has experienced significant economic growth over the last several years, but faces major challenges in sustaining that growth in the years ahead. These challenges include the need for substantial infrastructure development and improving access to healthcare and education. Our ability to recruit, train and retain qualified employees, develop and operate our Delivery Centers, and attract and retain clients could be adversely affected if India does not successfully meet these challenges.

Our Delivery Centers are at risk of damage from natural disasters and other disruptions.

Our Delivery Centers or our data and voice communications may be damaged or disrupted as a result of natural disasters such as earthquakes, floods, heavy rains, epidemics, tsunamis and cyclones, technical disruptions such as electricity or infrastructure breakdowns, computer glitches and electronic viruses or man-made events such as protests, riots and labor unrest. Such events may lead to the disruption of information systems and telecommunication services for sustained periods. They also may make it difficult or impossible for employees to reach our business locations. 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. We may also be liable to our clients for disruption in service resulting from such damage or destruction. 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. Prolonged disruption of our services would also entitle our clients to terminate their contracts with us. Any of the above factors may adversely affect 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 may 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, personnel, technological 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 affect on our business, results of operations and financial condition.

We will incur increased costs as a result of being a public company subject to the Sarbanes-Oxley Act of 2002 and our leadership team faces challenges in implementing those requirements.

As a public company, we will incur additional legal, accounting and other expenses that we do not incur as a private company. The Sarbanes-Oxley Act of 2002, as well as new rules subsequently implemented by the Securities and Exchange Commission and the New York Stock Exchange, have imposed increased regulation and disclosure and required enhanced corporate governance practices of public companies. We are committed to maintaining high standards of corporate governance and public disclosure, and our efforts to comply with evolving laws, regulations and standards in this regard are likely to result in increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities. If we do not implement the requirements of Section 404 in a timely manner or with adequate compliance, we might be subject to sanctions or investigation by regulatory authorities, such as the Securities and Exchange Commission. Any such action could harm our reputation and the confidence of investors and clients in our company and could adversely affect our business and cause our share price to fall. We will also incur additional costs associated with our reporting requirements as a public company. We expect these new rules and regulations to make it more difficult and more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified candidates to serve on our board of directors or as executive officers.

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, such as the attacks in recent years in the United States, Spain, England and India 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. 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 terrorist attacks on the Indian Parliament and in the city of Mumbai, troop mobilizations along the India/Pakistan border and an aggravated geopolitical situation in the region. 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 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 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 employee removal and legislation that imposes financial obligations on employers upon retrenchment. Though we are exempt from some of these labor laws at present under exceptions in some states for providers of IT-enabled services, there can be no assurance that such laws will not become applicable to us in the future. If these labor laws become applicable to our employees, it may become difficult for us to maintain flexible human resource policies and attract and employ the numbers of sufficiently qualified candidates that we need or discharge employees, and our compensation expenses may increase significantly.

In addition, our employees may in the future form unions. If employees at any of our Delivery Centers become eligible for union membership, we may be required to raise wage levels or grant other benefits that could result in an increase in our compensation expenses, in which case our profitability may be adversely affected.

Our growth strategy includes expanding through acquisitions and we are actively considering a number of acquisitions, one or more of which, if consummated, would be material. We may not succeed, however, in consummating any such acquisition or in integrating any acquired business into our operations.

Our growth strategy includes expanding our service offerings, both organically and through strategic acquisitions. 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 Global Client base, or to strengthen our global presence and scale of operations. We have made acquisitions recently, including E-Transparent B.V. and certain related entities in 2007, which are controlling partners in a partnership collectively known as ICE, MoneyLine Lending Services Inc. in 2006 (now called Genpact Mortgage Services) and Creditek Corporation in 2005.

At the present time, we are actively considering a number of acquisitions, one or more of which, if consummated, would be material. We are not the only potential buyer for these assets. We cannot give any assurance as to whether any such transaction would be completed or as to the price, terms or timetable on which we may do so. In addition, if we are able to consummate any such acquisition, it could result in dilution of our earnings, an increase in indebtedness or other consequences which could be adverse.

In addition, we may not be able to identify suitable acquisition targets or negotiate attractive terms in the future. If we are unable to make successful acquisitions, our competitiveness and our ability to grow our business could be adversely affected. If we succeed in making an acquisition, we may not be able to integrate effectively the acquired business into our operations and may not obtain the expected profitability or other benefits in the short or long term from such acquisitions. Our leadership team's attention may also be diverted by any historical or potential acquisitions. Any of the above factors may have a material adverse effect on our business, results of operation and financial condition.

Our principal shareholders will continue to exercise significant influence over us, and their interests in our business may be different from yours.

Almost all of our issued and outstanding common shares are currently beneficially owned by General Atlantic, Oak Hill, GE and Wachovia Corporation, or Wachovia. Following the consummation of this offering and assuming that the underwriters do not exercise their over-allotment option to purchase additional common shares and there is no exercise of any of our outstanding share options:

General Atlantic and Oak Hill will beneficially own (through GICO a jointly owned investment vehicle) 51.8% of our outstanding common shares;

GE will beneficially own 23.2% of our outstanding common shares; and

Wachovia will beneficially own 6.7% of our outstanding common shares.

Prior to the commencement of this offering these shareholders will enter into a shareholders agreement which will provide that GE will have the right to nominate two directors to our board and GICo will have the right to nominate four directors to our board, so long as they maintain certain minimum shareholding thresholds and these shareholders will agree to vote their shares for the election of such persons. Accordingly, the principal shareholders can exercise significant influence over our business policies and affairs and all matters requiring a shareholders' vote, including the composition of our board of directors, the adoption of amendments to our certificate of incorporation and bye-laws the approval of mergers or sales of substantially all of our assets, our dividend policy and our capital structure and financing. This concentration of ownership also may delay, defer or even prevent a change in control of our company and may make some transactions more difficult or impossible without the support of these shareholders, even if such transactions are beneficial to other shareholders. The interests of these shareholders may conflict with your interests. In particular, GE and Wachovia are our clients. General Atlantic and Oak Hill are significant shareholders and currently hold interests in companies that could, from time to time, compete with us and they may, from time to time, make significant investments in companies that could compete with us. In addition, pursuant to our bye-laws and our shareholders agreement and to the extent permitted by applicable law, our directors who are affiliated with our major shareholders are not required to present to us corporate opportunities (e.g., acquisitions or new potential clients) that they become aware of unless such opportunities are presented to them expressly in their capacity as one of our directors.

We may become subject to taxation in Bermuda, which would have a material adverse effect on our business, results of operations and financial condition.

We have received a written assurance from the Bermuda Minister of Finance under The Exempted Undertaking Tax Protection Act 1966 of Bermuda 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 until March 28, 2016, except in so far 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. We cannot assure you that a future Minister would honor that assurance, which is not legally binding, or that after such date we would not be subject to any such tax. If we were to become subject to taxation in Bermuda, it could have a material adverse effect on our business, results of operations and financial condition.

Risks Related to this Offering

Sales of common shares eligible for future sale may cause the market price of our common shares to decline significantly, even if our business is doing well.

The market price of our common shares could decline as a result of sales of a large number of common shares in the market after this offering or the perception that these sales could occur. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate. Upon consummation of this offering, we will have 206,409,349 common shares outstanding (approximately 211,703,467 if the underwriters exercise their option to purchase additional common shares in full). Of these shares, the 35,294,118 common shares offered hereby will be freely tradable without restriction in the public market, unless purchased by our affiliates.

Following this offering, General Atlantic, Oak Hill, GE and Wachovia will beneficially own in the aggregate approximately 168,615,838 common shares, representing approximately 81.7% of our outstanding common shares. Such shareholders will be able to sell their common shares in the public market from time to time without registering them, subject to the lock-up period described below, and subject to certain limitations on the timing, amount and method of those sales imposed by Rule 144 under the Securities Act of 1933, as amended. If any of these shareholders were to sell a large number of their

common shares, the market price of our common shares could decline significantly. In addition, the perception in the public markets that sales by them might occur could also adversely affect the market price of our common shares.

In connection with this offering, the aforementioned shareholders, our directors and our executive officers have each agreed to enter into a lock-up agreement and thereby be subject to a lock-up period, meaning that they and their permitted transferees will not be permitted to sell any of their common shares without the prior consent of the underwriters for 180 days after the date of this prospectus. Although we have been advised that there is no present intention to do so, the underwriters may, in their sole discretion and without notice, release all or any portion of the common shares from the restrictions in any of the lock-up agreements described above.

Pursuant to the shareholder agreement, GE, GICo and Wachovia will have the right, subject to certain conditions, to require us to file registration statements covering all of the common shares (including restricted shares and common shares issuable upon the exercise of currently outstanding options) which they will own upon consummation of this offering or to include those common shares in registration statements that we may file for ourselves or other shareholders. Following their registration and sale under the applicable registration statement, those shares will become freely tradable. By exercising their registration rights and selling a large number of common shares, these holders could cause the price of our common shares to decline. In addition, options to purchase approximately 24.0 million common shares issued pursuant to our equity incentive plans will be outstanding upon consummation of this offering. Following this offering, we intend to file a registration statement under the Securities Act registering a total of approximately 34,000,000 common shares which will cover the shares available for issuance under our equity incentive plans (including for such outstanding options) as well as common shares held for resale by our existing shareholders that were previously issued under our equity incentive plans. Such further issuance and resale of our common shares could cause the price of our common shares to decline.

Also, in the future, we may issue our securities in connection with investments and acquisitions. The amount of our common shares issued in connection with an investment or acquisition could constitute a material portion of our then outstanding common shares.

We do not intend to pay dividends in the foreseeable future.

We have never declared or paid any cash dividends on our common shares, other than dividends paid by the predecessor to GE in the 2004 Reorganization. For the foreseeable future, we intend to retain any earnings to finance the development and expansion of our business, and we do not anticipate paying any cash dividends on our common shares. Our ability to pay dividends is also subject to restrictive covenants contained in our credit facility agreement governing indebtedness we and our subsidiaries have incurred or may incur in the future.

Any dividends paid to U.S. shareholders could be subject to tax at ordinary income rates.

The maximum U.S. tax rate on certain dividends paid to individuals is 15 percent through 2010. Legislation has been recently introduced that, if enacted in its present form, would deny to individuals the 15 percent tax rate on dividends received from a corporation located in a jurisdiction, like Bermuda, that lacks a comprehensive tax system. If this bill becomes law, dividends paid to U.S. shareholders, if any, could be subject to tax at ordinary income rates.

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 the Companies Act 1981 Bermuda, as amended, or 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 and acquisitions, takeovers, shareholder lawsuits and indemnification of directors. See "Description of Share Capital."

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 rights to take action against directors or officers of the company and may only do so in limited circumstances. Officers 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 and must exercise 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 contract or arrangement with the company or any of its subsidiaries. If a director or officer 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. In cases not involving fraud or dishonesty, the liability of the director will be determined by the Bermuda courts on the basis of their estimation of 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 any fraud or dishonesty on the part of the officer or director or to recover any gain, personal profit or advantage to which such officer or director is not legally entitled. This waiver limits the right of shareholders to assert claims against our officers and directors unless the act or failure to act involves fraud or dishonesty. For a description of these restrictions, see "Description of Share Capital." In addition, the rights of our shareholders and the fiduciary responsibilities of our directors under Bermuda law are not as clearly established as under statutes or judicial precedent in existence in jurisdictions in the United States, particularly the State of Delaware. Therefore, our shareholders may have more difficulty protecting their interests than would shareholders of a corporation incorporated in a state within the United States.

There is no prior public market for our common shares and therefore we cannot assure you that an active trading market or any specific price for our common shares will be established.

Currently, there is no public trading market for our common shares. Our common shares have been approved for listing on the New York Stock Exchange under the symbol "G." The initial public offering price per share was determined by agreement among us, the selling shareholders and the representatives of the underwriters and may not be indicative of the market price of our common shares after our initial public offering. An active trading market for our common shares may not develop and continue upon the completion of this offering and the market price of our common shares may decline below the initial public offering price.

Because the initial public offering price per share is substantially higher than our book value per share, purchasers in this offering will immediately experience a substantial dilution in net tangible book value.

Purchasers of our common shares will experience immediate and substantial dilution in net tangible book value per share from the initial public offering price per share. After giving effect to the sale of 17,647,059 common shares in this offering, after deducting underwriting discounts, commissions and estimated offering expenses payable by us, and the application of the net proceeds therefrom, our as adjusted net tangible book value as of March 31, 2007 would have been \$242.9 million, or \$1.18 per share. This represents an immediate dilution in net tangible book value of \$12.82 per share to new investors purchasing common shares in this offering. For a calculation of the dilution purchasers in this offering will incur, see "Dilution."

The market price for our common shares may be volatile.

The market price for our common shares is likely to be highly volatile and subject to wide fluctuations in response to factors including the following:

actual or anticipated fluctuations in our quarterly operating results;

changes in financial estimates by securities research analysts;

changes in the economic performance or market valuations of other companies engaged in providing business process services;

loss of one or more significant clients;

addition or loss of executive officers or key employees;

regulatory developments in our target markets affecting us, our clients or our competitors;

announcements of technological developments;

sales or expected sales of additional common shares; and

terrorist attacks or natural disasters or other such events impacting countries where we or our clients have operations.

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 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, 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.

We will have broad discretion in how we use the proceeds of this offering and we may not use these proceeds effectively. This could affect our profitability and cause our share price to decline.

Our leadership team will have considerable discretion in the application of the net proceeds of this offering, and you will not have the opportunity, as part of your investment decision, to assess whether we are using the proceeds appropriately. We currently intend to use the net proceeds to repay term loan indebtedness outstanding under our credit facilities and for working capital and general corporate purposes. From time to time we consider acquisitions or investments if a suitable opportunity arises, in which case a portion of the proceeds may be used to fund

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such an acquisition or investment. We have no commitments or understandings to make any such acquisition or investment. We have not yet finalized the amount of net proceeds that we will use specifically for each of these purposes. We may use the net proceeds for corporate purposes that do not improve our profitability or increase our market value, which could cause our share price to decline.

FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements that are based on current expectations, estimates, forecasts and projections about the industry in which we operate and our leadership team's beliefs and assumptions. Such statements include, in particular, statements about our plans, strategies and prospects under the headings "Prospectus Summary," "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Business." Words 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, are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements, including as a result of risks discussed under the heading "Risk Factors." 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;
- expected spending on business process services by clients;
- our rate of employee attrition;
- foreign currency exchange rates;
- our effective tax rate; and
- competition in our industry.

All forward-looking statements involve risks and uncertainties. The occurrence of the events described, and the achievement of the expected results, depend on many events, some or all of which are not predictable or within our control. Actual results may differ materially from expected results.

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

- our limited operating history and our ability to grow our business and effectively manage growth and international operations while maintaining effective internal controls;
- our relative dependence on GE;
- our ability to hire and retain enough qualified employees to support our operations;
- our dependence on favorable tax legislation and tax policies that may be amended in an adverse manner to us or be unavailable to us in future;

increases in wages in locations in which we have operations;

restrictions on visas for our employees traveling to North America and Europe;

our ability to retain senior management;

our dependence on revenues derived from clients in the United States;

the selling cycle for our client relationships;

our ability to maintain pricing and asset utilization rates;

fluctuations in exchange rates between U.S. dollars, euros, pounds sterling, renminbi, yen and Indian rupees;

our ability to attract and retain clients and our ability to develop and maintain client relationships based on attractive terms;

legislation in the United States or elsewhere that adversely affects the performance of business process services offshore;

increasing competition in our industry;

telecommunications or technology disruptions or breaches, or natural or other disasters;

our ability to protect our intellectual property and the intellectual property of others;

regulatory, legislative and judicial developments, including the withdrawal of governmental fiscal incentives;

the international nature of our business;

technological innovation;

unionization of any of our employees;

political or economic instability in countries where we have operations;

worldwide political, economic and business conditions; and

our ability to successfully consummate or integrate strategic acquisitions.

All future written and verbal forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Except as required under the federal securities laws and the rules and regulations of the SEC, we undertake no obligation, and specifically decline any obligation, to update publicly or revise any forward-looking statements after we distribute this prospectus, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this prospectus might not occur.

See the section titled "Risk Factors" for a more complete discussion of these risks and uncertainties and for other risks and uncertainties. These factors and the other risk factors described in this prospectus are not necessarily all of the important factors that could cause actual results to differ materially from those expressed in any of our forward-looking statements. Other unknown or unpredictable factors also could harm our results. Consequently, actual results or developments anticipated by us may not be realized or, even if substantially realized, may not have the expected consequences to, or effects on, us. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements.

USE OF PROCEEDS

We estimate that we will receive approximately \$224 million in net proceeds from this offering, after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us. If the underwriters' option to purchase additional shares in this offering is exercised in full, we estimate that our net proceeds will be approximately \$294.5 million. We will not receive any proceeds from common shares sold by the selling shareholders.

We intend to use the net proceeds from this offering to repay revolving loan indebtedness outstanding under our credit facility, which we estimate will be approximately \$100.0 million at the time of closing of this offering. We plan to use the remainder of the net proceeds for working capital and general corporate purposes. From time to time we will consider acquisitions or investments if a suitable opportunity arises in which case a portion of the proceeds may be used to fund such an acquisition or investment. We have no current commitments or understandings to make any such acquisition or investment. Pending such uses, we may invest the net proceeds from this offering in short-term investments.

As of March 31, 2007, we had a total of \$103.4 million principal amount of short-term loan indebtedness outstanding under our revolving credit facility. Our credit facility has a final maturity date in 2011. This indebtedness was incurred to fund the growth of our business, including establishing new Delivery Centers, acquisitions and the repurchase of our common stock from GE. For the quarter ended March 31, 2007, the weighted average interest rate on our indebtedness outstanding under our credit facility was 6.125%. Following the application of the net proceeds from this offering, we expect that our credit facility will consist of term-loan indebtedness of approximately \$130 million and an undrawn revolving credit facility.

DIVIDEND POLICY

We have never declared or paid any dividends on our common shares, other than dividends paid by the predecessor to GE in 2004. We currently intend to retain all of our future earnings, if any, to finance the growth and development of our business. In addition, our ability to declare and pay cash dividends is restricted by our credit facility. As a result, we do not anticipate declaring or paying any cash dividends on our common shares in the foreseeable future. Any future change in our dividend policy will be made at the discretion of our board of directors and will depend on our financial condition, results of operations, cash flows, capital requirements, any contractual restrictions on the payment of dividends and other factors our board of directors deems relevant. Accordingly, you will need to sell your common shares to realize a return on your investment, and you may not be able to sell your common shares at or above the price you paid for them.

CAPITALIZATION

The following table sets forth our short-term debt and capitalization as of March 31, 2007:

on an actual basis for GGH;

on a pro forma basis for Genpact Limited, assuming that the 2007 Reorganization was completed as of March 31, 2007; and

on a pro forma as adjusted basis, assuming the 2007 Reorganization and each of the following was completed as of March 31, 2007:

the sale of 17,647,059 common shares in this offering at the initial public offering price of \$14.00 per share; and

the application of a portion of the net proceeds received from this offering to repay indebtedness as described under "Use of Proceeds."

This table should be read in conjunction with "Prospectus Summary The Company," "Use of Proceeds," "Selected Financial Data," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the financial statements and accompanying notes included in this prospectus.

	As of March 31, 2007		
	Actual	Pro Forma(2)	Pro Forma As Adjusted
	(dollars in millions, except share and per share data)		
Short-term borrowings	\$ 103.4	\$ 103.4	\$
Long-term debt (including current portion)	138.2	138.2	138.2
Stockholders' equity:			
Preferred shares, actual: \$31.00 par value per share, 6,095,334 shares authorized and outstanding; pro forma and pro forma as adjusted: \$0.01 par value, 250,000,000 shares authorized, no shares outstanding	189.0		
Common shares, actual, \$31.00 par value per share, 395,741 shares authorized and outstanding; pro forma and pro forma as adjusted: \$0.01 par value, 500,000,000 shares authorized, 190,889,178 shares outstanding pro forma and 208,536,237 shares outstanding pro forma as adjusted(1)	12.3	1.9	2.1
Additional paid-in capital	509.9	709.2	933.5
Retained earnings	(8.7)	(8.7)	(8.7)
Accumulated other comprehensive income (losses)	14.4	14.4	14.4
Treasury stock, 12,083 common shares and 59,000 Cumulative Series A convertible preferred shares; pro forma and pro forma as adjusted: \$0.01 par value, 3,302,247 common shares	(34.8)	(34.8)	(34.8)
Total stockholders' equity	682.0	682.0	906.5
Total capitalization	\$ 820.2	\$ 820.2	\$ 1,044.7

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- (1) Does not include 17,685,508 shares issuable upon exercise of outstanding options. See "Management Equity-Based Compensation Plans."
- (2) Prior to the 2007 Reorganization, the shareholders' equity of GGH consisted of preferred shares and common shares. The preferred shares were convertible into common shares. In the 2007 Reorganization, such preferred shares and common shares of GGH were exchanged for common shares of Genpact Limited. See "Prospectus Summary The Company."

DILUTION

If you invest in our common shares, your interest will be diluted to the extent of the difference between the initial public offering price per share of our common shares and the net tangible book value per share of our common shares after this offering. Dilution results from the fact that the per share initial public offering price of our common shares is in excess of the book value per share attributable to the existing shareholders for the presently outstanding common shares.

As of March 31, 2007, we had a historical net tangible book value of \$18.5 million, or approximately \$48.15 per common share. Historical net tangible book value per common share represents the amount of our total tangible assets less our total liabilities, divided by the number of common shares outstanding. Our pro forma net tangible book value as of March 31, 2007, was approximately \$18.5 million, or \$0.10 per share of common shares (on a pro forma basis for the 2007 Reorganization). We determined pro forma net tangible book value per share as of March 31, 2007, by dividing the net tangible book value (total book value of tangible assets less total liabilities) of GGH determined after giving effect to the completion of the 2007 Reorganization by 187,586,931, the pro forma number of common shares outstanding as of March 31, 2007 after giving effect to the 2007 Reorganization. The decrease in the pro forma net tangible book value per share compared to the historical net tangible book value per share is attributable to the exchange of the common shares and preferred shares of GGH for common shares of Genpact Limited in the 2007 Reorganization.

After giving effect to the sale of 17,647,059 common shares offered by us under this prospectus at the initial public offering price of \$14.00 per share, and after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us in connection with this offering and giving effect to the use of the net proceeds of this offering as set forth in "Use of Proceeds," our pro forma net tangible book value as of March 31, 2007, would have been \$242.9 million, or \$1.18 per common share. This represents an immediate increase in net tangible book value per share of \$1.09 to existing shareholders and immediate dilution in net tangible book value per share of \$12.82 to new investors purchasing common shares in this offering. The following table illustrates this per share dilution:

Initial public offering price per common share		\$	14.00
Historical net tangible book value per common share as of March 31, 2007	\$	48.15	
Decrease per share attributable to the exchange of common and preferred shares of GGH for common shares of Genpact Limited	\$	(48.05)	
Pro forma net tangible book value per common share as of March 31, 2007	\$	0.10	
Increase in net tangible book value per common share attributable to this offering	\$	1.09	
Pro forma net tangible book value per common share after this offering		\$	1.18
Dilution per common share to new investors in this offering		\$	12.82

The following table sets forth, as of March 31, 2007, on the pro forma basis described above, the number of common shares purchased from us, the total consideration paid to us and the average price per share paid to us by our existing shareholders and to be paid by new investors purchasing common shares in this offering, based on the initial public offering price of \$14.00 per share, before deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us:

	Common Shares Purchased		Total Consideration		Average Price Per Share
	Number	Percent	Amount	Percent	
			(millions)		
Existing shareholders	187,586,931	91.4%	\$ 707	74.1%	\$ 3.77
New investors	17,647,059	8.6%	\$ 247	25.9%	\$ 14.00
Total	205,233,990	100.0%	\$ 954	100.0%	

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The number of shares purchased by existing shareholders in the above table includes 17,647,059 common shares to be sold by the selling shareholders in this offering. If the underwriters exercise their over-allotment option in full, (1) the number of common shares held by existing shareholders will decrease to approximately 80.7% of the total number of common shares outstanding after this offering, and (2) the number of common shares held by new investors will increase to approximately 19.3% of the total number of common shares outstanding after this offering.

The discussion and tables in this section assume no exercise of outstanding share options. As of March 31, 2007, there were options outstanding to purchase a total of 17,685,508 common shares at a weighted average price of \$6.28 per share. To the extent that any of these options are exercised, there may be further dilution to new investors.

SELECTED FINANCIAL AND OPERATING DATA

The table below presents our selected historical financial and certain operating data. Prior to December 30, 2004, our business was conducted through various entities and divisions that were wholly owned by GE. On December 30, 2004, in the 2004 Reorganization, GE transferred such operations to a newly formed entity, GGH, and sold a 60% interest in GGH to General Atlantic and Oak Hill. Therefore, the financial data for these operations, or our predecessor, as of and for the years ended December 31, 2002, 2003 and 2004, which are the periods prior to the 2004 Reorganization, are presented on a combined basis. The financial data as of and for the years ended December 31, 2005 and 2006 and for the three months ended March 31, 2006 and 2007, which are the periods after the 2004 Reorganization, are presented on a new basis of accounting and are not directly comparable to the data for 2002, 2003 and 2004.

On March 29, 2007, we formed Genpact Limited in Bermuda to be the new holding company for our business. It was initially a wholly-owned subsidiary of GGH. On July 13, 2007, we effectuated a transaction that resulted in Genpact Limited owning 100% of the capital stock of GGH. This transaction is referred to as the "2007 Reorganization." The pro forma earnings per share information gives effect to the 2007 Reorganization as if it occurred on January 1, 2006.

The financial data as of and for the years ended December 31, 2004, 2005 and 2006 are derived from our audited financial statements which are included in this prospectus (except for the December 31, 2004 balance sheet which is not included). The financial data as of and for the three months ended March 31, 2006 and 2007 are derived from our unaudited financial statements which are included in this prospectus. The financial data as of and for the years ended December 31, 2002 and 2003 are derived from the unaudited combined financial statements of the predecessor which are not included in this prospectus. All such financial statements are prepared in accordance with U.S. GAAP. We believe the quarterly information contains all adjustments, consisting only of normal recurring adjustments, necessary to fairly present this information. The results for any interim period are not necessarily indicative of the results that may be expected for the full year. See "Management's Discussion and Analysis of Financial Condition and Results of Operations Seasonality."

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You should read the selected financial data together with the financial statements included herein as well as "Capitalization", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Prospectus Summary The Company".

	Predecessor					Three Months Ended March 31,	
	Year Ended December 31,						
	2002	2003	2004	2005	2006	2006	2007
	(unaudited)	(unaudited)				(unaudited)	(unaudited)
(dollars in millions, except per share data)							
Statement of income data:							
Net revenues GE	\$ 287.9	\$ 371.5	\$ 408.9	\$ 449.7	\$ 453.3	\$ 109.7	\$ 120.8
Net revenues Global Clients	7.1	10.2	20.3	42.2	158.3	22.2	54.3
Other revenues					1.5		1.0
Total net revenues	295.0	381.7	429.1	491.9	613.0	131.9	176.0
Cost of revenue	192.1	245.2	263.6	304.0	360.9	78.0	109.9
Gross profit	102.9	136.5	165.5	187.9	252.2	53.9	66.1
Operating expenses:							
Selling, general and administrative expenses	40.6	69.2	76.3	117.5	159.2	36.1	48.8
Amortization of acquired intangibles				47.0	41.7	11.0	9.0
Foreign exchange (gains) losses, net	(2.0)	(6.9)	7.3	12.8	13.0	3.7	(1.7)
Other operating income				(6.2)	(4.9)	(1.1)	(0.6)
Income from operations	64.3	74.2	81.9	16.9	43.2	4.2	10.6
Other income (expense), net	1.8	10.7	8.2	(6.1)	(9.2)	(0.6)	(3.6)
Income before share of equity in earnings/loss of affiliate, minority interest and income taxes	66.1	84.9	90.2	10.7	33.9	3.6	7.0
Equity in (earnings)/loss of affiliate							0.1
Minority interest							0.9
Income tax expense (benefit)	5.1	6.6	6.7	(6.4)	(5.9)	(1.4)	4.2
Net income	\$ 61.0	\$ 78.3	\$ 83.4	\$ 17.1	\$ 39.8	\$ 5.1	\$ 1.8
Net loss per common share basic and diluted(1):				\$ (4.00)	\$ (26.93)	\$ (6.17)	\$ (38.91)
Weighted average number of common shares used in computing net loss per common share basic and diluted(1)				394,000	392,411	394,000	377,702
Proforma earnings per							

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Predecessor

common share(2):

Basic	\$	0.21	\$	0.01
Diluted	\$	0.20	\$	0.01

Weighted average number
of proforma common shares
used in computing earnings
per common share(2):

Basic	189,151,528	186,509,569
Diluted	195,027,716	194,738,943

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Predecessor

	As of December 31,					As of March 31,
	2002	2003	2004	2005	2006	2007
	(unaudited)	(unaudited)				(unaudited)
	(dollars in millions)					
Balance sheet data:						
Cash and cash equivalents	\$ 13.3	\$ 15.0	\$ 49.8	\$ 44.7	\$ 35.4	\$ 37.3
Total assets	330.6	394.9	941.9	970.2	1,081.3	1,163.9
Long-term debt, including current portion	40.0		175.8	157.9	143.0	138.2
Total liabilities	137.7	121.6	318.9	378.2	456.6	478.5
Minority interest						3.4
Retained earnings	133.2	196.4		0.7	6.0	(8.7)
Total stockholders' equity	192.9	273.3	623.0	592.0	624.7	682.0
Total liabilities and stockholders' equity	330.6	394.9	941.9	970.2	1,081.3	1,163.9

Operating data (unaudited):

Employees at period end	14,696	15,279	16,031	19,532	26,060	26,731
Delivery Centers at period end	10	11	11	17	23	27

(1)

Prior to the 2007 Reorganization, GGH had preferred shares and common shares outstanding. In the 2007 Reorganization, GGH became a subsidiary of Genpact Limited, and these shares were exchanged for Genpact Limited common shares. (The pro forma earnings per common share shows our earnings under our current capital structure as if the 2007 Reorganization took place on January 1, 2006. See note (2) below.)

The

GGH preferred shares were entitled to cumulative dividends which were not paid in cash and were accrued and added to accreted value. As a result, there is a net loss per common share for all periods shown. The GGH preferred shares were convertible at the option of the holder into common shares at rates based on the accreted value (including such dividends). The conversion of such preferred shares as well as the outstanding options on common shares would be anti-dilutive, and therefore such shares and options are not included in the calculation of dilutive net loss per share. The table below sets forth the reconciliation of net income to net loss to common stockholders. See also Note 20 to our consolidated financial statements.

	Year ended December 31, 2005	Year ended December 31, 2006	Three months ended March 31, 2006	Three months ended March 31, 2007
			(unaudited)	(unaudited)
	(dollars in millions, except share and per share data)			
Net loss to common stock holders				
Net income as reported	\$ 17.1	\$ 39.8	\$ 5.1	\$ 1.8
Less: preferred dividend	13.4	14.1	3.4	3.4
Less: undistributed earnings to preferred stock	2.3	15.9	1.0	
Less: beneficial interest on conversion of preferred stock dividend	3.0	20.4	3.1	13.1
Net loss to common stock holders	\$ (1.6)	\$ (10.6)	\$ (2.4)	\$ (14.7)
Weighted average number of common shares and equivalent common shares used in computing net loss per common share basic and diluted				
	394,000	392,411	394,000	377,702
Net loss per common share basic and diluted	\$ (4.00)	\$ (26.93)	\$ (6.17)	\$ (38.91)

(2)

Pro forma earnings per common share give effect to the 2007 Reorganization as if it occurred on January 1, 2006. In the 2007 Reorganization, the shareholders of GGH exchanged their preferred and common shares of GGH for common shares of

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Genpact Limited. The following sets forth the calculation of pro forma basic and dilutive earnings per share. The pro forma weighted average number of common shares used in such calculation gives effect to such share exchange:

	Year ended December 31, 2006	Three months ended March 31, 2007
	(unaudited)	
	(dollars in millions, except share and per share data)	
Net income as reported	\$ 39.8	\$ 1.8
Pro forma weighted average number of common shares of Genpact Limited used in computing basic earnings per common share	189,151,528	186,509,569
Pro forma dilutive effect of stock options	5,876,188	8,229,374
Pro forma weighted average number of common shares of Genpact Limited used in computing diluted earnings per common share	195,027,716	194,738,943
Pro forma earnings per common share		
Basic	\$ 0.21	\$ 0.01
Diluted	\$ 0.20	\$ 0.01

As part of the 2007 Reorganization, GGL, which owned approximately 63% of GGH, became a subsidiary of Genpact Limited through a share exchange. GGL had no operations, no other assets and no liabilities (other than obligations for accumulated dividends on preferred shares which were eliminated and certain tax liabilities for which Genpact Limited has been indemnified by GE and GICo), and therefore its inclusion had no effect on our financial reporting. See " The Company The 2007 Reorganization."

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with the audited and unaudited historical financial statements and the accompanying notes included in this prospectus, as well as the discussion under "Selected Financial Data." This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those discussed in or implied by any of the forward-looking statements as a result of various factors, including but not limited to those listed under "Risk Factors" and "Forward Looking Statements."

Overview

We manage business processes for companies around the world. We began in 1997 as the India-based captive business process services operation for General Electric Capital Corporation, or GE Capital, GE's financial services business. As the value of offshore outsourcing was demonstrated to the management of GE, it became a widespread practice at GE and our business grew in size and scope. We took on a wide range of complex and critical processes and we became a significant provider to many of GE's businesses, including Consumer Finance (GE Money), Commercial Finance, Insurance, Healthcare, Industrial, NBC Universal and GE's corporate offices.

Prior to December 30, 2004, the business of the Company was conducted through various entities and divisions of GE. On December 30, 2004, in a series of transactions we refer to as the "2004 Reorganization," GE reorganized these operations by placing them all under Genpact Global Holdings, a newly formed Luxembourg entity, and subsequently sold an indirect 60% interest in that entity to General Atlantic and Oak Hill. See "Prospectus Summary The Company The 2004 Reorganization." Following the 2004 Reorganization, on December 16, 2005, GE sold a portion of its equity in us to a subsidiary of Wachovia Corporation. As of December 31, 2006, GE owned approximately 29% of our equity, after giving effect to the conversion of preferred stock but excluding shares issuable pursuant to outstanding options.

Following the 2004 Reorganization, we began operating as an independent company. We separated ourselves operationally from GE and began building the capabilities necessary to be successful as an independent company. Among other things, we expanded our management infrastructure and business development capabilities so that we could secure business from clients other than GE. We substantially expanded administrative functions for which we had previously relied primarily on GE, such as finance, legal, accounting and human resources. We created separate employee benefit and retirement plans, developed our own leadership training capability and enhanced our management information systems.

We began actively pursuing business from Global Clients as of January 1, 2005. Since that time, we have succeeded in increasing our business and diversifying our revenue sources. As a result, our net revenues from Global Clients have increased from \$20.3 million in 2004, to \$42.2 million in 2005 and \$158.3 million in 2006, representing a compound annual growth rate, or CAGR, of approximately 180%. See " Classification of Certain Net Revenues" for an explanation of the classification of revenues related to businesses once owned by GE and subsequently sold.

During the same period, we increased our net revenues from GE. For the fiscal year 2004, our net revenues from GE were \$408.9 million, which amount includes \$23.8 million in revenues under a contract that was not assigned to us in connection with the 2004 Reorganization and from which we did not earn revenue after 2004, which we refer to as the Unassigned Revenues. See " Classification of Certain Net Revenues." Our net revenues from GE excluding the Unassigned Revenues were \$385.1 million in 2004, \$449.7 million in 2005 and \$453.3 million in 2006, respectively, representing a CAGR of approximately 8.5%.

Since we became an independent company, we have increased our business from both GE and Global Clients such that total net revenues (excluding the Unassigned Revenue) have increased from \$405.4 million in 2004 to \$491.9 million in 2005 and \$613.0 million in 2006 representing a CAGR of 23.0%. See " Classification of Certain Net Revenues." Our net revenues from Global Clients as a percentage of

total net revenues (excluding the Unassigned Revenue) have increased from 5.0% in 2004 to 8.6% in 2005 and 25.8% in 2006.

Revenues. We earn revenues pursuant to contracts which generally take the form of a master service agreement, or MSA, which is a framework agreement that is then supplemented by statements of work, or SOWs. Our MSAs specify the general terms applicable to the services we will provide. They are typically for terms of five to seven years, although they may also have an indefinite term. 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 SOWs have terms of two to five years. We typically have multiple SOWs under any given MSA, and the terms of the SOWs vary depending on the nature of the services provided.

In connection with the 2004 Reorganization, we entered into an MSA with GE, which governs SOWs for the services we were then providing to GE as well as new SOWs entered into thereafter. Since January 1, 2005, we have entered into MSAs with more than 35 new Global Clients. Many of these relationships are at an early stage and we are just beginning to perform services for such clients. Therefore, while we believe we have significant opportunities under these contracts, we have only limited experience with which to judge the success of the terms we have established in such contracts.

We seek to develop long-term relationships with our clients. We believe that these relationships offer the greatest potential for benefits to our clients and to us 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. We typically face a long selling cycle in securing a new client. It is not unusual for us to spend twelve months or more from the time we begin actively soliciting a new client until we begin to recognize revenues. Our sales efforts usually involve four phases. We may make an initial sales effort in response to an invitation by a client, a specific request for a proposal or at our own initiative. This may be followed by a second phase, during which we work with the client to determine the exact scope and nature of the required services, the proposed solutions and initial transition planning. It is typically only upon the completion of this second phase that a client would decide to retain us. A third phase follows which would involve negotiating the MSA, as well as the initial SOWs. This third phase would also involve detailed planning of the transition of the services as well as the transfer of the knowledge needed to implement the services under such SOWs. The final phase involves commencement of the work and ramping up to meet the agreed upon service levels.

We expend significant time and capital throughout all of these phases. We generally do not receive any revenues or reimbursement of costs until an MSA and one or more SOWs are signed, which as noted above usually occurs sometime in the third phase of the client development effort. We typically begin hiring employees specifically for the services to be provided to a client once the SOW for the services is signed. Because there is no certainty that a new client will retain us, and because the time involved in these initial phases is significant and unpredictable, we may incur expenses for a significant period of time without receiving any revenues.

All costs related to contract acquisition are expensed as incurred and classified as selling, general and administrative expenses. Once a contract is signed, we defer revenues from the transition of services to our Delivery Centers, as well as the related cost of revenue (to the extent of such deferred revenues). We recognize such deferred revenues and related cost of revenue over the period during which we expect to benefit from these costs, which is estimated to be three years.

We price our services under a variety of arrangements, including time and materials contracts and, to a lesser extent, fixed-price contracts. When services are priced on a time and materials basis, we charge the client based on full-time equivalent, or FTE, rates for the personnel who will directly perform the services. The FTE rates are determined on an annual basis, vary by category of service delivery personnel and are set at levels to reflect all our costs, including the cost of supervisory personnel and the allocable portion of other costs, and a margin. In some cases, time and materials contracts are based on hourly rates of the personnel providing the services. Time and materials pricing does not require us to estimate the volume of transactions or other processes that the client expects us to operate.

A small portion of our revenues are derived from fixed-price contracts. Our profitability under a fixed-price contract, as compared to a time and materials contract, is more dependent on our ability to estimate the number of FTEs required to perform the services, the time required to complete the contract and the amount of travel and other expenses that will be incurred in performing that contract. Accordingly, while we may have an opportunity to realize a higher profit, our profitability under each of our fixed-price contracts could also be lower than we expect.

There are a variety of other aspects to our pricing of contracts, many of which represent options from which a client may choose, such as whether the client wants to provide for higher levels of business continuity planning or whether the client wants shared or dedicated support personnel and/or infrastructure. Under most of our MSAs, we are able to share a limited amount of inflation and currency exchange risk when services are priced on a time and materials basis. Many of our MSAs also provide that, under time and materials-based SOWs, we are entitled to retain a portion of certain productivity benefits we achieve, such as those resulting from being able to provide the same volume of services with fewer FTEs. However, some of our SOWs require certain minimum productivity benefits to be passed on entirely to our clients.

Once an MSA and related SOW 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 margins over the life of an MSA and over the life of a particular SOW. This is due to a number of factors. Margins under an MSA can improve to the extent that the time and expense involved in negotiating additional SOWs, transitioning the processes to our Delivery Centers and starting up production are generally less with respect to additional services provided under an MSA than they are with respect to the initial services provided under that MSA. Margins under an MSA or an SOW can improve as a result of the realization of economies of scale as the volume of services increases or the achievement of productivity benefits. Thus, our more mature client relationships typically generate higher margins. A critical part of our strategy is therefore to expand relationships with our clients as a means to increase our overall revenues and improve our margins.

We follow a rigorous review process to evaluate all new business. Each new business proposal typically is reviewed twice by a committee that includes not only our business development and operational employees, but also members of our finance team. In this way, we try to ensure that contract terms meet our pricing and service objectives. See "Business Our New Business Review Process."

Our MSA with GE is for a term ending December 31, 2013. Under this agreement, subject to certain specified adjustments, GE has agreed to provide a minimum annual volume commitment of \$360 million for each of the six years beginning January 1, 2005, subject to certain potential adjustments or credits. Such minimum annual commitment is then reduced in a phased manner for the final three years of the agreement, to \$270 million for 2011, \$180 million for 2012 and \$90 million for 2013. However, the actual level of services purchased in the last two years has exceeded such minimum. GE has the ability to carry forward surpluses of up to 10% of the excess purchases in any year against the minimum commitment requirements in the subsequent two years. The actual amount of purchases in any given year depends on decisions by a variety of business units, and represents the sum of services ordered under more approximately 2,400 SOWs. Our pricing arrangements with GE vary by SOW and include some time and materials contracts and some fixed price contracts. Because of our long-term relationship with GE, the negotiation and implementation of new SOWs often occurs in less time than that required for a new client. Our business from GE comes from a variety of GE's businesses and decisions to use our services are currently, as a general matter, made by a number of people within GE. Therefore, although some decisions may be made centrally at GE, the total level of business we receive generally depends on the decisions of the various operating managers of such businesses. In addition, because our business from GE is derived from a variety of businesses within GE, our exposure to GE is diversified in terms of industry risk. See "Risk Factors GE accounts for a significant portion of our revenues and any loss of business from, or change in our relationship with, GE could have a material adverse effect on our business, results of operations and financial condition" and also "Certain Relationships and Related Party Transactions Our Master Services Agreement with GE."

Our MSA with Genworth provides a minimum volume commitment of \$24 million per year through 2009 and declining amounts per year thereafter through 2012. Most of our other MSAs do not obligate the client to purchase a specified amount of services. The volume of services provided to Global Clients thus depends on the commitments under individual SOWs.

Reimbursements of out-of-pocket expenses received from clients, consisting principally of travel expenses, have been included as part of net revenues from services. Net revenues represent revenues less certain business taxes we pay in Hungary and China.

Classification of certain net revenues. Our net revenues are classified as net revenues from a significant shareholder (which is GE), net revenues from Global Clients and other net revenues. Net revenues from Global Clients consist of revenues from services provided to all clients other than GE and the companies in which GE owns 20% or more of the stock. Revenues from Global Clients in 2005 and 2006 include revenues from two former GE-owned insurance businesses. These businesses were wholly-owned by GE in the beginning of 2004, but GE gradually divested its interest in these businesses in 2004, 2005 and 2006. After GE ceased to own at least 20% of such businesses, we began to treat the revenues from those businesses as Global Client net revenues, in each case from the date that GE ceased to be a 20% shareholder. Those two businesses generated total revenues of \$42.0 million in 2004, all of which were classified as GE revenues; a total of \$47.4 million in 2005, of which \$44.8 million were GE revenues and \$2.6 million were Global Client revenues; and a total of \$46.4 million in 2006, of which \$7.0 million were GE revenues and \$39.3 million were Global Client revenues. We have continued to perform services for such businesses following their divestiture by GE even though they were not obligated by the GE MSA to continue to use our services. We entered into new MSAs with respect to one such business following its divestment by GE and agreed with the other to continue to work pursuant to the terms agreed to by GE.

In addition, our income statement for the year ended December 31, 2004 includes \$23.8 million of revenues pursuant to a contract with a division of GE which was not assigned to GGH in the 2004 Reorganization. We refer to such 2004 revenues as the "Unassigned Revenues," because we did not continue to receive revenues under this contract following the 2004 Reorganization. Because our net revenues excluding the Unassigned Revenues is not a U.S. GAAP number, a reconciliation is presented in the table below.

	Year Ended December 31,		
	2004	2005	2006
	(dollars in millions)		
Net revenues GE	\$ 408.9	\$ 449.7	\$ 453.3
Less: Unassigned Revenues	23.8		
Net revenues GE (excluding Unassigned Revenues)	385.1	449.7	453.3
Net revenues Global Clients	20.3	42.2	158.3
Other revenues			1.5
Total net revenues (excluding Unassigned Revenues)	\$ 405.4	\$ 491.9	\$ 613.0

In addition to our revenues from GE and our revenues from Global Clients, our Genpact Mortgage Services subsidiary had \$1.5 million in revenues in 2006 from interest income on mortgage loans that it funded directly and held for sale, typically on a short-term basis. The primary activity of this subsidiary, which we acquired in 2006, consists of mortgage loan application processing for mid-size financial institutions. Funding and secondary remarketing of loans is not part of our business plan for this unit, and on June 1, 2007 we ceased funding new mortgage loans. See " Quantitative and Qualitative Disclosures about Market Risk Credit Risk."

Expenses. Personnel expenses are the major component of both our cost of revenue and selling, general and administrative expenses. Personnel expenses include salaries and benefits as well as costs related to recruiting, training and retention. Our industry is labor intensive. Wage levels in the countries in which our Delivery Centers are located have increased in recent years and we expect such increases to continue for the foreseeable future. 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 our

attrition rate, and delivering productivity. We try to control increases in entry-level wages by implementing innovative recruiting policies, emphasizing training and promotion opportunities and maintaining an attractive work atmosphere and company culture. We have succeeded at keeping our entry-level wages in India, where most of our employees are located, at a relatively constant level for the past three years, but there is no assurance we can continue to do so. See "Risk Factors Wage increases in the countries in which we have operations may prevent us from sustaining our competitive advantage and may reduce our profit margin." Effective training allows us to expand the pool of potential applicants and to upgrade our employees' skill levels so that employees may take on higher value-added tasks over time. By emphasizing training and promotion, we seek to create opportunities for employees to increase their salaries without increasing wage scales. In planning our expansion of capacity, we look for locations that help us ensure global delivery capability while helping us control average salary levels. In India and elsewhere where we may open multiple locations, 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 have the ability to 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 recruiting 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 "Risk Factors Wage increases in the countries in which we have operations may prevent us from sustaining our competitive advantage and may reduce our profit margin."

Personnel expenses includes compensation, benefits and share options, and are allocated between cost of revenue and selling, general and administrative expenses based on the classification of the employee. Personnel expenses for employees who are directly responsible for performance of services, their supervisors and certain support personnel who may be dedicated to a particular client are included in cost of revenue. Personnel expenses for senior management employees who are not dedicated to a particular client, business development personnel and other personnel involved in support functions are included in selling, general and administrative expenses.

Our operational expenses include facilities maintenance expenses, travel and living costs, communications expenses and other costs. Travel and living costs, which represent the costs of travel, accommodation and meals of employees while traveling for business, are allocated between cost of revenue and selling, general and administrative expenses based on the allocation of the personnel expenses of the employee incurring such costs. Facilities maintenance, certain communication costs and certain other operational costs are allocated between cost of revenue and selling, general and administrative expenses in the same proportions as the allocation of our employees by headcount. Our depreciation and amortization expense is similarly allocated by headcount.

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, their supervisors and certain support personnel who may be dedicated to a particular client.

The operational expenses included in cost of revenue include a portion of our facilities maintenance expenses, travel and living expenses, communication expenses and certain other expenses. As noted above, facilities maintenance expenses, certain communication expenses and certain other expenses are allocated between cost of revenue and selling, general and administrative expenses based on headcount. Travel and living expenses are included in cost of revenue if the personnel expenses for the employee incurring such expense is included in cost of revenue. The operational expenses component of cost of revenue also includes consulting charges, which represent the cost of third-party software and other consultants that we may retain for particular services. Cost of revenue also includes a portion of our depreciation and amortization expense, which is allocated between cost of revenue and selling, general and administrative expenses based on headcount.

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 support personnel relative to the number of employees who are performing services declines. 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, or SG&A, expenses are primarily comprised of personnel expenses for senior management, business development personnel and other support personnel who are not dedicated to particular clients. The operational costs component of SG&A expenses includes travel and living costs for such personnel, as well as a portion of our total facilities maintenance expenses, certain communication expenses and certain other expenses. Such portion of such costs is equal to the percentage of our total employees, by headcount, whose compensation cost is classified as SG&A expenses. The operational costs component of SG&A expenses also includes professional fees, which represent the costs of third party legal, tax, accounting and other advisors. SG&A expenses also include a portion of our depreciation and amortization expense, which is allocated between cost of revenue and selling, general and administrative expenses based on headcount.

The percentage of net revenue represented by our SG&A expenses increased significantly in 2005 and 2006 in connection with the separation of our company from GE and the expansion and diversification of our client base. As discussed above, since January 1, 2005, we have incurred significant expenses to expand the various administrative and support functions we needed to operate as an independent company. Since our separation from GE, we also significantly enhanced our business development capabilities. In many areas, we scaled up our operations in advance of securing new business, so that we would have the infrastructure and support capable of managing the new business. As a public company, we will also incur expenses in relation to compliance with the provisions of the United States securities laws, including in particular the Sarbanes-Oxley Act of 2002, as well as stock exchange requirements, which will be included as SG&A expenses.

Foreign exchange (gains) losses, net. Foreign exchange (gains) losses, net, consists of gain or loss on derivative contracts that hedge our foreign currency exposure and foreign currency transaction gains or losses. See note 2(j) of the notes to the Consolidated Financial Statements. See " Quantitative and Qualitative Disclosures about Market Risk Foreign Currency Risk."

Approximately 85% of our revenues were paid in U.S. dollars in fiscal 2006. We also received payments in euros, U.K. pounds sterling and Japanese yen. Our costs are primarily in Indian rupees, as well as in U.S. dollars, Chinese renminbi and the currencies of the other countries in which we have operations. While many of our contracts provide for limited sharing of the risk of inflation and fluctuations in currency exchange rates, we bear a substantial part 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 discussion of wage inflation under " Expenses" above. We enter into forward currency contracts to hedge most of our Indian rupee-U.S. dollar and our Chinese renminbi-Japanese yen currency exposure, which are generally designed to qualify for hedge accounting. 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. Our foreign exchange (gains) losses, net, includes realized gain or loss on derivative contracts that qualify for hedge accounting and mark to market gain or loss on other derivatives. The effective portion of the mark to market gains and losses on qualifying hedges is deferred and recorded as a component of accumulated other comprehensive income until the transactions occur and is then recognized in the consolidated statements of income. Typically, with respect to the hedged portion of our Indian rupee-U.S. dollar exposure, and to a lesser extent with other currency exposures, the effect of foreign exchange rate fluctuations in a given period on our cost of revenue and selling, general and administrative expenses may be offset to the extent we are hedged by the effect on our foreign exchange (gains) losses, net. For example, an appreciation of the Indian rupee relative to the U.S. dollar may cause our costs relative to our net revenues to increase, but we may realize a foreign exchange gain when our hedges with respect to such cash flows are terminated.

Other income (expense). Other income (expense), net consists primarily of interest expense on indebtedness. It also includes realized and unrealized gain or loss on interest rate swaps. We have entered into interest rate swaps with respect to the floating rate interest exposure on our long-term debt. Other income (expense) also includes interest income on intercorporate deposits.

Income taxes. We are incorporated in Bermuda and have operations in many countries. Our effective tax rate has varied and will, in the future, vary from year to year based on the tax rate in our jurisdiction of organization, the geographical source of our revenues and the tax rates in those countries, the tax relief and incentives available to us and the financing and tax planning strategies employed by us.

Luxembourg taxes. Since December 30, 2004, our parent company, Genpact Global Holdings, or GGH, has been organized in Luxembourg, as an investment company in risk capital, in the form of a private limited liability company or SICAR S.à.r.l. under the law dated June 15, 2004 of the Grand Duchy of Luxembourg, or the SICAR law. Under the SICAR law, GGH is not subject to income tax on any income attributable to its investments in its subsidiaries and other income attributable to investments in risk capital and is not required to withhold any taxes on distributions paid to its shareholders. Our parent company will be organized in Bermuda upon the consummation of the 2007 Reorganization. See "Prospectus Summary The Company The 2007 Reorganization." Bermuda does not impose any income tax on us.

Indian taxes. Under the Indian Income Tax Act, 1961, our Delivery Centers in India, from which we derived 66% of our revenues in 2006, benefit from a ten-year holiday from Indian corporate income taxes in respect of their export income, as defined in the legislation. This holiday is available for a period of ten consecutive years beginning in the year in which each Delivery Center commenced operations, but in no case extending beyond March 31, 2009. Our Indian operations began taking advantage of the tax holiday in the Indian fiscal year ended March 31, 1998, with additional Delivery Centers added in subsequent years. Consequently, the tax holiday expires with respect to our Indian operations beginning with the year ended March 31, 2007 and through the year ending March 31, 2009.

As a result of the tax holiday, our income tax expense with respect to our Indian operations in 2006 was \$0.6 million and was also minimal in prior years. In the absence of this tax holiday, income derived from our India operations would be taxed up to the maximum tax rate generally applicable to Indian enterprises which, as of December 31, 2006, was 33.66%. This would have resulted in substantially higher income tax expense than we actually incurred. The tax holiday enjoyed by our Delivery Centers in India expires in stages, on March 31 in each of 2007 (in respect of approximately 35% of our Indian operations), 2008 (in respect of approximately 15% of our Indian operations) and 2009 (in respect of the balance of our Indian operations), depending in each case on when each Delivery Center commenced operations. When our Indian tax holiday expires or terminates, our Indian tax expense will materially increase and thus our after-tax profitability will be reduced, unless we can obtain comparable benefits under new legislation or otherwise reduce our tax liability.

The SEZ legislation introduced a separate new 15-year tax holiday scheme for operations established in designated special economic zones, or SEZs. Under the SEZ legislation, qualifying operations are eligible for a deduction from taxable income equal to (i) 100% of their profits or gains derived from the export of services for the first five years from the commencement of operations; (ii) 50% of such profits or gains for the next five years; and (iii) 50% of such profits or gains for a further five years, subject to the creation of a "Special Economic Zone Re-investment Reserve Account," to be utilized only for acquiring new plant or machinery, or for other business purposes not including the distribution of dividends. This holiday is available only for new business operations that are conducted at qualifying SEZ locations and is not available to operations formed by splitting up or reconstructing existing operations or transferring existing technology infrastructure to new locations. See "Risk Factors Over the next few years we will lose certain tax benefits provided by India to companies in our industry and it is not clear whether new tax policies will provide equivalent benefits and incentives."

We are currently in the process of establishing, subject to regulatory approvals, new Delivery Centers in four cities in India that would be eligible for these benefits. We do not presently know what percentage of our operations or income in India will be eligible for a tax holiday under the SEZ legislation, as it will depend on how much of our business can be conducted at the qualifying locations, and on how much of such business is considered new business under the SEZ legislation. Also, because this is new legislation

that is in the process of being implemented, there is continuing uncertainty as to the interpretation of the law and the ability to obtain the required governmental and regulatory approvals. This uncertainty may delay implementation of our proposed SEZ sites. In view of the above, we expect that our effective tax rate will increase over the next few years and that such increase may be material.

The Government of India may assert that certain of our clients have a "permanent establishment" in India 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.

The Government of India has recently enacted a fringe benefit tax on the exercise of share options granted to employees based in India. This tax is payable by the issuer of the share options and recoverable at the option of the issuer from its employees. The implementation rules have not yet been enacted. We are analyzing the consequences of this tax upon our Indian operations, including the applicability to existing outstanding options. Depending upon the final rules, this tax may materially and adversely impact our results of operations, although it would not affect cash flow if fully recovered from employees.

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. 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 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 in other countries, including China, Hungary, Mexico, the Netherlands, the Philippines, Romania, Spain, 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. We have moved certain of our marketing operations from Luxembourg to the United States effective January 31, 2007, which may result in an increase in taxes on income attributable to such operations.

The Government of China has recently enacted amendments to the tax laws applicable to our operations that would increase the applicable tax rate from 15% to 25%, subject to certain grandfathering provisions. Depending upon the final application of these proposals and the growth of our business in China, the effect on our overall tax rate could be material.

Our ability to repatriate surplus earnings from our Delivery Centers in a tax-efficient manner is dependent upon interpretations of local law, 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. Through the period ended December 30, 2004, we have an indemnity from GE for any additional taxes attributable to periods prior to the 2004 Reorganization.

The 2004 Reorganization

As noted above, the 2004 Reorganization was consummated on December 30, 2004, pursuant to which we became an independent company. The 2004 Reorganization has been accounted for under the purchase method under SFAS 141 *Business Combination* which resulted in a new basis of accounting. The total purchase consideration was \$780 million. The allocation of the total consideration to the fair values of the net assets acquired resulted in goodwill of \$485.2 million and intangible assets of \$223.5 million. The intangible assets are being amortized over periods ranging from 1-10 years. As a result, for periods after

December 31, 2004, we have had, and will continue to have, significant non-cash charges related to the amortization of such intangible assets. See notes 1 and 10 of the notes to the Consolidated Financial Statements.

In connection with the 2004 Reorganization, we incurred indebtedness of \$180 million, of which \$156.9 million was paid to various GE entities to acquire the operations in India, Mexico, China, the United States and elsewhere that then constituted our business.

Prior to the 2004 Reorganization, the financial statements of the various entities were presented on a combined basis as all the entities were under the common control of GE. Because the application of purchase accounting in connection with the 2004 Reorganization created a new basis of accounting, the financial statements and financial data in this prospectus for periods prior to the 2004 Reorganization are not directly comparable to those for periods after December 31, 2004. See also note 1 of the notes to the Consolidated Financial Statements.

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 or other assets as consideration. In March 2007, we acquired E-Transparent B.V. and certain related entities, which are controlling partners in a partnership known as ICE, for cash consideration of euro 11.7 million and 1,442,316 common shares of Genpact Limited (after giving effect to the 2007 Reorganization). Certain partners, which we refer to as the Continuing Partners, retained an equity interest in ICE. As a result there is a minority interest in our income statement commencing with the first quarter of 2007, the size of which varies from period to period depending on the contribution of ICE to our results as well as the portion of the ICE business that relates to the Continuing Partners' activities. In connection with the ICE transaction we will be obligated to pay the sellers of E-Transparent B.V. and related entities an additional cash amount in 2009 not to exceed euro 15.6 million if certain profitability targets are met. In August 2006, we acquired MoneyLine Lending Services, Inc., or MoneyLine, (now called Genpact Mortgage Services), a provider of mortgage origination and fulfillment services, for cash consideration of approximately \$14.3 million. We will be obligated to pay the sellers of MoneyLine an additional cash amount in 2008 not to exceed \$10 million if certain revenue and profitability targets are met. In August 2005, we acquired all the outstanding capital stock of Creditek Corporation, which provided us with an order-to-cash and receivables management business, for cash consideration of approximately \$14.4 million. All three acquisitions were accounted for under the purchase method of accounting and, accordingly, the results of operations of these acquisitions are reflected in our financial statements from the respective dates of acquisition.

Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based upon the financial statements included in this prospectus, which have been prepared in accordance with U.S. GAAP. The notes to the financial statements contain a summary of our significant accounting policies. Set forth below are our critical accounting policies under U.S. GAAP.

Revenue recognition. As discussed above, we derive revenues from our services which are provided on a time and materials and a fixed-price basis. Revenues derived from time-and-materials contracts are recognized as the related services are performed. In the case of fixed-price contracts, including those for application maintenance and support services, revenues are recognized ratably over the term of the contracts. Revenues with respect to fixed-price contracts for development of software are recognized on a percentage of completion basis. This method of revenue recognition has been used because management considers this to be the best available measure of progress on these contracts as there is a direct relation between input and productivity.

For our time and materials contracts, we generally do not recognize revenue until an MSA or SOW are signed. If we receive a cash payment in respect of services prior to the time a contract is signed, we recognize this as an advance from a client until such time as the contract is signed, when it becomes revenue.

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We defer the revenues that are for the transition of services to our Delivery Centers (which revenues may include reimbursement of transition costs) and the related costs (up to the extent of the deferred revenues) over the period during which we expect to benefit from these costs, which is estimated to be three years.

Our accounts receivable include amounts for services that we have performed and for which an invoice has not yet been issued to the client. We follow a 30-day billing cycle and, as such, there may be at any point in time up to 30 days of revenues which we have accrued but not yet billed.

Business combinations, goodwill and other intangible assets. Statement of Financial Accounting Standards (SFAS) No. 141, Business Combinations requires that the purchase method of accounting be used for all business combinations. SFAS No. 141 specifies criteria as to intangible assets acquired in a business combination that must be recognized and reported separately from goodwill. In accordance with SFAS No. 142, Goodwill and Other Intangible Assets, all assets and liabilities of the acquired businesses including goodwill are assigned to reporting units.

Goodwill represents the cost of the 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 September 30, relying on a number of factors including operating results, business plans and future cash flows. Recoverability of goodwill is evaluated using a two-step process. The first step involves a comparison of the fair value of a reporting unit with its carrying value. If the carrying amount of the reporting unit exceeds its fair value, the second step of the process involves a comparison of the fair value and carrying value of the goodwill of that reporting unit. If the carrying value of the goodwill of a reporting unit exceeds the fair value of that goodwill, an impairment loss is recognized in an amount equal to the excess. Goodwill of a reporting unit will be tested for impairment 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.

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

Customer-related intangible assets	3-10 years
Marketing-related intangible assets	1-5 years
Contract-related intangible assets	1 year

The intangible assets are amortized using a discounted cash flow method in each period which reflects the pattern in which their economic benefits are consumed or otherwise used up.

Derivative instruments and hedging activities. We enter into forward foreign exchange contracts to mitigate the risk of changes in foreign exchange rates on inter-company transactions and forecasted transactions denominated in foreign currencies. Certain of these transactions meet the criteria for hedge accounting as cash flow hedges under SFAS 133. Changes in the fair values of these hedges are deferred and recorded as a component of accumulated other comprehensive income until the hedged transactions occur and are then recognized in the statement of income. Changes in the fair value for other derivative contracts and the ineffective portion of hedging instruments are recognized in the statement of income of each period and are included in foreign exchange (gains) losses, net.

Income taxes. Under SFAS No. 109, deferred tax assets and liabilities were recognized for future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their tax bases and operating losses carried forward, if any. Deferred tax assets and liabilities were measured using legislatively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates was recognized in income in the period that included the legislative enactment date. Deferred tax assets were recognized in full, subject to a valuation

allowance that reduced the amount recognized to that which was more likely than not to be realized. In assessing the likelihood of realization, we considered estimates of future taxable income. In the case of an entity which benefits from a corporate tax holiday, deferred tax assets or liabilities for existing temporary differences were recorded only to the extent such temporary differences were expected to reverse after the expiration of the tax holiday.

We also evaluate potential exposures related to tax contingencies or claims made by the tax authorities in various jurisdictions and determine if a reserve is required. A reserve is recorded if we believe that a loss is probable and the amount can be reasonably estimated. These reserves are based on estimates and subject to changing facts and circumstances considering the progress of ongoing audits, case law and new legislation. We believe that the reserves established are adequate in relation to any possible additional tax assessments.

Stock-Based compensation expense. Prior to January 1, 2006, we accounted for stock options granted under our stock option plan pursuant to the minimum value method of FASB Statement No. 123 "Accounting for Stock Based Compensation." Under this method, volatility is assumed to be zero and the option value is determined based on the expected term and the estimated rate of interest as reduced by the expected dividend yield.

Effective January 1, 2006, we adopted FASB Statement No. 123(R) which replaces Statement No. 123 and requires that all stock based compensation be recognized as an expense in the financial statements and that such cost be measured at the fair value of the award. We adopted this statement using the prospective method of application and therefore prior year financial statements were not restated. Compensation expense for stock options is recorded as part of cost of revenue and selling, general and administrative expenses depending on the classification of the compensation expense generally for the individual who received the options.

Results of Operations

The following table sets forth certain data from our income statement in absolute amounts and as a percentage of net revenues for the years ended December 31, 2004, 2005 and 2006 and for the three months ended March 31, 2006 and 2007.

	Year Ended December 31,						Quarter Ended,			
	2004		2005		2006		March 31, 2006		March 31, 2007	
	(dollars in millions)									
Net revenues GE	\$ 408.9	95.3%	\$ 449.7	91.4%	\$ 453.3	73.9%	\$ 109.7	83.1%	\$ 120.8	68.6%
Net revenues Global Clients	20.3	4.7%	42.2	8.6%	158.3	25.8%	22.2	16.9%	54.3	30.8%
Other revenues					1.5	0.2%			1.0	0.5%
Total net revenues	429.1	100%	491.9	100%	613.0	100%	131.9	100%	176.0	100%
Cost of revenue	263.6	61.4%	304.0	61.8%	360.9	58.9%	78.0	59.1%	109.9	62.4%
Gross profit	165.5	38.6%	187.9	38.2%	252.2	41.1%	53.9	40.9%	66.1	37.6%
Operating expenses										
Selling, general and administrative expenses	76.3	17.8%	117.5	23.9%	159.2	26.0%	36.1	27.4%	48.8	27.7%
Amortization of acquired intangible assets			47.0	9.6%	41.7	6.8%	11.0	8.4%	9.0	5.1%
Foreign exchange (gains) losses, net	7.3	1.7%	12.8	2.6%	13.0	2.1%	3.7	2.8%	(1.7)	0.9%
Other operating income			(6.2)	1.3%	(4.9)	0.8%	(1.1)	0.9%	(0.6)	0.3%
Income from operations	81.9	19.1%	16.9	3.4%	43.2	7.0%	4.2	3.2%	10.6	6.0%
Other income (expense), net	8.2	1.9%	(6.1)	1.2%	(9.2)	1.5%	(0.6)	0.4%	(3.6)	2.0%
Income before share of equity in earnings/loss of affiliate, minority interest and income taxes	90.2	21.0%	10.7	2.2%	33.9	5.5%	3.6	2.8%	7.0	4.0%
Equity in (earnings)/loss of affiliate									0.1	0.0%
Minority interest									0.9	0.5%
Income taxes expense (benefit)	6.7	1.6%	(6.4)	1.3%	(5.9)	1.0%	(1.4)	1.1%	4.2	2.4%

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	Year Ended December 31,				Quarter Ended,					
Net income	\$ 83.4	19.4%	\$ 17.1	3.5%	\$ 39.8	6.5%	\$ 5.1	3.8%	\$ 1.8	1.1%

Fiscal Quarter Ended March 31, 2007 Compared to Fiscal Quarter Ended March 31, 2006

Net Revenues. Our net revenues increased by \$44.1 million or 33.4%. This increase resulted from increased net revenues from GE and Global Clients.

Net revenues from GE increased by \$11.1 million or 10.1%. This was attributable primarily to entering into new SOWs and to a lesser extent an increase in the services provided under existing SOWs. While net revenues from GE grew in absolute terms, such net revenues declined as a percentage of our total net revenues from 83.1% in the first quarter of 2006 to 68.6% in the first quarter of 2007, due to growth in revenues from our Global Clients.

Net revenues from Global Clients increased by \$32.0 million or 143.9%. This increase resulted from revenues from several new Global Clients with which we entered into MSAs in 2006 as well as an increase in revenues from existing Global Clients under existing MSAs. In addition, a portion of the overall increase was attributable to our acquisition of MoneyLine in August, 2006 and our acquisition of ICE in March 2007 (approximately \$2.6 million and \$3.0 million of net revenues, respectively). As a percentage of total net revenues, net revenues from Global Clients increased from 16.9% in the first quarter of 2006 to 31.3% in the first quarter of 2007.

Cost of Revenue. The following table sets forth the components of our cost of revenue in absolute amounts and as a percentage of net revenues:

	Quarter Ended March 31,			
	2006		2007	
	(dollars in millions)			
Personnel expenses	\$ 48.9	37.1%	\$ 66.8	38.0%
Operational expenses	23.4	17.8%	34.4	19.6%
Depreciation and amortization	5.7	4.3%	8.7	4.9%
Cost of revenue	\$ 78.0	59.1%	\$ 109.9	62.4%

Cost of revenue increased by \$31.9 million or 40.9%. As a percentage of net revenues, cost of revenue increased from 59.1% to 62.4%. The largest component of the increase in cost of revenue was personnel expenses which increased by \$17.9 million, or 36.6%. Such increase reflected the general growth of our business including a faster rate of growth in business delivered from Europe and North America where compensation costs are higher. This was largely due to the acquisition of MoneyLine in August 2006 and ICE in March 2007, as well as internal growth. Personnel expenses as a percentage of net revenues increased from 37.1% in the first quarter of 2006 to 38.0% in the first quarter of 2007.