Genpact LTD
Form DEF 14A
April 10, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant   Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Pursuant to §240.14a-12

GENPACT LIMITED

(Name of Registrant as Specified In Its Charter)

None

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.
Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

April 10, 2017

Dear Fellow Shareholder:

I am pleased to invite you to attend the 2017 Annual General Meeting of Shareholders of Genpact Limited to be held on Tuesday, May 9, 2017 at 3300 Hillview Avenue, Palo Alto, California 94304. The Annual General Meeting will begin at 10 a.m. local time.

The enclosed Notice of our 2017 Annual General Meeting and Proxy Statement provide important information about the matters to be considered and voted upon at the annual meeting. We hope that you will read the enclosed materials and submit your voting instructions by proxy. Voting by proxy will ensure your representation at the annual meeting even if you are unable to attend in person. The Board of Directors recommends that you vote FOR each director nominee included in Proposal No. 1, FOR Proposal Nos. 2, 4 and 5, and ONE YEAR with respect to the say-on-frequency proposal, Proposal No. 3 included in the enclosed notice.

Your vote is very important to us. Whether or not you plan to attend the annual meeting, we ask that you vote as soon as possible. Please review the instructions on the enclosed proxy card regarding each of your voting options.

Thank you for your ongoing support of and continued interest in Genpact.

Sincerely,

N.V. “Tiger” Tyagarajan

President and Chief Executive Officer

NOTICE OF 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Date:	Tuesday, May 9, 2017
Time:	10 a.m. local time
Location:	3300 Hillview Avenue, Palo Alto, California 94304

Meeting Agenda

(1) Elect eleven (11) directors to hold office until the next annual election or the election and qualification of their successors;
(2) Approve, on a non-binding, advisory basis, the compensation of our named executive officers;
(3) Recommend, in a non-binding, advisory vote, whether a non-binding, advisory shareholder vote to approve the compensation of our named executive officers should occur every one, two or three years;
(4) Ratify and approve the adoption of the Genpact Limited 2017 Omnibus Incentive Compensation Plan;
(5) Ratify and approve the appointment of KPMG as our independent registered public accounting firm for the fiscal year ending December 31, 2017; and
(6) Transact such other business as may properly come before the annual meeting or any adjournment thereof.

The Board recommends that you vote “FOR” each director nominee included in Proposal No. 1, “FOR” Proposal Nos. 2, 4 and 5, and “ONE YEAR” for Proposal No. 3. The full text of these proposals is set forth in the accompanying proxy statement.

Voting Instructions

Shareholders of record at the close of business on March 3, 2017 are entitled to vote at the annual meeting.

Your vote is important regardless of the number of shares you own. Whether you expect to attend the annual meeting or not, please complete, sign, date and promptly return the enclosed proxy card in the postage-prepaid envelope we have provided. You can also submit your proxy to vote your shares over the Internet as provided in the instructions set forth on the proxy card. Your prompt response will ensure that your shares are represented at the annual meeting. You can change your vote and revoke your proxy at any time before the polls close at the annual meeting by following the procedures described in the accompanying proxy statement.

Please let us know if you plan to attend the Annual Meeting.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be held on May 9, 2017: The Company’s proxy statement and annual report on Form 10-K are available at www.genpact.com.

By order of the Board of Directors,

Victor F. Guaglianone

Corporate Secretary

April 10, 2017

Table of Contents

PROXY STATEMENT FOR ANNUAL GENERAL MEETING OF SHAREHOLDERS

GENPACT LIMITED

Canon’s Court

22 Victoria Street

Hamilton HM 12

Bermuda

May 9, 2017

This proxy statement contains information about the 2017 Annual General Meeting of Shareholders of Genpact Limited, which we refer to in this proxy statement as the “annual meeting” or the “meeting.” The annual meeting will be held on Tuesday, May 9, 2017, at 3300 Hillview Avenue, Palo Alto, California 94304. The annual meeting will commence at 10 a.m. local time.

This proxy statement is furnished by the board of directors of Genpact Limited, which is also referred to as “Genpact” or the “Company” in this proxy statement, in connection with the solicitation of proxies for use at the annual meeting and at any adjournment of the annual meeting. All proxies will be voted in accordance with the instructions they contain. If no instruction is specified on a proxy, it will be voted in accordance with the recommendation of our board of directors. The board of directors recommends that you vote FOR each director nominee included in Proposal 1, FOR Proposals 2, 4 and 5, and ONE YEAR for Proposal 3. A shareholder may revoke any proxy at any time before it is exercised by giving our Secretary written notice to that effect either before or at the annual meeting by signing and submitting another proxy with a later date or by attending the meeting in person and voting such holder’s shares.

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 is being mailed to shareholders with the Notice of 2017 Annual General Meeting and this proxy statement on or about April 12, 2017.

A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 as filed with the United States Securities and Exchange Commission (the “SEC”), except for exhibits, will be furnished without charge to any shareholder upon written request to us c/o Genpact LLC, 1155 Avenue of the Americas, 4th Floor, New York 10036, Attention: Corporate Secretary.

Corporate Governance

OVERVIEW

We believe that good corporate governance is important to ensure that Genpact is managed for the long-term benefit of its shareholders. The board of directors has adopted corporate governance guidelines to assist the board in the exercise of its duties and responsibilities and to serve the best interests of our Company and our shareholders. These guidelines, which provide a framework for the conduct of the board's business, provide, among other things, that:

- the principal responsibility of the directors is to exercise their business judgment to promote the long-term interests of the Company's shareholders by providing strategic direction to the Company and overseeing management in the performance of the Company's business activities;
- additional responsibilities include reviewing, approving and monitoring significant financial and business strategies as developed by management, evaluating the performance of the Company and its executive officers, approving CEO succession plans and reviewing and approving material transactions and corporate activities not entered into in the ordinary course of business;
- a majority of the members of the board of directors shall be independent directors;
- the independent directors shall meet at least twice a year in executive session;
- directors shall have full and free access to management and, as necessary and appropriate, independent advisors; and
- at least annually, the nominating and governance committee shall oversee a self-evaluation of the board of directors to determine whether the board of directors and its committees are functioning effectively.

You can obtain the current charters for our audit committee, compensation committee and nominating and governance committee, our Corporate Governance Guidelines and our Code of Ethical Business Conduct at www.genpact.com or we will send you a copy upon request in writing to:

Genpact LLC

1155 Avenue of the Americas, 4th Floor

New York, New York 10036

Attention: Corporate Secretary

SHAREHOLDER RIGHTS

Among our corporate governance policies and practices designed to ensure that our shareholders' best interests are served are the following:

- We have issued only one class of shares, and each common share entitles the holder to one vote on any matter requiring shareholder approval.
- Subject to certain supermajority requirements described below, our bye-laws may be revoked, altered or amended only with the approval (i) first of the board of directors and, (ii) after the board's approval and recommendation of such action to the shareholders, by a simple majority of the combined voting power of all shareholders entitled to vote on such revocation, alteration or amendment.
- Our bye-laws do not contain supermajority voting requirements except (i) to alter the manner in which the bye-laws may be amended or revoked, (ii) to alter the rights of any class of shares issued and outstanding and (iii) to amend the bye-law defining the events that vacate the office of any sitting director.

- Shareholders collectively holding more than 10% of our share capital have the right to call special general meetings.
- We do not have a “staggered” board. All of our directors serve one-year terms and are subject to re-election at each annual meeting.

See “Important Information about the Annual General Meeting and Voting—How and when may I submit a shareholder proposal, including a shareholder nomination for director, for the 2018 annual general meeting?” on page 64 for information about submitting proposals for consideration at our next annual meeting. See also the section titled “Director Nomination Process” below for information about how to propose a director nominee for election to our board.

DIRECTOR INDEPENDENCE

Pursuant to the corporate governance listing standards of the New York Stock Exchange (“NYSE”), a director employed by us cannot be deemed to be an “independent director,” and consequently Mr. Tyagarajan is not an independent director. The board has determined that none of the other current directors has a material relationship with us for purposes of the NYSE corporate governance listing standards and accordingly each is independent under such NYSE standards. In making its independence determinations, the board considered the relationship between our Company and Bain Capital, as affiliates of Bain Capital own approximately 29% of our outstanding common shares, the fact that Messrs. Chandra, Humphrey, Nunnelly and Verdi serve on our board as designees of Bain Capital pursuant to the terms of our shareholder agreement with affiliates of Bain Capital, and the fact that Messrs. Chandra and Humphrey are managing directors of Bain Capital.

DIRECTOR NOMINATION PROCESS

In considering whether to recommend any particular candidate for inclusion in the board of directors’ slate of recommended director nominees, the nominating and governance committee applies the criteria set forth in our Corporate Governance Guidelines. These criteria include the candidate’s integrity, knowledge of our business and industry, experience, diligence, absence of any conflicts of interest and the ability to act in the interests of all shareholders. The committee does not assign specific weights to particular criteria and no particular criterion is a prerequisite for each prospective nominee. We believe that the backgrounds and qualifications of our directors, considered as a group, should provide a composite mix of experience, knowledge and abilities that will allow the board of directors to fulfill its responsibilities. We do not have a formal or informal diversity policy for board membership, but the nominating and governance committee is committed to considering diversity in accordance with its charter.

Shareholders may recommend individuals to the nominating and governance committee for consideration as potential director candidates by submitting their names, together with appropriate biographical information and background materials and a statement as to whether the shareholder or group of shareholders making the recommendation has beneficially owned more than 5% of our common shares for at least a year as of the date such recommendation is made, to the nominating and governance committee, c/o Genpact LLC, 1155 Avenue of the Americas 4th Floor, New York, NY 10036. Assuming that appropriate biographical and background material has been provided on a timely basis, the committee will evaluate shareholder-recommended candidates by following substantially the same process, and applying substantially the same criteria, as it follows for candidates submitted by others.

MEETINGS OF THE BOARD OF DIRECTORS

The board of directors has responsibility for establishing broad corporate policies and reviewing our overall performance rather than day-to-day operations. The board of directors’ primary responsibility is to oversee the management of Genpact and, in so doing, serve the best interests of the Company. Subject to the recommendations of the nominating and governance committee, the board of directors selects, evaluates and provides for the succession of executive officers, and the board of directors nominates for election at annual general shareholder meetings individuals to serve as directors of Genpact and elects individuals to fill any vacancies on the board of directors to the extent not filled by shareholders in general meetings. It reviews and approves corporate objectives and strategies, and evaluates significant policies and proposed major commitments of corporate resources. Management keeps the directors informed of Company activity through presentations at board of directors and committee meetings.

The board of directors met, in person or telephonically, 6 times in 2016. During 2016, each of our directors attended 75% or more of the total number of meetings of the board of directors and the committees of which such director was a member during the period of time he or she served on such committee. Our Corporate Governance Guidelines set forth our policy that directors are expected to attend annual general meetings of shareholders. All of our directors serving in such capacity at the time of the 2016 annual meeting attended the 2016 annual meeting either in person or remotely.

COMMITTEES OF THE BOARD OF DIRECTORS

The board of directors has standing audit, compensation and nominating and governance committees. Each committee has a charter that has been approved by the board of directors. Each committee must review the appropriateness of its charter and perform a self-evaluation at least annually. Mr. Tyagarajan is the only director who is an employee of Genpact, and he does not participate in any meeting, or portions of any meeting, at which his compensation or performance is evaluated. All members of all committees are non-employee directors and the board of directors has determined that all of the members of our three standing committees are independent as defined under the rules of the NYSE, and, in the case of all members of the audit committee, the independence requirements contemplated by Rule 10A-3 under the Exchange Act.

The table below sets forth the committees of our board, the composition of each committee and the number of meetings of each committee during 2016.

	BOARD COMMITTEES		
Board Member	Audit	Compensation	Nominating and Governance
AMIT CHANDRA			M
LAURA CONIGLIARO	M		
CAROL LINDSTROM		M	
JAMES MADDEN		M	C
ALEX MANDL(1)	C		
CECELIA MORKEN	M		
MARK NUNNELLY		C	
ROBERT SCOTT(2)	M	M	M
MARK VERDI	M		
Number of meetings in 2016	8	5	4

M: Member C: Chair

(1) Audit committee financial expert as defined by SEC rules.
(2) Chairman of the board of directors.

The tables below set forth the primary responsibilities of each committee of our board. The lists of responsibilities set forth below are not exhaustive. A complete list of each committee's responsibilities can be found in the charter for each committee, available on our website, www.genpact.com.

Audit Committee

MEMBERS[1]	PRIMARY RESPONSIBILITIES
Alex Mandl (Chair)[2]	Appointing, approving the compensation of, and assessing the independence of our registered independent public accounting firm.
Laura Conigliaro	Overseeing:
CeCelia Morken	• the performance of any registered public accounting firm employed by us to provide audit services, including such firm's qualifications and independence;
Robert Scott	• the quality and integrity of our accounting and reporting practices and controls, including our financial statements and reports;
Mark Verdi	• the performance of our internal audit function; and
	• our compliance with legal and regulatory requirements.
	Preparing an audit committee report as required by the SEC to be included in our annual proxy statement.
	Reporting regularly to our full board of directors with respect to any issues raised by the foregoing.
	Investigating any matter brought to its attention within the scope of its duties and retaining counsel for this purpose where appropriate.

(1) The board has determined that each member of the audit committee meets the financial literacy and independence requirements of the SEC and the NYSE applicable to audit committee members.
(2) Mr. Mandl has been determined to be an "audit committee financial expert," as such term is defined in Item 407(d)(5) of Regulation S-K, and to have accounting or related financial management expertise as required by the NYSE listing standards.

Compensation Committee

MEMBERS[1]	PRIMARY RESPONSIBILITIES
Mark Nunnelly (Chair)	Reviewing our compensation practices and policies, including equity plans.
Carol Lindstrom	Reviewing and approving performance and compensation for our chief executive officer and senior executives.

James Madden Robert Scott	Reviewing and consulting with our chief executive officer concerning selection of officers, performance of individual senior executives and related matters. Reviewing and approving compensation for our directors, including the chairman of the board. Reviewing and discussing the management disclosures in our “Compensation Discussion and Analysis” and recommending to the board whether such disclosures shall be included in the appropriate regulatory filing. Overseeing our equity plans, incentive compensation plans and any such plans that the board may from time to time adopt and exercising all the powers, duties and responsibilities of the board of directors with respect to such plans. Preparing a compensation committee report for inclusion in our proxy statement. Selecting and retaining a compensation consultant and outside advisors to provide independent advice to the committee. Reporting regularly to our full board of directors with respect to any issues raised by the foregoing.

(1) The board has determined that each member of the compensation committee meets the independence requirements of the SEC and NYSE applicable to compensation committee members.

Nominating and Governance Committee

MEMBERS[1]	PRIMARY RESPONSIBILITIES
James Madden (Chair) Amit Chandra Robert Scott	Making recommendations as to the size, composition, structure, operations, performance and effectiveness of our board of directors. Establishing criteria and qualifications for membership on our board of directors and its committees. Assessing and recommending to our board of directors strong and capable candidates qualified to serve on our board of directors and its committees. Developing and recommending to our board of directors a set of corporate governance principles, including independence standards. Conducting an annual review and evaluation of our chief executive officer, our board of directors and our board committees. Overseeing the succession plans for our chief executive officer and senior management. Otherwise taking a leadership role in shaping our corporate governance. Reporting regularly to our full board of directors with respect to any issues raised by the foregoing.

(1) The board has determined that each member of the nominating and governance committee meets the independence requirements of the SEC and NYSE applicable to nominating and governance committee members.

BOARD LEADERSHIP STRUCTURE AND ROLE IN RISK OVERSIGHT

The positions of chairman of the board and Chief Executive Officer have historically been separated at Genpact. Keeping these positions separate allows our Chief Executive Officer to focus on our day-to-day business, while allowing the chairman of the board to lead the board in its exercise of business judgment to promote the long-term interests of our shareholders by providing strategic direction and overseeing management. The Board believes that keeping these positions separate is the appropriate leadership structure for us at this time.

Our management is responsible for risk management on a day-to-day basis, and our board and its committees oversee the risk management activities of management. The Audit Committee assists the board in fulfilling its oversight responsibilities with respect to risk management in the areas of financial reporting, internal controls and compliance with legal and regulatory requirements, and, in accordance with NYSE requirements, discusses policies with respect to risk assessment and risk management. The Compensation Committee assists the board in fulfilling its oversight responsibilities with respect to the management of risks arising from our compensation policies and programs. The Nominating and Governance Committee assists the board in fulfilling its oversight responsibilities with respect to the management of risks associated with board organization, membership and structure, succession planning for our directors and executive officers, and corporate governance.

COMMUNICATING WITH THE INDEPENDENT DIRECTORS

The board of directors will give appropriate attention to written communications that are submitted by shareholders and other interested parties, and will respond if and as appropriate. The nominating and governance committee, with the assistance of the Company's General Counsel, is primarily responsible for monitoring communications from shareholders and other interested parties and for providing copies or summaries to the other directors as its members consider appropriate. Our non-executive chairman, Mr. Scott, serves as the presiding director at all executive sessions of our non-management directors.

Communications will be forwarded to all directors if they relate to important substantive matters and include suggestions or comments that the nominating and governance committee considers to be important for the directors to know. In general, communications relating to corporate governance and corporate strategy are more likely to be forwarded than communications relating to ordinary business affairs, personal grievances and matters as to which the Company may receive repetitive or duplicative communications.

Shareholders and interested parties who wish to send communications on any topic to the board of directors should address such communications to:

Board of Directors

Genpact Limited

c/o Genpact LLC

1155 Avenue of the Americas, 4th Floor

New York, New York 10036

Attention: Corporate Secretary

CODE OF ETHICAL BUSINESS CONDUCT

Our board of directors has adopted a code of ethical business conduct applicable to our directors, officers and employees in accordance with applicable rules and regulations of the SEC and the New York Stock Exchange. The code is posted on our website at www.genpact.com under the heading "Investors—Corporate Governance." We will also provide a copy of the code to shareholders upon request. We disclose any material amendments to our code of ethical business conduct, as well as any waivers for executive officers or directors, on our website.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Our board of directors has adopted written policies and procedures for the review of any transaction, arrangement or relationship in which Genpact Limited is a participant, the amount involved exceeds $1,000,000 (or such lower threshold as our audit committee may from time to time determine), and one of our officers, directors, director nominees or 5% shareholders (or their immediate family members), each of whom we refer to as a "related person," has a direct or indirect material interest.

If a related person proposes to enter into such a transaction, arrangement or relationship, which we refer to as a "related person transaction," the related person must report the proposed related person transaction to our General Counsel. The policy calls for the proposed related person transaction to be reviewed and, if deemed appropriate, approved by the board's audit committee. Whenever practicable, the reporting, review and approval will occur prior to entry into the transaction. If advance review and approval is not practicable, the audit committee will review, and, in its discretion, may ratify the related person transaction. The policy also permits the chair of the audit committee to review and, if deemed appropriate, approve proposed related person transactions that arise between committee meetings, subject to ratification by the audit committee at its next meeting. Any related person transactions that are ongoing in nature will be reviewed annually.

A related person transaction reviewed under the policy will be considered approved or ratified if it is authorized by the audit committee after full disclosure of the related person's interest in the transaction. The audit committee will review and consider such information regarding the related person transaction as it deems appropriate under the circumstances.

The audit committee may approve or ratify the transaction only if the audit committee determines that, under all of the circumstances, the transaction is in the Company's best interests. The audit committee may impose any conditions on the related person transaction that it deems appropriate.

In addition to the transactions that are excluded by applicable SEC rules, the board has determined that the following transactions do not create a material direct or indirect interest on behalf of related persons and, therefore, are not related person transactions for purposes of this policy:

- interests arising solely from the related person's position as an executive officer of another entity (whether or not the person is also a director of such entity) that is a participant in the transaction, where (a) the related person and all other related persons own in the aggregate less than a 10% equity interest in such entity, (b) the related person and his or her immediate family members are not involved in the negotiation of the terms of the transaction and do not receive any special benefits as a result of the transaction, (c) the amount involved in the transaction equals less than the greater of $1 million dollars or 2% of the annual consolidated gross revenues of the other entity that is a party to the transaction, and (d) the amount involved in the transaction equals less than 2% of our annual gross revenues; and a transaction that is specifically contemplated by provisions of our charter or bye-laws.

Shareholder Agreement

The shareholder agreement among us and certain affiliates of Bain Capital provides that Bain Capital is entitled to nominate four persons to our board of directors so long as Bain Capital maintains certain minimum shareholding thresholds and has agreed to vote its shares to elect such persons. The number of directors that Bain Capital is entitled to appoint is reduced if its ownership of our common shares declines below certain levels and such right ceases if such ownership falls below 7.5% of our outstanding common shares, and also may be increased in certain circumstances.

Subject to certain conditions and with certain exceptions, the shareholder agreement grants Bain Capital the right to require us to register for public resale under the Securities Act of 1933 all common shares that it requests be registered. In addition, subject to certain conditions and with certain exceptions, the shareholder agreement grants Bain Capital piggyback rights on any registration for our account or the account of any other holder of our common shares. These rights are subject to certain limitations, including customary cutbacks and other restrictions. In connection with our initial public offering or the other registrations described above, we have and will indemnify any selling shareholders against liabilities resulting from violations of federal or state securities laws by us in connection with any registration statement, prospectus or other disclosure statement used in connection with any registration of our securities and, subject to certain exceptions, we will bear all fees, costs and expenses, except underwriting discounts and selling commissions.

Prior to the one-year anniversary of the date when Bain Capital’s ownership of our common shares falls below 7.5%, Bain Capital is subject to certain restrictions with respect to the acquisition of additional securities of, and certain exercises of control over, including making any offers for the purchase of, the Company. Notwithstanding the foregoing, the shareholder agreement grants Bain Capital the right to maintain its percentage ownership in the event we issue additional securities by purchasing a percentage of any additional securities we issue.

The shareholder agreement also contains provisions regarding corporate opportunities under which directors nominated by Bain Capital pursuant to the shareholder agreement are not required to present to us certain corporate opportunities.

Expense Reimbursement Agreement

Pursuant to an expense reimbursement agreement between us and Bain Capital Partners, LP entered into on March 3, 2015, we have agreed to reimburse Bain Capital Partners, LP and its affiliates for reasonable out-of-pocket expenses incurred by their respective representatives in connection with certain financial, managerial, operational or strategic advice or other services provided to us by Bain Capital Partners, LP since January 1, 2013, and as may be mutually agreed from time to time by the Company and Bain Capital Partners, LP through the term of the expense reimbursement agreement. The expense reimbursement agreement also provides for our indemnification of Bain Capital Partners, LP, Bain Capital Investors, LLC and their respective affiliates and representatives subject to certain terms and conditions. The initial term of the expense reimbursement agreement ran until December 31, 2015, with automatic annual renewals thereafter unless either party chooses not to extend the term. In addition, the expense reimbursement agreement may be terminated at any time by either party. Affiliates of Bain Capital Partners, LP currently own approximately 29% of our common shares outstanding. We have reimbursed a total of $114,365 for expenses incurred in 2016 pursuant to the expense reimbursement agreement.

Proposed Acquisition of Rage Frameworks

As announced on March 14, 2017, we plan to acquire Rage Frameworks, Inc. ("Rage Frameworks"), a leader in knowledge-based automation technology and services providing artificial intelligence for companies. The purchase price to be paid at closing is approximately $125 million, subject to certain adjustments for cash, working capital and other standard items. Mark Nunnelly, one of our directors and a member of our compensation committee, is a minority shareholder of Rage Frameworks and will receive less than 1% of the purchase price as consideration for his equity interests upon closing of the proposed transaction. Our board of directors reviewed and approved this transaction in accordance with the policies and procedures for related person transactions described above, and Mr. Nunnelly recused himself from all board discussions concerning Rage Frameworks, including the vote to approve the transaction.

Security Ownership of Certain Beneficial Owners and Management

The following table contains information regarding the beneficial ownership of our common shares as of March 3, 2017 by:

- each shareholder we know to own beneficially more than 5% of our outstanding common shares;
- each director;
- each executive officer named in the 2016 Summary Compensation Table under the heading "Information about Executive and Director Compensation;" and
- all of our directors and executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to the securities. Common shares subject to options that are currently exercisable or exercisable within 60 days of March 3, 2017 are deemed to be outstanding and beneficially owned by the person holding such options. Such shares, however, are not deemed to be outstanding for the purposes of computing the percentage ownership of any other person. Percentage of beneficial ownership is based on 198,996,245 common shares of Genpact Limited outstanding on March 3, 2017.

Name of Beneficial Owner[1]	Number of Shares Beneficially Owned[2]	Percentage of Outstanding Shares
Known 5% Beneficial Owners		
GLORY INVESTMENTS A LIMITED[3]	57,537,264	28.91%
WELLINGTON MANAGEMENT GROUP, LLP[4]	19,761,618	9.93%
BROWN ADVISORY INCORPORATED[5]	13,471,820	6.77%
NALANDA INDIA EQUITY FUND LIMITED[6]	10,817,735	5.44%
GIC PRIVATE LTD[7]	10,393,577	5.22%
THE VANGUARD GROUP[8]	10,305,544	5.18%
Directors and Executive Officers		
N.V. TYAGARAJAN[9]	1,899,318	*
EDWARD J. FITZPATRICK[10]	68,814	*
PIYUSH MEHTA[11]	137,621	*
ARVINDER SINGH[12]	118,045	*
MOHIT THUKRAL[13]	145,025	*
AMIT CHANDRA[14]	21,053	*
LAURA CONIGLIARO[15]	27,525	*
DAVID HUMPHREY[16]	22,920	*
CAROL LINDSTOM[17]	4,444	*
JAMES MADDEN[18]	9,494	*
ALEX MANDL[19]	26,908	*
CECELIA MORKEN[20]	4,270	*
MARK NUNNELLY[21]	22,920	*
ROBERT SCOTT[22]	92,587	*
MARK VERDI[23]	22,920	*
Current Directors and Executive Officers as a group (17 persons)	2,808,559	1.41%

*Number of shares represents less than 1% of outstanding common shares.

(1) Unless noted otherwise, the business address of each beneficial owner is c/o Genpact Limited, Canon's Court, 22 Victoria Street, Hamilton, HM 12, Bermuda.

(2) Beneficial ownership is determined in accordance with the rules of the SEC and includes voting and/or investment power with respect to the shares shown as beneficially owned.

(3) Based solely on a Schedule 13D filed with the SEC on November 5, 2012. The common shares included in this table consist of: (1) 16,022,978 shares held by Glory Investments A Limited ("Glory A"), (2) 39,508,656 shares held by Glory Investments B Limited ("Glory B"), (3) 1,865,184 shares held by Glory Investments IV Limited ("Glory IV"), and (4) 140,446 shares held by Glory Investments IV-B Limited ("Glory IV-B"). Glory A, Glory B, Glory IV and Glory IV-B (collectively, the "Glory Entities") and Glory Investments TA IV Limited ("Glory TA IV") are party to an amended and restated shareholders agreement and an investor agreement, each dated October 25, 2012, pursuant to which Glory TA IV was appointed as representative of the investors named therein for matters relating to the voting and disposition of the shares held by the Glory Entities. Bain Capital Investors, LLC ("BCI") is the Class A shareholder of Glory TA IV. The governance, investment strategy and decision-making process with respect to investments held by the Glory Entities is directed by the Global Private Equity Board of BCI. By virtue of the relationships described in this footnote, BCI may be deemed to exercise voting and dispositive power with respect to the shares held by the Glory Entities. The business address of each of the Glory Entities is c/o Glory Investments TA IV Limited, Suite 110, 10th Floor, Ebene Heights Building, Ebene Cybercity, Ebene, Mauritius, and the business address of BCI is c/o Bain Capital Investors, LLC, 200 Clarendon Street, Boston, MA 02116.

(4) Based solely on a Schedule 13G/A filed with the SEC on February 9, 2017. The business address of Wellington Management Group, LLP is c/o Wellington Management Company LLP, 280 Congress Street, Boston, Massachusetts 02210.

(5) Based solely on a Schedule 13G/A filed with the SEC on February 8, 2017. This amount includes 13,203,116 common shares beneficially owned by Brown Advisory, LLC and 268,704 common shares beneficially owned by Brown Investment Advisory and Trust Company. The business address of Brown Advisory Incorporated is 901 South Bond Street, Ste. 400, Baltimore, MD 21231.

(6) Based solely on a Schedule 13G filed with the SEC on October 23, 2014. The business address of Nalanda India Equity Fund Limited is Lot 203A, 2nd Floor, Moka Business Center, Montagne Ory Road, Bon Air, Moka, Mauritius.

(7) Based solely on a Form 4 filed with the SEC on August 15, 2016. This amount includes 10,162,602 common shares beneficially owned by Twickenham Investment Private Limited. The business address of GIC Private Ltd is 168 Robinson Road #37-01, Capital Tower, Singapore 068912.

(8) Based solely on a Schedule 13G filed with the SEC on February 13, 2017. The business address of The Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355.

(9) This amount includes options to purchase 1,566,944 shares owned by Mr. Tyagarajan that are exercisable within 60 days, 322,374 shares held directly by Mr. Tyagarajan, and 10,000 shares held in trust for the benefit of Mr. Tyagarajan's family members.

(10) This amount includes 68,814 shares held directly by Mr. Fitzpatrick.

(11) This amount includes options to purchase 89,517 shares owned by Mr. Mehta that are exercisable within 60 days and 48,104 shares held directly by Mr. Mehta.

(12) This amount includes options to purchase 95,190 shares owned by Mr. Singh that are exercisable within 60 days and 22,855 shares held directly by Mr. Singh.

(13) This amount includes options to purchase 122,343 shares owned by Mr. Thukral that are exercisable within 60 days and 22,682 shares held directly by Mr. Thukral.

(14) This amount includes 16,783 shares held directly by Mr. Chandra and 4,270 vested restricted share units held by Mr. Chandra. This amount does not include common shares held by the Glory Entities. Mr. Chandra is a Managing Director of Bain Capital Advisors (India) Private Limited and as a result, and by virtue of the relationships described in footnote (3) above, may be deemed to share beneficial ownership of shares held by the Glory Entities. The business address of Mr. Chandra is c/o Bain Capital Advisors (India) Private Limited, 2nd Floor, Free Press House, Nariman Point, Mumbai 400 021, India.

(15) This amount includes 23,255 shares held directly by Ms. Conigliaro and 4,270 vested restricted share units held by Ms. Conigliaro.

(16) This amount includes 18,650 shares held directly by Mr. Humphrey and 4,270 vested restricted share units held by Mr. Humphrey. This amount does not include common shares held by the Glory Entities. Mr. Humphrey is a Managing Director of BCI and as a result, and by virtue of the relationships described in footnote (3) above, may be deemed to share beneficial ownership of shares held by the Glory Entities. The business address of Mr. Humphrey is c/o Bain Capital Investors, LLC, 200 Clarendon Street, Boston, Massachusetts 02116.

(17) This amount includes 4,444 vested restricted share units held by Ms. Lindstrom.

(18) This amount includes 5,224 shares held directly by Mr. Madden and 4,270 vested restricted share units held by Mr. Madden.

(19) This amount includes 22,638 shares held directly by Mr. Mandl and 4,270 vested restricted share units held by Mr. Mandl.

(20) This amount includes 4,270 vested restricted share units held by Ms. Morken.

(21) This amount includes 18,650 shares held directly by Mr. Nunnelly and 4,270 vested restricted share units held by Mr. Nunnelly.

(22) This amount includes 82,979 shares held directly by Mr. Scott and 9,608 vested restricted share units.

(23) This amount includes 18,650 shares held directly by Mr. Verdi and 4,270 vested restricted share units held by Mr. Verdi.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors, executive officers and the holders of more than 10% of our common shares to file with the SEC initial reports of ownership of our common shares and other equity securities on a Form 3 and reports of changes in such ownership on a Form 4 or Form 5. Executive officers, directors and 10% shareholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. Based on our review of copies of reports filed with the SEC and except as set forth in the above table, we do not believe that there are currently any beneficial owners of more than ten percent of our common shares.

Based solely on our review of copies of reports filed by our directors and executive officers with the SEC or written representations from such persons pursuant to Item 405 of Regulation S-K, we believe that during the fiscal year ended December 31, 2016, all filings required to be made by our directors and executive officers pursuant to Section 16(a) with respect to Genpact Limited securities were made in accordance with Section 16(a).

Director Nominees

Our board of directors currently consists of eleven members. The nominating and governance committee of the board of directors has recommended to the board of directors, and the board of directors has nominated, the eleven persons whose biographies appear below for election as directors with terms expiring at the 2018 annual meeting. Unless a contrary direction is indicated, it is intended that proxies received will be voted for the election as directors of the eleven nominees, each to serve for a one-year term until their successors are elected or the incumbent resigns. Each of the nominees has consented to being named in this Proxy Statement and to serve as a director if elected. In the event any nominee for director declines or is unable to serve, there will be a vacancy created on the board of directors, which the board of directors may fill on the recommendation of the nominating and governance committee.

Set forth below is certain biographical information as of the date of this proxy statement about each nominee for election to our board of directors, including information each nominee has given us about his or her age, his or her principal occupation and business experience for the past five years, and the names of other publicly held companies of which he or she has served as a director in the past five years. The information presented reflects the specific experience, qualifications, attributes and skills that led the board to conclude that each of these individuals is well-suited to serve on our board. Information about the number of common shares beneficially owned by each current director appears under the heading "Security Ownership of Certain Beneficial Owners and Management."

DIRECTOR BIOGRAPHIES

N.V. Tyagarajan

Age 56

President, Chief Executive Officer and Director

Mr. Tyagarajan has served as our President and Chief Executive Officer since June 2011. From February 2009 to June 2011, he was our Chief Operating Officer. From February 2005 to February 2009, he was our Executive Vice President and Head of Sales, Marketing & Business Development. Mr. Tyagarajan became one of our directors in June 2011. The board concluded that Mr. Tyagarajan is well suited to serve as a director because of his extensive knowledge of our industry and our business and because he is the Chief Executive Officer.

Robert Scott

Age 71

Chairman of the Board of Directors

Mr. Scott became one of our directors in April 2006 and was appointed as the chairman of our board on March 7, 2011. From 2001 to 2003, he served as president and chief operating officer at Morgan Stanley. He also serves as an advisory director at Morgan Stanley and until May 2015 he was a director of IntercontinentalExchange Group, Inc. Mr. Scott was previously a director of NYSE Euronext until its acquisition by IntercontinentalExchange, Inc. The board concluded that Mr. Scott is well suited to serve as a director and the chairman of our board because of his experience as the chief operating officer of Morgan Stanley and his experience serving on another public company board.

Amit Chandra

Age 48

Director

Mr. Chandra became one of our directors in October 2012. He is a managing director of Bain Capital and founded its Indian office early in 2008. Prior to joining Bain Capital, he was a board member and managing director responsible for global markets and investment banking at DSP Merrill Lynch, a leading investment bank in India, from which he retired in 2007 after 13 years. Mr. Chandra also serves on the board of directors of L&T Finance Holdings Limited. Mr. Chandra previously served on the boards of directors of Tata Investment Corporation until 2016, Piramal Enterprises until 2015, and Himadri Chemicals & Industries Limited until 2012. The board concluded that Mr. Chandra is well suited to serve as a director because of his experience on the boards of public companies in India.

Laura Conigliaro

Age 71

Director

Ms. Conigliaro became one of our directors in May 2013. In 2011, she retired as a partner of Goldman Sachs, which she joined in 1996. At Goldman Sachs she served most recently as the co-director of the firm’s Americas equity research unit, prior to which she was the firm’s technology equity research business unit leader while also serving as an analyst covering the hardware systems sector. From 1979 to 1996, Ms. Conigliaro was an analyst at Prudential Securities. Ms. Conigliaro previously served on the boards of directors of Infoblox Inc. until it was taken private in 2016, Arista Networks until 2013, and Dell Inc. until it was taken private in November 2013. The board concluded that Ms. Conigliaro is well suited to serve as a director because of her service on other public company boards and her extensive knowledge of the financial services and technology industries.

David Humphrey

Age 39

Director

Mr. Humphrey became one of our directors in October 2012. Mr. Humphrey is a managing director in the private equity group of Bain Capital, where he has been since 2001. Prior to joining Bain Capital, Mr. Humphrey was an investment banker in the mergers and acquisitions group at Lehman Brothers from 1999 to 2001. Mr. Humphrey also serves on the boards of directors of Bright Horizons Family Solutions, Inc. and Symantec Corporation. He previously served on the board of directors of Bloomin’ Brands, Inc. until 2015. The board concluded that Mr. Humphrey is well suited to serve as a director because of his experience on other public company boards.

Carol Lindstrom

Age 63

Director

Ms. Lindstrom became one of our directors in June 2016. In 2016, she retired as Vice Chairman of Deloitte LLP, where she led strategic relationship management and served as president of the Deloitte Foundation. She was formerly a member of the Deloitte & Touche Board of Directors for six years and served on the Deloitte Touche Tohmatsu Global Board of Directors for eight years. Ms. Lindstrom joined Deloitte in 1995 after having served as a partner at Andersen Consulting for many years. She is also a director on the board of Exponent, Inc. The board concluded that Ms. Lindstrom is well suited to serve as a director because of her extensive experience in the fields of technology and consulting.

James Madden

Age 55

Director

Mr. Madden became one of our directors in January 2005. He is co-founder has served as a managing director of Carrick Capital Partners since 2011. Prior to Carrick, he was the founder and served as managing partner of Madden Capital Partners, LLC from 2005 to 2011. From January 2007 to February 2011, he served as a partner at Accretive LLC, a private equity firm. From 2005 to January 2007, he was a special advisor to General Atlantic LLC, a private equity firm. From 1998 to 2004, he was the chairman and chief executive officer of Exult, Inc. He is also a director on the board of ServiceSource International, Inc. The board concluded that Mr. Madden is well suited to serve as a director because of his extensive knowledge of our industry.

Alex Mandl

Age 73

Director

Mr. Mandl became one of our directors in July 2013. He has served as the non-executive chairman of Gemalto N.V., a digital security services provider, since 2007. He was previously Gemalto’s executive chairman from 2006 to 2007 and, prior to that, the president and CEO of Gemplus from 2002 to 2006. Mr. Mandl was the chairman and CEO of Teligent, Inc. from 1996 to 2001 and held numerous management positions at AT&T between 1991 and 1996, including president, chief operating officer and chief financial officer. Mr. Mandl also serves on the boards of directors of Gemalto N.V. and Accretive Health, Inc. and served on the boards of directors of Dell Inc. until it was taken private in November 2013 and Horizon Lines Inc. until 2012. The board concluded that Mr. Mandl is well suited to serve as a director because of his service on other public company boards and his extensive knowledge of the technology industry.

CeCelia Morken

Age 59

Director

Ms. Morken became one of our directors in March 2016. Since 2013, Ms. Morken has served as executive vice president and general manager of the ProTax group at Intuit Inc. Prior to her current role, she led the Intuit Financial Services division. Before joining Intuit in 2002, she was responsible for sales of all products and professional services at WebTone Technologies. Prior to WebTone, she was a senior vice president of retail lending at Fortis Investments and held various positions at John H. Hartland Co. The board concluded that Ms. Morken is well suited to serve as a director because of her expertise in finance and accounting and new digital technologies.

Mark Nunnelly

Age 58

Director

Mr. Nunnelly became one of our directors in October 2012. Since March 2015, Mr. Nunnelly has served as the commissioner of the department of revenue of the State of Massachusetts and also serves as special advisor to the governor of Massachusetts for technology and innovation competitiveness. Mr. Nunnelly was a managing director at Bain Capital from 1989 to 2014. Prior to joining Bain Capital, Mr. Nunnelly was a partner of Bain & Company, with experience in the domestic, Asian and European strategy practices. Mr. Nunnelly also sits on the board of directors of Dunkin' Brands Group, Inc., and he previously served as a director on the boards of Bloomin' Brands Inc. and Domino's Pizza, Inc. until 2014. The board concluded that Mr. Nunnelly is well suited to serve as a director because of his experience on other public company boards.

Mark Verdi

Age 50

Director

Mr. Verdi became one of our directors in October 2012. Since September 2015, Mr. Verdi has been a partner at AVALT Holdings. From February 2014 to January 2015, he was the president of C&S Wholesale Grocers, Inc. and from 2004 to February 2014 he was a managing director at Bain Capital. Prior to Bain Capital, Mr. Verdi worked at IBM Global Services, where he led the financial services business transformation outsourcing group globally. Mr. Verdi previously served on the boards of directors of Burlington Stores, Inc. and Trinseo S.A. until 2014 and Bloomin' Brands, Inc. until 2013. The board concluded that Mr. Verdi is well suited to serve as a director because of his extensive experience in our industry.

There are no family relationships among any of the directors and executive officers of Genpact. Messrs. Chandra, Humphrey, Nunnelly and Verdi serve on our board as designees of Glory Investments A Limited, an affiliate of Bain Capital Investors, LLC, or Bain Capital, pursuant to the shareholder agreement described in “Certain Relationships and Related Party Transactions—Shareholder Agreement.” Other than such arrangement, no arrangements or understandings exist between any director or any person nominated for election as a director and any other person pursuant to which such person is to be selected as a director or nominee for election as a director.

Proposal 1 – election of directors

BOARD RECOMMENDATION: The board of directors believes that approval of the election of all nominees listed above is in the Company’s best interests and the best interests of our shareholders and therefore recommends a vote FOR these nominees.

Director Compensation

OVERVIEW

The compensation committee reviews and approves the compensation arrangements for our directors. The components of our 2016 non-employee director compensation are set forth below.

Annual Retainer	$62,500
Chairman Retainer	$100,000 (in addition to the annual retainer)
Annual RSU Grant(1)	$120,000 in value of RSUs
Annual Chairman RSU Grant(2)	$150,000 in value of RSUs (in addition to the annual RSU grant)
Committee Chair Retainer	$42,500 for the Audit Committee Chair $22,500 for the Compensation Committee Chair $22,500 for the Nominating and Governance Committee Chair
Committee Membership Retainer	$22,500 for the Audit Committee $17,500 for the Compensation Committee $17,500 for the Nominating and Governance Committee
Sign-on RSU Grant (one-time)(3)	$180,000 in value of RSUs

(1) On the date of each annual general meeting of shareholders, our non-employee directors receive an annual grant of RSUs with a value of $120,000 based on the closing price of the Company's common shares on the date of grant. Such RSUs vest on the last day of the calendar year of grant and the underlying vested shares are issued at the end of the subsequent year.

(2) For his service as chairman of the board, in addition to the annual grant of RSUs to all non-employee directors, Mr. Scott receives, on the date of each annual general meeting of shareholders, a grant of RSUs with a value of $150,000 based on the closing price of the Company's common shares on the date of grant. Such RSUs vest on the last day of the calendar year of grant and the underlying vested shares are issued at the end of the subsequent year.

(3) Upon appointment or election to the board, new directors receive a grant of RSUs with a value of $180,000 based on the closing price of the Company's common shares on the date of grant. Such RSUs vest 50% two years from the date of grant and 50% four years from the date of grant, subject in each case to the director's service through the vesting dates. The underlying vested shares are issued upon vesting.

The following table sets forth the compensation of our non-employee directors for the fiscal year ended December 31, 2016.

Director	Fees Earned or Paid in Cash	Stock Awards ($)(1)	All Other Compensation	Total
A. CHANDRA	$80,000	$110,628	—	$190,628
L. CONIGLIARO	$85,000	$110,628	—	$195,628
D. HUMPHREY	$62,500	$110,628	—	$173,128
C. LINDSTROM	$40,000	$290,731	—	$330,731

J. MADDEN	$102,500	$110,628	—	$213,128
A. MANDL	$105,000	$110,628	—	$215,628
C. MORKEN	$63,750	$290,609	—	$354,359
R. SCOTT	$202,500	$248,926	$72,000[2]	$523,426
H. SPEK	$80,000	$110,628	—	$190,628
M. NUNNELLY[3]	—	$110,628	—	$110,628
M. VERDI	$85,000	$110,628	—	$195,628

(1) The amounts shown under this column reflect the dollar amount of the aggregate grant date fair value of equity-based compensation awards granted during the year, calculated in accordance with Financial Accounting Standards Board Codification Topic 718, Compensation—Stock Compensation, pursuant to our 2007 Omnibus Incentive Compensation Plan. Assumptions used in the calculation of these amounts are included in Note 18 "Stock-based compensation" to our audited consolidated financial statements for the fiscal year ended December 31, 2016 included in our Annual Report on Form 10-K. In accordance with the rules promulgated by the SEC, the amounts shown exclude the effect of estimated forfeitures.

(2) Mr. Scott receives $72,000 annually for secretarial and office support services.
(3) Mr. Nunnelly waived his cash retainers for 2016.

The following table sets forth, with respect to each non-employee director, (i) the grant date of each RSU granted during the 2016 fiscal year, (ii) the aggregate number of the Company's common shares subject to each such award, and (iii) the grant-date fair value of each such award, calculated in accordance with ASC Topic 718.

Director	Grant Date of RSUs[1]	Number of Common Shares Subject to RSUs Granted (#)	Grant Date Fair Value
A. CHANDRA	May 2, 2016	4,270	$110,628
L. CONIGLIARO	May 2, 2016	4,270	$110,628
D. HUMPHREY	May 2, 2016	4,270	$110,628
C. LINDSTROM	July 12, 2016	11,110[2]	$290,731
J. MADDEN	May 2, 2016	4,270	$110,628
A. MANDL	May 2, 2016	4,270	$110,628
C. MORKEN	May 2, 2016	10,675[3]	$290,609
R. SCOTT	May 2, 2016	9,608	$248,926
H. SPEK	May 2, 2016	4,270	$110,628
M. NUNNELLY	May 2, 2016	4,270	$110,628
M. VERDI	May 2, 2016	4,270	$110,628

(1) Except as otherwise indicated, the RSUs shown in this table vested in full on December 31, 2016, and shares in respect of such RSUs are issuable on December 31, 2017.
(2) Includes 6,666 RSUs that will vest 50% on July 12, 2018 and the remaining 50% on July 12, 2020, subject to continued service through each vesting date.
(3) Includes 6,405 RSUs that will vest 50% on May 2, 2018 and the remaining 50% on May 2, 2020, subject to continued service through each vesting date.

The table below sets forth the aggregate number of common shares subject to unvested share awards held by each of our non-employee directors as of December 31, 2016. There were no common shares subject to outstanding stock options held by our directors as of December 31, 2016.

Director	Number of Common Shares Subject to all Unvested Stock Awards/Units
A. CHANDRA	—
L. CONIGLIARO	4,606
D. HUMPHREY	—
C. LINDSTROM	6,666
J. MADDEN	—
A. MANDL	4,342
C. MORKEN	6,405
R. SCOTT	—
H. SPEK	5,464
M. NUNNELLY	—

M. VERDI	—

Executive Officer Compensation

COMPENSATION DISCUSSION AND ANALYSIS

The compensation committee of the board of directors oversees our executive officer compensation program. In this role, the compensation committee reviews and approves all compensation decisions relating to our named executive officers. This Compensation Discussion and Analysis section discusses the compensation policies and programs for our Chief Executive Officer (referred to as our CEO), our Chief Financial Officer (referred to as our CFO) and our three next most highly paid executive officers as determined under the rules of the SEC. Such individuals are referred to as our named executive officers.

Our named executive officers for 2016 are:

N.V. TYAGARAJAN	President, Chief Executive Officer and Director
EDWARD J. FITZPATRICK	Chief Financial Officer
PIYUSH MEHTA	Senior Vice President, Chief Human Resources Officer
ARVINDER SINGH	Senior Vice President, Capital Markets and IT Services
MOHIT THUKRAL	Senior Vice President, Banking, Financial Services and Insurance

2016 Key Highlights

In 2016 we continued to invest in our client-facing teams and enhance our digital transformation capabilities. We made significant investments in our digital and consulting solutions in an effort to make our offerings more differentiated and competitive. Through our Lean Digital^{SM} approach, which combines design-thinking methodologies, our deep domain knowledge, and our end-to-end understanding of process with a set of digital technologies, we continued to develop our business model focused on driving business transformation for our clients by reimagining the way they run their businesses.

Our 2016 financial results include:

- Revenues of $2.57 billion, up 4% from $2.46 billion in 2015.
- Revenues from our Global Clients (clients other than the General Electric Company, or GE) of $2.21 billion, up 11% from 2015.
- New bookings of $2.65 billion, up 3% from $2.59 billion in 2015.
- Net income attributable to Genpact Limited shareholders of $269.7 million, up 10.5% from 2015.
- Adjusted income from operations of $397 million, up 5% from 2015.
- Adjusted income from operations margin of 15.5%.
- Cash from operations of $346 million, up 6% from $327 million in 2015.

Adjusted income from operations and adjusted income from operations margin are non-GAAP financial measures used by our management for reporting, budgeting and decision-making purposes. Adjusted income from operations and adjusted income from operations margin exclude certain recurring costs, namely stock-based compensation and amortization and, since April 2016, impairment of acquired intangibles. New bookings is an operating or other statistical measure and represents the total contract value of new contracts and certain renewals, extensions and changes to existing contracts. Regular renewals of contracts with no change in scope are not counted as new bookings. For a more detailed description of new bookings, see “Item 7-- Management’s Discussion and Analysis of Financial Condition and

Results of Operations—Overview—Bookings" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

We believe that the continued focus of our management team in advancing our long-term growth strategy as well as our pay-for-performance philosophy contributed to our operational and financial achievements during 2016 and that the digital capability investments we are making will increase total shareholder return in future years. Our total shareholder return for the year ended December 31, 2016 was down approximately 3%, reflecting full-year financial results that were lower than our expectations at the beginning of the year. These results had a significant impact on payouts of performance-based compensation to our named executive officers for the year, namely the forfeiture of the performance share awards granted to our named executive officers in 2016 and annual bonus payouts that ranged from approximately 25% to 50% lower than the 2015 bonus payouts to our named executive officers.

Returning Cash to Shareholders in 2016

In 2016 we returned a total of $345.2 million to shareholders in the form of share repurchases under our $1.25 billion share repurchase program first announced in February 2015.

Compensation Objectives

The primary objectives of our compensation program for our executives, including our named executive officers, are to attract, motivate and retain highly talented individuals who are committed to our core values of leadership, performance, passion, innovation, teamwork, integrity and respect. Our compensation program is designed to reward the achievement of our annual, long-term and strategic goals, such as growing revenues, improving operating margins and deepening client relationships. It is also designed to align the interests of our executives, including our named executive officers, with those of our shareholders by rewarding performance that exceeds our goals, with the ultimate objective of increasing shareholder value.

Our compensation committee is responsible for overseeing the goals and objectives of our executive compensation plans and programs. The compensation committee bases our executive compensation programs on the same objectives that guide us in administering the compensation programs for all of our employees globally:

- Compensation is based on the individual's level of job responsibility.
- Compensation reflects the value of the job in the marketplace.
- Compensation programs are designed to reward performance, both individual and Company.

Our compensation committee considers risk when developing our compensation program and believes that the design of our current compensation program does not encourage excessive or inappropriate risk taking. Our base salaries provide competitive fixed compensation. Under the annual cash bonus program, the target bonus for the named executive officers ranges from 75% to 190% of base salary, and bonuses are payable based on attainment of multiple financial and non-financial short-term performance goals. We believe this structure, based on a number of different performance measures together with a meaningful cap on the potential payout, mitigates any tendency for an executive to focus exclusively on the specific financial metrics that might encourage excessive short-term risk taking.

Our executive officers are also granted performance share awards tied to the attainment of a number of performance goals over the fiscal year and continued service over a three-year period. The performance goals under each award are based on the targets approved by the Board and have been determined by the compensation committee to be challenging but attainable without taking excessive risk. We believe that the three-year service vesting requirement under these awards encourages the recipients to focus on sustaining the Company's long-term performance.

Executive Compensation Practices

We strive to maintain sound governance standards and compensation practices by continually monitoring the evolution of best practices. As in prior years, we incorporated many best practices into our 2016 compensation programs, including the following:

WHAT WE DO

Align our executive pay with performance	Include a "clawback" provision in our performance share awards
Make payouts under our bonus plan only if threshold Company performance is met	Set challenging performance objectives for our performance share awards and annual bonus
Maintain a meaningful equity ownership policy for the CEO (six times base salary)	Regularly review the relationship between CEO compensation and Company performance
Include caps on individual payouts in short- and long-term incentive plans	Maintain an independent compensation committee
Hold an annual "say-on-pay" advisory vote	Prohibit hedging and pledging of Company common shares
Regularly evaluate our share utilization by reviewing the dilutive impact of equity awards and shares awarded as a percentage of our outstanding shares	Mitigate the potentially dilutive effect of equity awards through our share repurchase program

WHAT WE DON'T DO

Î Offer contracts with multi-year guaranteed salary or bonus increases	Î Provide guaranteed retirement benefits or non-qualified deferred compensation plans
Î Provide tax gross-ups (except with respect to the reimbursement of relocation expenses)	Î Provide excessive perquisites
Î Time the release of material non-public information to affect the value of executive compensation	Î Allow short sales or purchases of equity derivatives of our common shares by officers or directors

Pay for Performance Philosophy

The core objective of our executive officer compensation program is to align pay and performance. The compensation of our named executive officers for 2016 reflects both our 2016 performance and our commitment to providing executive compensation opportunities that are linked to Company performance and shareholder value creation. We believe that as an employee's level of responsibility increases, so should the proportion of total compensation opportunity that is structured in variable, performance-based awards. Accordingly, a significant portion of the total compensation opportunity provided to our named executive officers is tied directly to performance achievement. Approximately 82% of our CEO's total target compensation for 2016 was performance-based. Our pay-for-performance program helps ensure that the financial interests of our executive officers are aligned with those of our shareholders.

Our long-term incentive program has included performance share awards since 2010. These awards cliff vest, if at all, based on attainment of specified financial performance metrics for a one-year performance period and continued service through a three-year vesting period. The financial metrics for the performance shares granted to our executive officers in 2016 were revenues, new bookings, adjusted income from operations and adjusted income from operations margin for fiscal 2016, and the targets were set in the first quarter of 2016 based on expected performance for fiscal 2016.

Our executive officers and other members of our senior management participate in a performance-based annual cash bonus program, which is described below under the heading "Annual Cash Bonus." Under our annual cash bonus program:

- all of our executive officers have target bonuses equal to a designated percentage of base salary. The 2016 target bonus for our CEO was 190% of his base salary, unchanged from 2015, and the target bonus for our other named executive officers ranged between 75% and 100% of base salary, which we believe is in line with market practice. The compensation committee determined that our CEO's 2016 target bonus as a percentage of his base salary should be higher than the range applicable to our other executive officers due to the scope of his role, greater accountability for delivery of results, and the committee's view that a materially higher percentage of at-risk cash pay was appropriate and in line with market practice;
- a bonus pool was established for the year equal to the aggregate target bonuses for eligible senior executives, other than the CEO. The bonus pool was to be funded only if we achieved adjusted income from operations above a threshold level; and
- the individual bonus payments to our executive officers and other participating senior executives are based on the level of funding of the bonus pool according to the Company's adjusted income from operations and individual performance as measured against a scorecard established for each such executive at the beginning of the year. The scorecards include measurable Company or business unit financial performance metrics and individual non-financial performance objectives specific to an executive's role with established threshold performance levels that the Company or business unit and the executive must attain to receive payment. In 2016 the financial metrics accounted for at least 45% of the outcome for each named executive officer.

Our Process

Our compensation committee is responsible for reviewing the performance and potential of each of our senior executives, including our named executive officers, approving the compensation level of each of our senior executives, establishing criteria for granting equity awards to our senior executives and other employees, and approving such grants.

The compensation committee typically reviews each component of compensation at least every 12 months with the goal of allocating compensation between cash and non-cash compensation and between long-term and currently paid out compensation, and combining the compensation elements for each executive in a manner we believe best fulfills the objectives of our compensation program.

The compensation committee has not adopted a policy for the allocation of compensation between cash and non-cash components or between short-term and long-term components nor has the compensation committee adopted a pre-established ratio between the CEO's compensation and that of the other named executive officers. Rather, the compensation committee, which includes experienced directors who serve as members of the boards and compensation committees of other public companies, works closely with our CEO, discussing with him the Company's overall performance, the CEO's own performance and his evaluation of and compensation recommendations for the other named executive officers.

The compensation committee then utilizes its judgment and experience in making all compensation determinations. The compensation committee's determination of compensation levels is based upon what the members of the committee deem appropriate, considering information such as the factors listed above, as well as input from our CEO, publicly available information on compensation practices in our industry, and information and advice provided by an independent compensation consultant.

Role of CEO in Compensation Decisions

After the end of the 2016 fiscal year, the compensation committee and the CEO discussed our business performance, his performance and his evaluation of the level of achievement of the individual objectives set forth in the bonus scorecards of the other named executive officers and certain other members of senior management. The CEO also provided recommendations on adjustments to the base salaries of the other named executive officers. The compensation committee took into consideration the CEO's recommendations but made the final decisions on compensation as it deemed appropriate. The compensation committee, without the CEO present, determined the CEO's 2016 compensation.

Role of Consultants and Advisors in Compensation Decisions

The compensation committee has the authority to retain and terminate an independent third-party compensation consultant and to obtain independent advice and assistance from internal and external legal, accounting and other advisors. The compensation committee has periodically engaged an independent compensation consultant that reports directly to the compensation committee and advises the compensation committee with respect to compensation trends and best practices, plan design, and the reasonableness of individual compensation awards.

During 2016, the compensation committee reviewed and considered market data on compensation practices in our industry. With respect to the CEO, the compensation committee evaluated each element of our CEO's compensation based on a report prepared by F.W. Cook for management. Based on the information included in the report, the committee determined that an increase in our CEO's long-term incentive compensation was appropriate and granted him a performance share award with a value of $2,000,000 as of the grant date. The peer group used by F.W. Cook was based on the peer group used by Institutional Shareholder Services in its 2016 proxy analysis and benchmark policy voting recommendation report.

Peer Group Companies for the CEO		
Akamai Technologies, Inc.	Euronet Worldwide, Inc.	NeuStar, Inc.
Autodesk, Inc.	Fiserv, Inc.	Paychex, Inc.
Broadridge Financial Solutions, Inc.	FleetCor Technologies, Inc.	Sykes Enterprises, Incorporated
Cardtronics, Inc.	Global Payments Inc.	The Western Union Company
Citrix Systems, Inc.	Heartland Payment Systems, Inc.	Total System Services, Inc.
Convergys Corporation	Jack Henry & Associates, Inc.	Vantiv, Inc.
CoreLogic, Inc.	MAXIMUS, Inc.	VeriFone Systems, Inc.
DST Systems, Inc.	MoneyGram International, Inc.	

With respect to our named executive officers other than our CEO, in 2015 the compensation committee reviewed, for reference, materials prepared by Aon Hewitt for management showing peer group compensation levels and practices, and the compensation committee used the market data included in those materials to establish the 2016 target bonuses for the named executive officers.

We do not believe many companies compete directly with us across our industry verticals and service offerings. In developing a peer group, Aon Hewitt included companies with whom we compete for business and/or talent and companies in the broader technology industry and for which sufficient disclosure was available in publicly available proxy statements at the time of the review. While the compensation committee relies on the peer group analysis to provide market data and relevant trend information, it does not consider the peer group analysis as a substitute for its collective business judgment. In comparing our executive officer compensation with that of the peer group used by Aon Hewitt, the compensation committee accounted for differences in revenue size within the peer group by considering the roles of our named executive officers based on the scope of responsibility, not necessarily the title.

Peer Group Companies for Named Executive Officers other than the CEO*

Accenture plc	Fidelity National Information Services, Inc.	Syntel, Inc.
Akamai Technologies, Inc.	Gartner, Inc.	Tata Consultancy Services Limited
Autodesk, Inc.	HCL Technologies Limited	The Coca-Cola Company
Automatic Data Processing, Inc.	International Business Machines Corporation	Unilever PLC
Capgemini S.A.	Microsoft Corporation	UnitedHealth Group Incorporated
Citrix Systems, Inc.	Rackspace Hosting, Inc.	
Cognizant Technology Solutions Corporation	Red Hat, Inc.	

* Different subsets of the peer group were used for different named executive officers depending on the officer's position and geographic location.

Consideration of Prior Shareholder Advisory Vote on Executive Compensation

Each year, our compensation committee considers the outcome of the annual shareholder advisory vote on executive compensation when making decisions relating to the compensation of our named executive officers and our executive compensation programs and policies. At our 2016 annual meeting of shareholders, our shareholders demonstrated overwhelmingly strong support of our executive compensation programs, with approximately 99% of the votes cast in favor of the compensation of our named executive officers. Given this strong support, as well as shareholder feedback we received in 2016, the compensation committee determined not to implement any material changes to our compensation policies or programs in 2016. The compensation committee will continue to take into account future shareholder advisory votes on executive compensation and other relevant market developments affecting executive officer compensation in order to determine whether any subsequent changes to our programs and policies are warranted to reflect shareholder concerns or to address market developments.

Shareholder Engagement

We have ongoing communications with our shareholders in the normal course of business and take all shareholder feedback seriously. During 2016, we reached out to shareholders owning more than 75% of our outstanding shares to solicit their feedback on our compensation and governance practices. Shareholders representing approximately 40% of our total shares outstanding as of December 31, 2016 wished to discuss our compensation practices. The meetings with these shareholders were attended by our Chief Financial Officer, our Head of Investor Relations and our Deputy General Counsel, and we discussed the Company's compensation philosophy and its alignment with our strategic direction. The remaining shareholders from whom we solicited feedback either declined to meet or did not respond to our inquiries. We also conducted an investor meeting for analysts and interested investors on March 2, 2017 in Palo Alto, California.

Frequency of "Say-on-pay" Shareholder Advisory Vote

Based on the results of the "say-on-frequency" vote held at our 2011 annual meeting, our shareholder advisory "say-on-pay" votes were previously set to occur every three years. However, as we previously disclosed in our proxy statement for 2015, based on shareholder preference we switched to an advisory "say-on-pay" vote at each annual meeting beginning with the 2016 annual meeting. Consistent with this decision, we have recommended that at this annual meeting our shareholders vote to hold an advisory "say-on-pay" vote annually. See "Proposal 3 – Non-binding Vote on the Frequency of Non-binding Shareholder Votes on Executive Compensation."

Compensation Components

We constantly evaluate how to best compensate our executive officers, based upon market data and the extensive experience of our compensation committee with retention and performance practices. For fiscal 2016, our executive compensation program had three primary components, in addition to certain benefits and perquisites:

- Base salary;
- Short-term, performance-based incentive compensation, or our annual cash bonus program; and
- Long-term, performance-based equity compensation in the form of performance share awards.

Base Salary

Base salary is provided to ensure that we are able to attract and retain high-quality executives. It is intended to provide a fixed level of overall compensation that does not vary annually based on performance or changes in shareholder value, thereby ensuring that our executives can maintain a standard of living commensurate with their skill sets and experience. Base salary reflects the experience, knowledge, skills and performance records our executives, including our named executive officers, bring to their positions and the general market conditions in the country in which the executives are located. We generally do not have employment agreements with our employees except in special cases or where required by local law. We have, however, entered into employment agreements with our CEO and CFO, each of which specifies a minimum base salary as described in the footnotes to the table below.

Historically our compensation committee has reviewed the salaries of our executives, including our named executive officers, at least every 15 months. Beginning in 2017, our compensation committee will review the base salaries of our executives every 12 months. The compensation committee determines changes in base salaries based on various factors, including the importance of the executive's role in our overall business, performance and potential of the executive, general Company performance and the market practices in the country where the named executive officer is located. In connection with such review, our CEO provides recommendations and rankings of the executives who directly report to him, including our named executive officers, and the compensation committee considers the CEO's recommendations in setting their base salaries.

The following table sets forth, for each of our named executive officers, such officer's 2016 and 2015 base salary. The base salaries shown are as of December 31 of each year.

Executive	2016 Base Salary	2015 Base Salary
N.V. TYAGARAJAN(1)	$630,000	$630,000
EDWARD J. FITZPATRICK(2)	$600,000	$600,000
PIYUSH MEHTA(3)(6)	$285,672	$301,191
ARVINDER SINGH(4)	$424,000	$424,000
MOHIT THUKRAL(5)(6)	$307,487	$324,190

(1) We entered into an employment agreement with Mr. Tyagarajan on June 15, 2011 in connection with his becoming our president and chief executive officer. The agreement provides for an annual base salary not less than $600,000, which was increased to $630,000 effective

September 2012. For a description of the employment agreement, see "—Narrative Disclosure to Summary Compensation Table and Grant of Plan-Based Awards Table—Employment Agreements with Named Executive Officers.

(2) On June 26, 2014, we entered into an employment agreement with Mr. Fitzpatrick in connection with his appointment as our chief financial officer. The employment agreement specifies that Mr. Fitzpatrick will receive an annual base salary of $600,000 per year, which will be reviewed periodically and may be increased at the discretion of the compensation committee. For a description of the employment agreement, see "—Narrative Disclosure to Summary Compensation Table and Grant of Plan-Based Awards Table—Employment Agreements with Named Executive Officers."

(3) We do not have an employment agreement with Mr. Mehta. Mr. Mehta's 2016 base salary was 19,250,000 Indian rupees (approximately $285,672), reflecting the importance of his role as our people function leader in addition to his personal performance. There was no change in Mr. Mehta's base salary from 2015 to 2016. The decrease in the table above reflects the depreciation in the value of the Indian rupee against the U.S. dollar in 2016. See footnote 6 to this table.

(4) We do not have an employment agreement with Mr. Singh. Mr. Singh's base salary reflects the importance of his role as the leader for our capital markets and information technology businesses in addition to his personal performance.

(5) We do not have an employment agreement with Mr. Thukral. Mr. Thukral's 2016 base salary was 20,720,000 Indian rupees (approximately $307,487). Mr. Thukral's 2016 base salary reflects the importance of Mr. Thukral's role as the leader of our banking, financial services and insurance business in addition to his personal performance. There was no change in Mr. Thukral's base salary from 2015 to 2016. The decrease in the table above reflects the depreciation in the value of the Indian rupee against the U.S. dollar in 2016. See footnote 6 to this table.

(6) Amounts shown with respect to Messrs. Mehta and Thukral were converted from Indian rupees at the rates of INR 1/US$0.01484012 for 2016 and INR 1/US$0.0156463 for 2015.

Annual Cash Bonus

Annual cash bonuses are designed to provide rewards to our executives, including our named executive officers, for Company performance and their performance during the most recent year. We believe that the immediacy of these cash bonuses, in contrast to our equity grants, which vest over a period of time, provides a significant incentive to our executives towards achieving their respective individual objectives, our Company objectives and our overall long-term and strategic goals, such as client satisfaction, growing revenues, improving operating margins, managing employee attrition levels and making disciplined investments. Our cash bonuses are an important motivating factor for our executives, in addition to being a significant factor in attracting and retaining our executives.

Annual bonuses under our cash bonus plan are directly linked to Company, business unit and individual performance. Annual bonuses to our executives are payable only if threshold performance is attained.

Target Bonuses

Under our annual cash bonus plan, each of our named executive officers is eligible for a target bonus specified as a percentage of his base salary. For 2016, the target bonus for Mr. Tyagarajan was 190% of base salary and the target bonuses for the other named executive officers ranged between 75% and 100% of base salary.

For Messrs. Tyagarajan and Fitzpatrick, who have employment agreements that specify bonus opportunities, the compensation committee also took into consideration the requirements under their agreements in setting their bonus targets. See "—Narrative Disclosure to Summary Compensation Table and Grant of Plan-Based Awards Table—Employment Agreements with Named Executive Officers."

Bonus Pool Based on Profitability

As part of our annual cash bonus plan, at the beginning of the year the compensation committee established a target bonus pool for 2016 equal to the aggregate target bonuses for all of the senior vice presidents in the Company, including all of the named executive officers other than the CEO. The bonus pool was to be funded only if the Company achieved 2016 adjusted income from operations above a threshold amount. The actual bonus pool can range from 0% to 200% of target (with performance between the established levels determined on a straight-line basis), depending on the level of adjusted income from operations and whether the threshold is met as illustrated in the table below.

AOI Performance Level	Company Multiplier (as a percentage of total target bonuses)
Below Threshold	0%
Threshold	50%
Target	100%
Outstanding	200%

The target level of adjusted income from operations under our 2016 annual cash bonus plan was $412 million. Our actual adjusted income from operations in 2016 was $397 million, resulting in a Company multiplier of 83%. Adjusted income from operations is a non-GAAP financial measure. See "Executive Officer Compensation—Compensation Discussion and Analysis—2016 Key Highlights" for information regarding our calculation of adjusted income from operations from United States Generally Accepted Accounting Principles ("GAAP") income from operations.

Bonus Scorecards

In an effort to further link our executive officer compensation to measurable Company and individual performance, the actual bonus payable to our named executive officers is determined based on attainment of pre-established individual, Company and business unit performance targets for each officer subject to the maximum bonus potential based on the level of adjusted income from operations. We utilize a scorecard methodology which incorporates multiple financial and non-financial strategic performance indicators for each officer, with the financial performance metrics accounting for at least 45% of the result. The potential bonus payout based on the scorecard result ranges from 0% to 150% of target. Examples of financial performance indicators include annual revenue, new bookings and profitability targets at the Company or business unit level. Examples of non-financial, strategic performance indicators include longer term execution of strategic plans, such as organizational changes, development of new client offerings and advancement of our Lean Digital℠ and design thinking strategies. At the time of establishing the individual scorecards, the compensation committee considered the level of difficulty associated with attainment of each goal in the scorecard and determined that the target level for each such goal was challenging. We believe that encouraging our named executive officers, as well as other employees with management responsibility, to focus on a variety of performance objectives that are important for creating shareholder value reduces incentives to take excessive risk with respect to any single objective.

The individual bonus amount for each named executive officer other than the CEO is determined based on the scorecard result and a Bonus Payment Multiplier. The Bonus Payment Multiplier is a percentage determined by dividing the funded bonus pool by the total of all bonus amounts based on individual scorecard results. For 2016, the Bonus Payment Multiplier was 92%. In no circumstance can the total of the bonus payouts for named executive officers other than the CEO, whose bonus is funded outside of the bonus pool, exceed the funded pool.

Accordingly, the 2016 bonus for each named executive officer other than our CEO was determined as follows:

- 2016 target bonus multiplied by
- individual scorecard achievement (0-150%) multiplied by
- 2016 Bonus Payment Multiplier of 92%.

CEO Bonus Scorecard

Although the CEO's bonus was not funded out of the bonus pool for the other named executive officers, the CEO's bonus was payable only if the Company achieved 2016 adjusted income from operations above the threshold amount.

The 2016 bonus for our CEO was determined as follows:

- 2016 target bonus multiplied by
- individual scorecard achievement (0-150%) multiplied by
- 2016 Company multiplier of 83%.

The following table sets forth the 2016 target and actual payments for our named executive officers and their 2015 actual payments under our annual cash bonus plan.

Executive	2016 Target Bonus	2016 Payment	2015 Payment
N.V. TYAGARAJAN	$1,200,000	$700,000(1)	$1,336,000
EDWARD J. FITZPATRICK	$600,000	$443,579(2)	$601,781
PIYUSH MEHTA	$214,262(3)(6)	$153,440(3)(6)	$219,431(6)
ARVINDER SINGH	$318,000(4)	$166,858(4)	$343,850
MOHIT THUKRAL	$230,615(5)(6)	$141,641(5)(6)	$223,611(6)

(1) Mr. Tyagarajan's bonus scorecard included Company revenues, new bookings and adjusted income from operations as the financial metrics and strategic organizational matters for the non-financial metrics. Mr. Tyagarajan achieved lower-than-target performance on both the financial and strategic metrics included in his scorecard. The 48% decrease in Mr. Tyagarajan's 2016 bonus compared to his 2015 bonus reflects a decrease in the Company multiplier under the bonus plan from 96% in 2015 to 83% in 2016, the impact of lower-than-target Company performance on achievement of the financial metrics in his scorecard, and lower-than-target performance on the strategic metrics in his scorecard.

(2) Mr. Fitzpatrick's bonus scorecard included Company revenues, new bookings, adjusted income from operations and cash flows as the financial metrics and strategic organizational matters for the non-financial metrics. Mr. Fitzpatrick achieved lower-than-target performance on the financial metrics in his scorecard and target performance on the non-financial metrics. The 26% decline in Mr. Fitzpatrick's bonus from 2015 to 2016 is attributable to the impact of lower-than-target Company performance on achievement of the financial metrics in his scorecard.

(3) In 2015, the compensation committee approved a 10% increase in Mr. Mehta's target bonus effective as of January 1, 2016. Mr. Mehta's bonus scorecard included Company revenues, new bookings, adjusted income from operations and the Company's compensation and benefits cost as a percentage of revenue as the financial metrics, and strategic organizational matters for the non-financial metrics. Mr. Mehta achieved lower-than-target performance on the financial metrics and target performance on the non-financial metrics. Mr. Mehta's bonus declined 26% from 2015 to 2016 in local currency. This decline is attributable to the impact of lower-than-target Company performance on achievement of the financial metrics in his scorecard.

(4) In 2015, the compensation committee approved a 6% increase in Mr. Singh's target bonus effective as of January 1, 2016. Mr. Singh's bonus scorecard included business unit revenues, new bookings and adjusted income from operations as the financial metrics and strategic organizational matters for the non-financial metrics. Mr. Singh achieved lower-than-target performance on the financial metrics and target performance on the non-financial metrics. The 51% decline in Mr. Singh's bonus from 2015 to 2016 is attributable to the impact of lower-than-target business unit performance on achievement of the financial metrics in his scorecard.

(5) In 2015, the compensation committee approved a 14% increase in Mr. Thukral's target bonus effective as of January 1, 2016. Mr. Thukral's bonus scorecard included business unit revenues, new bookings and adjusted income from operations as the financial metrics and strategic organizational matters for the non-financial metrics. Mr. Thukral achieved lower-than-target performance on the financial metrics and above-target performance on the non-financial metrics. Mr. Thukral's bonus declined 33% from 2015 to 2016 in local currency. This decline is

attributable to the impact of lower-than-target business unit performance on achievement of the financial metrics in his scorecard.

(6) Amounts shown were converted from Indian rupees at the rates of INR 1/US$0.01484012 for 2016 and INR 1/US$0.0156463 for 2015.

Equity-Based Compensation

Our equity-based compensation program is designed to attract and retain highly qualified individuals, given that competition for talent is high in our industry, and to align the long-term interests of our executives with those of our shareholders. Equity-based compensation is subject to multi-year vesting requirements, which require the continued service of our executives in order for them to realize gains.

The equity award component of our executive officer compensation is comprised primarily of performance share awards. In 2016, performance share awards represented between approximately 45% and 55% of the total target compensation for the named executive officers. Performance share awards require that we attain at least the minimum threshold levels of performance to receive any payment under the award. Accordingly, our executive officers realize no pay from their awards unless we perform. We have been granting performance shares since 2010, and the compensation committee believes that including performance shares as part of Genpact's equity-based compensation program strengthens focus on the Company's operating performance and shareholder value creation. They have also been an effective tool for retention of key employees. For the 2016 performance share awards, the compensation committee concluded that a one-year performance period was the most appropriate for our company together with a three-year cliff service vesting schedule.

From time to time, we may also grant (i) options to purchase our common shares, which are also a performance-based vehicle as they require our shares to appreciate in value before any economic benefit may be realized, and (ii) time-based restricted share units, which we use as a retention mechanism.

Stock Options

In 2016, we granted stock options to Messrs. Mehta, Singh and Thukral. The exercise price for the options granted in 2016 was equal to the closing price of our common shares on the grant date. Such options vest over a five-year period, 50% in January 2019 and 50% in January 2021, provided the recipient continues in service through each vesting date.

2016 Performance Share Awards

In 2016, we granted performance share awards to all of our named executive officers.

The number of common shares of the Company into which the 2016 performance shares were to convert is calculated by multiplying the number of target performance shares designated under the award by a performance percentage ranging from 0% to 250% based on the Company's adjusted income from operations, adjusted income from operations margin, revenues and new bookings during the period from January 1, 2016 to December 31, 2016. Adjusted income from operations and adjusted income from operations margin are qualifying criteria so that if either goal is not attained, no payout will occur regardless of the level of attainment of any of the other metrics. For the revenues and new bookings goals, which are equally weighted, there are three designated levels of attainment, as illustrated in the table below.

Performance Level	Payout Percentage
Below Threshold	0%
Threshold	50%
Target	100%
Outstanding	250%

If performance for any of the metrics is below the threshold, no payout will occur. In setting the performance goals for these awards, our compensation committee determined that the targets were challenging to achieve, and the targets set were consistent with the financial outlook we disclosed at the beginning of 2016.

Based on our 2016 financial results, the 2016 performance share awards forfeited for failure to achieve threshold revenue and adjusted income from operations performance.

Benefits and Perquisites

We provide other benefits to our named executive officers that are generally available to other employees in the country in which the named executive officer is located. We also provide our named executive officers with certain modest perquisites which we believe are reasonable and consistent with market trends in the countries in which our named executive officers are located. Such benefits and perquisites are intended to be part of a competitive overall compensation program. For more details on the benefits provided to our named executive officers, see “—2016 Summary Compensation Table” and “—Narrative Disclosure to Summary Compensation Table and Grant of Plan-Based Awards Table.”

Severance Arrangements

Our employment agreements with Messrs. Tyagarajan and Fitzpatrick provide for certain payments and benefits in the event of a termination of employment. The severance payments and benefits were based on individual negotiations with each executive and are an important part of employment arrangements designed to retain such executives and provide certainty with respect to the payments and benefits to be provided upon certain termination events. For additional details on these payments and benefits, see "—Potential Payments upon Termination or Change of Control."

Change of Control

Pursuant to the terms of Mr. Tyagarajan's employment agreement, the vesting of all of his outstanding equity awards will accelerate in full upon a change in control. Pursuant to the terms of Mr. Fitzpatrick's employment agreement, the vesting of his equity awards will accelerate in the event of his termination without cause or for good reason within 24 months following a change in control. In the event of a change in control, the performance shares granted to our named executive officers will convert into either a right to receive common shares representing 100% of the target performance shares without regard to performance or a number of common shares based on actual performance, depending on when the change in control occurs. These benefits are described in more detail in "—Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table—Employment Agreements with Named Executive Officers—N.V. Tyagarajan and Edward J. Fitzpatrick" and "—Potential Payments upon Termination or Change of Control."

Equity Grant Practices

All stock options granted by the Company have an exercise price equal to the closing market price of our common shares on the grant date. Equity grants are typically approved at our quarterly compensation committee meetings, and, unless a future effective date is specified, become effective as of the date of the meeting at which they are approved. The dates for our quarterly compensation committee meetings are generally scheduled months, and sometimes up to a year, in advance. In certain cases equity grants are approved by written consent outside of regularly scheduled compensation committee meetings and are effective as of the latest date a committee member signs the consent. Our compensation committee has delegated limited authority to the CEO and our Chief Human Resources Officer to grant equity awards between regularly scheduled compensation committee meetings to individuals other than executive officers and directors, with prescribed per person and aggregate quarterly limitations.

Share Ownership Guidelines

The Committee recognizes the critical role that executive share ownership has in aligning the interests of management with those of shareholders. As such, we maintain a formal share ownership policy under which the CEO is required to acquire and hold Genpact common shares in an amount representing a multiple of six times his base salary. Until the designated multiple of base salary is reached, the CEO is required to retain 100% of the after-tax net proceeds associated with stock option exercises and vesting of restricted share units and performance shares. Shares counted toward the ownership requirement consist of shares owned by the CEO and shares owned jointly by the CEO and his spouse or held in trust established by the CEO for the benefit of the CEO and/or his family members. Unvested restricted share units and performance share awards and unexercised stock options do not count toward the ownership requirement. As of December 31, 2016, Mr. Tyagarajan owned a number of Genpact common shares with a total value of more than six times his base salary.

Recovery Policy

Our performance share awards provide that if a named executive officer has breached any restrictive covenant under any agreement with the Company during employment or during the one-year period following termination of employment, we have the right to terminate the award and cancel any shares issued under the award and be paid any proceeds received by such officer from the sale of shares issued under the award.

IRC Section 162(m) Compliance

As a result of Section 162(m) of the Internal Revenue Code (“Section 162(m)”), publicly-traded companies such as the Company are not allowed a federal income tax deduction for compensation paid to the CEO and the three other highest paid executive officers (other than the CFO) to the extent that such compensation exceeds $1 million per officer in any one year and does not otherwise qualify as performance-based compensation. The 2007 Plan is structured so that compensation deemed paid to an executive officer in connection with the exercise of stock options or stock appreciation rights should qualify as performance-based compensation that is not subject to the $1 million limitation. In addition, restricted share units, performance share awards and cash incentive awards with performance-vesting goals tied to one or more of the performance criteria approved by the shareholders under the 2007 Plan may also be structured to qualify as performance-based compensation for Section 162(m) purposes. The 2017 Omnibus Incentive Compensation Plan (the “2017 Plan”), which is subject to shareholder approval at this annual meeting, is similarly structured. See “Proposal 4—Approval of 2017 Omnibus Incentive Compensation Plan.”

However, restricted share units and discretionary cash awards will not qualify as such performance-based compensation. Other awards made under the 2007 Plan (and the 2017 Plan) may or may not so qualify. In establishing the cash and equity incentive compensation programs for the executive officers, it is the compensation committee’s view that the potential deductibility of the compensation payable under those programs should be only one of a number of relevant factors taken into consideration, and not the sole governing factor. For that reason the compensation committee may deem it appropriate to provide one or more executive officers with the opportunity to earn incentive compensation which may be in excess of the amount deductible by reason of Section 162(m) or other provisions of the Internal Revenue Code. It is the compensation committee’s belief that cash and equity incentive compensation must be maintained at the requisite level to attract and retain the executive officers essential to the Company’s financial success, even if all or part of that compensation may not be deductible by reason of the Section 162(m) limitation.

2016 SUMMARY COMPENSATION TABLE

The following table sets forth information concerning the compensation of our Chief Executive Officer, our Chief Financial Officer, and each of the Company’s other three most highly compensated executive officers whose total compensation for the 2016 fiscal year was in excess of $100,000 and who were serving as executive officers at the end of the 2016 fiscal year (referred to as our “named executive officers”) for the fiscal years ended December 31, 2016, 2015 and 2014. No other executive officers who would have otherwise been includable in such table on the basis of total compensation for the 2016 fiscal year have been excluded by reason of their termination of employment or change in executive status during that year.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Share Awards ($)[1]	Option Awards ($)[2]	Non-equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total Compensation ($)
N.V.	2016	632,423	—	1,450,548	—	700,000	—	87,091[4]	2,870,062
TYAGARAJAN	2015	632,423	—	—	—	1,336,000	—	86,768	2,055,191
	2014	632,423	—	—	—	1,700,000	—	106,797	2,439,220
President, Chief Executive Officer and Director									
EDWARD J.	2016	602,308	—	1,042,804	—	443,579	—	17,729[5]	2,106,420
FITZPATRICK	2015	602,308	—	1,240,251	—	601,781	—	12,904	2,457,244
	2014	281,538	—	2,099,991	1,919,500	411,298	—	265,615	4,977,942
Chief Financial Officer									
PIYUSH	2016	285,672	—	802,157	621,320	153,440	9,225[8]	393[6]	1,872,207
MEHTA[3]	2015	287,500	—	826,833	—	219,431	12,968	356	1,347,088
	2014	262,917		701,746	—	328,450	26,883	364	1,320,360
Senior Vice President, Chief Human Resources Officer									
ARVINDER	2016	425,631	—	802,157	621,320	166,858	—	41,939[7]	2,057,905
SINGH	2015	413,723	—	826,834	—	343,850	—	33,907	1,618,314
	2014	401,539	—	701,746	—	487,755	—	33,651	1,624,691

Senior Vice President, Capital Markets and IT Services									
MOHIT THUKRAL[3]	2016	307,487	—	802,157	621,320	141,641	10,579[8]	393[9]	1,883,577
	2015	304,281	30,000	826,834	—	223,611	19,513	356	1,404,595
	2014	283,140	—	701,746	—	333,351	23,626	364	1,342,227
Senior Vice President, Banking, Financial Services and Insurance									

(1) The amounts shown under this column reflect the dollar amount of the aggregate grant date fair value of performance share awards and restricted share units granted during the applicable year pursuant to our 2007 Omnibus Incentive Compensation Plan, calculated in accordance with Financial Accounting Standards Board Codification Topic 718, Compensation—Stock Compensation, or FASB ASC Topic 718, and do not reflect the realizable value of these awards based on our performance results for each period. The performance share awards granted in 2016 were forfeited for failure to achieve the revenue and adjusted income from operations performance targets under such awards. Accordingly, no value will be realized by our named executive officers with respect to the 2016 performance share grants. The aggregate grant date fair value of the performance share awards is calculated in accordance with FASB ASC Topic 718, based on the probable outcome of the attainment of one or more pre-established performance objectives as of the grant date, which for the performance share awards granted in 2016 was 72.53% of target. Assumptions used in the calculation of these amounts are included in Note 18 "Stock-based compensation" to our audited consolidated financial statements for the fiscal year ended December 31, 2016 included in our Annual Report on Form 10-K. In accordance with the rules promulgated by the SEC, the amounts shown for awards with performance- and service-based vesting conditions exclude the impact of estimated forfeitures. The performance periods for the performance shares granted in 2014, 2015 and 2016 are completed, and the number of shares underlying each such award has been determined. The aggregate grant date fair values of the performance share awards granted in 2016, assuming maximum attainment of the performance goals, are as follows: Mr. Tyagarajan—$4,999,974; Mr. Fitzpatrick—$3,594,500; Mr. Mehta—$2,765,000; Mr. Singh—$2,765,000; and Mr. Thukral—$2,765,000.

(2) The amounts shown represent the aggregate grant date fair value of the stock options awarded to our named executive officers during the applicable year, calculated in accordance with FASB ASC Topic 718, and exclude the impact of estimated forfeitures. Assumptions used in the calculation of these amounts are included in Note 18 "Stock-based compensation" to our audited consolidated financial statements for the fiscal year ended December 31, 2016 included in our Annual Report on Form 10-K.

(3) Messrs. Mehta and Thukral received certain payments in Indian rupees. The following exchange rates were used to calculate amounts in the Summary Compensation Table reflecting such payments: INR 1/US$0.01484012 in 2016, INR 1/ US$0.0156463 in 2015 and INR 1/ US$0.0163508

in 2014. For Messrs. Mehta and Thukral, all amounts other than those shown under the “Option Awards” and “Share Awards” columns were paid or incurred in Indian rupees.

(4) The amount shown consists of the following payments and benefits to Mr. Tyagarajan: (a) $3,704 in life insurance plan premiums, (b) $60,000 for personal costs pursuant to his employment agreement, (c) $10,600 in matching contributions to our 401(k) plan and (d) $12,787 for his automobile lease.

(5) The amount shown consists of the following payments and benefits to Mr. Fitzpatrick: (a) $2,304 in life insurance plan premiums, (b) $10,600 in matching contributions to our 401(k) plan and (c) $4,825 in costs related to our executive health examination program.

(6) The amount shown consists of life insurance plan premium payments made on behalf of Mr. Mehta.

(7) The amount shown consists of the following payments and benefits to Mr. Singh: (a) $10,600 in matching contributions to our 401(k) plan, (b) $16,460 for payments relating to our former profit sharing plan for U.S. employees, (c) $10,054 in life insurance plan premiums and (d) $4,825 in costs related to our executive health examination program.

(8) The amounts shown represent the change in pension value with respect to the Gratuity Plan benefit for Messrs. Mehta and Thukral that is required to be provided to all employees in India pursuant to Indian law. Assumptions used in the calculation of this amount are included in Note 17, “Employee benefit plans,” to our audited consolidated financial statements for the fiscal year ended December 31, 2016 included in our Annual Report on Form 10-K.

(9) The amount shown represents life insurance plan premium payments made on behalf of Mr. Thukral.

CEO REALIZABLE COMPENSATION

The values reported in our Summary Compensation Table include the estimated fair value of long-term incentive awards at the time of grant as determined for accounting purposes. This estimated fair value is not reflective of actual award values and often differs significantly from the values ultimately received by our senior executives. We believe that realizable compensation, which reflects the actual current value of outstanding long-term incentive awards from prior years, helps us to better assess our pay for performance alignment.

Realizable compensation provides clarity on how compensation outcomes are influenced by company performance. This is particularly important because equity-based awards account for the most significant portion of the total compensation of our CEO and other executive officers. Because the compensation committee believes that long-term, equity-based compensation drives long-term growth, consideration of actual and potential values realizable from awards granted in prior years is a highly relevant factor in assessing the effectiveness of our compensation program’s continued alignment with our shareholders’ long-term interests.

The following table sets forth the realizable pay for our CEO for fiscal years 2014, 2015 and 2016.

	2014	2015	2016
Salary	$632,423	$632,423	$632,423
Bonus	—	—	—
Non-equity incentive plan compensation	$1,700,000	$1,336,000	$700,000
Long-term incentives:			
Option awards(1)	—	—	—
PSU/RSU awards(1)	—	—	—
Total long-term incentives	—	—	—
Other compensation	$106,797	$86,768	$87,091
Total Realizable Compensation(2)	$2,439,220	$2,055,191	$1,419,514

(1) Mr. Tyagarajan was not granted any equity awards in 2014 or 2015. The 2016 PSU award granted to Mr. Tyagarajan was forfeited for failure to achieve threshold revenue and adjusted income from operations performance.
(2) Total realizable compensation was calculated using (a) actual earned base salary, (b) cash bonus and all other non-equity compensation as disclosed in the Summary Compensation Table, and (c) equity award values of all performance share units with performance periods ending within the measurement period at the determined outcome multiplied by the closing price of our common shares on the last day of fiscal year 2016 of $24.34.

The following chart compares the fiscal year 2014, 2015 and 2016 Summary Compensation Table values for our CEO to realizable compensation values and provides our total shareholder return as of the end of each fiscal year during the period from January 1, 2014 to December 31, 2016, assuming an investment of $100 in Genpact common shares on January 1, 2014.

2016 GRANTS OF PLAN-BASED AWARDS

The following table provides certain information regarding cash and equity incentive plan awards granted to our named executive officers during the fiscal year ended December 31, 2016. The equity awards were granted under the 2007 Omnibus Incentive Compensation Plan and the non-equity awards were granted under our 2016 annual cash bonus plan.

		Estimated Future Payouts Under Non-equity Incentive Plan Awards[1]			Estimated Future Payouts Under Equity Incentive Plan Awards[2]			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options	Exercise Price of Option Awards	Grant Date Fair Value of Stock and Option Awards
Name	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	(#)	(#)	($/Sh)	($)[3]
N.V.	5/2/2016	—	—	—	35,587	71,174	177,935	—	—	—	1,450,458
TYAGARAJAN	—	270,000	1,200,000	3,600,000	—	—	—	—	—	—	—
EDWARD J.	4/1/2016	—	—	—	26,000	52,000	130,000	—	—	—	1,042,804
FITZPATRICK	—	135,000	600,000	1,800,000	—	—	—	—	—	—	—
PIYUSH	4/1/2016	—	—	—	20,000	40,000	100,000	—	70,000	27.65	1,423,477
MEHTA	—	36,157	214,262	642,785	—	—	—	—	—	—	—
ARVINDER	4/1/2016	—	—	—	20,000	40,000	100,000	—	70,000	27.65	1,423,477
SINGH	—	89,438	318,000	954,000	—	—	—	—	—	—	—
MOHIT	4/1/2016	—	—	—	20,000	40,000	100,000	—	70,000	27.65	1,423,477
THUKRAL	—	64,861	230,615	691,846	—	—	—	—	—	—	—

(1) Represents the cash bonus opportunity range under our 2016 annual bonus plan, which is summarized under "Compensation Discussion and Analysis—Compensation Components—Annual Cash Bonus" above. For Mr. Tyagarajan, the cash award target was 190% of his base salary, and for the other named executive officers, the cash bonus award target ranged between 75% and 100% of base salary. For Messrs. Mehta and Thukral, who are compensated in Indian rupees, amounts in this column were calculated after converting their salaries in local currency at a rate of INR 1/US$0.01484012. For the actual amounts paid to each named executive officer, see the "Non-Equity Incentive Plan Compensation" column of the "Summary Compensation Table" above. Amounts shown in the "Threshold" column represent the payments that would result from attainment of threshold performance with respect to both (a) the company multiplier, which is 50% of target, and (b) the scorecard financial metrics, which

is 75% of target. Amounts shown in the "Maximum" column represent the payments that would result from attainment of the highest level of performance with respect to both (a) the Company multiplier, which is 200% of target, and (b) the scorecard result, which is 150% of target.

(2) Represents performance share awards that were to vest based on the level of attainment of the performance goals for the 2016 fiscal year, subject to continued service through January 10, 2019. The performance conditions for these awards were not fulfilled and the awards have been forfeited. See "—Compensation Discussion and Analysis—Compensation Components—Equity-Based Compensation" above for a description of the awards.

(3) Represents the grant date fair value of stock and option awards granted during the fiscal year ended December 31, 2016, calculated in accordance with FASB ASC Topic 718. The aggregate grant date fair value of performance share awards is calculated in accordance with FASB ASC Topic 718, based on the probable outcome of the attainment of one or more pre-established performance objectives as of the grant date. Assumptions used in the calculation of these amounts are included in Note 18 "Stock-based compensation" to our audited consolidated financial statements for the fiscal year ended December 31, 2016 included in our Annual Report on Form 10-K. In accordance with rules promulgated by the SEC, the amounts shown for these awards exclude the impact of estimated forfeitures.

NARRATIVE DISCLOSURE TO SUMMARY COMPENSATION TABLE AND GRANTS OF PLAN-BASED AWARDS TABLE

Employment Agreements with Named Executive Officers

Summarized below are the material terms of our employment agreements with Messrs. Tyagarajan and Fitzpatrick. We do not have an employment agreement with any other named executive officer.

N.V. Tyagarajan. We entered into an employment agreement with Mr. Tyagarajan on June 15, 2011, which supersedes his previous employment agreement, dated February 7, 2005. The employment agreement has an indefinite term and may be terminated by us or Mr. Tyagarajan, subject to the severance provisions described below. The employment agreement provides for an annual base salary of not less than $600,000 and a target bonus of 125% of annual base salary. Mr. Tyagarajan is entitled to benefits and perquisites generally available to our other senior executives, reimbursement of automobile costs and $60,000 for personal costs. Mr. Tyagarajan is also entitled to four weeks of vacation per year.

For purposes of Mr. Tyagarajan's employment agreement, the term "good reason" means a material reduction in the nature of Mr. Tyagarajan's authorities or duties, a material reduction in base compensation, requiring Mr. Tyagarajan to report to any person other than our board of directors or a material relocation of Mr. Tyagarajan's principal place of employment, which has not been cured by us within 30 days following notice of such event by Mr. Tyagarajan.

If Mr. Tyagarajan's employment is terminated by us without cause or by Mr. Tyagarajan for good reason, then in addition to any earned but unpaid salary or bonus and payment for accrued but unused vacation, Mr. Tyagarajan is entitled to payment of an amount equal to the sum of (I) two times Mr. Tyagarajan's then current base salary and (II) two times the annual bonus received for the fiscal year preceding the fiscal year in which the termination occurs. In addition, we will reimburse Mr. Tyagarajan for the cost of acquiring health benefits for himself and his dependents at the same level of coverage and benefits as is provided to our US-based senior executives for two years following the date of termination, or any earlier date on which he and his dependents become eligible for such health benefits from another employer.

Mr. Tyagarajan's payments upon termination of employment described above are subject to his execution of a release of all claims against us and our affiliates. The release would also be executed by us and release Mr. Tyagarajan from any claims by us relating to Mr. Tyagarajan's employment or services other than claims based on acts or omissions of Mr. Tyagarajan that involve fraud or which are not known to the non-employee directors on the date of such release. The release also includes a mutual non-disparagement provision.

Under his employment agreement, for two years after the termination of his employment, Mr. Tyagarajan will be subject to certain non-compete and non-solicitation covenants.

Edward J. Fitzpatrick. On June 26, 2014, we entered into an employment agreement with Mr. Fitzpatrick in connection with his appointment as our Chief Financial Officer. The employment agreement has an indefinite term and may be terminated by us or Mr. Fitzpatrick, subject to the severance provisions described below. The employment agreement provides for an annual base salary of not less than $600,000 and a target bonus of 100% of annual base salary. In addition, Mr. Fitzpatrick is entitled to benefits and perquisites generally available to our other senior executives and four weeks of vacation per year.

In accordance with his employment agreement, Mr. Fitzpatrick was granted a performance share award covering 52,000 target shares in 2016, which was to vest and convert into common shares based on performance metrics and service requirements established by the compensation committee. This additional performance share award, which forfeited for failure to achieve target revenue and adjusted income from operations performance, was subject to accelerated vesting in the event of Mr. Fitzpatrick’s termination by the Company without cause or Mr. Fitzpatrick’s termination for good reason within 24 months following a change in control of the Company, and pro-rata vesting in the event of his termination by the Company without cause.

For purposes of Mr. Fitzpatrick's employment agreement, the term "good reason" means a material reduction in the nature of Mr. Fitzpatrick's authorities or duties, a material reduction in base compensation, requiring Mr. Fitzpatrick to report to any person other than our CEO or a material relocation of Mr. Fitzpatrick's principal place of employment, which has not been cured by us within 30 days following notice of such event by Mr. Fitzpatrick.

In the event of Mr. Fitzpatrick's termination for good reason or by the Company without cause, Mr. Fitzpatrick will receive severance benefits that consist of (a) a cash lump-sum payment equal to 100% his then current base salary and (b) a cash lump-sum payment equal to the cost of acquiring health benefits for himself, his spouse and his eligible dependents for up to 12 months following termination. Payment of the severance benefits is conditioned on Mr. Fitzpatrick's execution of a general release of all claims. In addition, the equity awards granted under the Agreement will accelerate and vest as described above.

Mr. Fitzpatrick's payments upon termination of employment described above are subject to his execution of a release of all claims against us and our affiliates. In addition, Mr. Fitzpatrick will be subject to certain non-compete and non-solicitation covenants for one year after the termination of his employment.

2007 Omnibus Incentive Compensation Plan

We adopted our 2007 Omnibus Incentive Compensation Plan, or the 2007 Plan, on July 13, 2007, and amended it on April 15, 2011, April 11, 2012 and August 1, 2012.

Stock Options

The exercise price for options granted to our named executive officers in 2016 was equal to the closing price of our common shares on the grant date. The options vest over a five-year period, 50% in January 2019 and 50% in January 2021.

Restricted Share Units

We did not grant any restricted share units to our named executive officers in 2016.

Performance Share Awards

The performance share awards granted to our named executive officers in 2016 were to convert into actual common shares of the Company based on the Company's attainment of certain performance goals measured over the period beginning January 1, 2016 and ending December 31, 2016 and the individual's continued service with the Company through January 10, 2019. Each award specifies a target number of performance shares. The number of common shares of the Company into which the performance shares were to convert is calculated by multiplying the number of target performance shares designated under the award by a performance percentage ranging from 0% to 250% based on the Company's adjusted income from operations, adjusted income from operations margin, new bookings and revenue during the period from January 1, 2016 to December 31, 2016. Adjusted income from operations and adjusted income from operations margin are qualifying criteria and for the other two goals there are three designated levels of attainment: threshold, target and outstanding. If performance for any metric is below the threshold, no payout will occur. Based on our 2016 revenue and adjusted income from operations (which were below the threshold levels required under the award), the 2016 performance share awards were forfeited.

The performance share awards (and any shares issued thereunder or proceeds from the sale of such shares) are subject to forfeiture in the event of a breach of restrictive covenants. See "Compensation Discussion and Analysis—Recovery Policy."

Change of Control

Pursuant to the 2007 Plan, unless otherwise provided in an individual award agreement, in the event of a change of control of our company, existing awards may be assumed, substituted or continued. If the awards are not so assumed, substituted or continued, then:

- any options and SARs outstanding as of the date the change of control is determined to have occurred will become fully exercisable and vested, as of immediately prior to the change of control;
- all performance units and cash incentive awards will be paid out as if "target" performance levels had been attained, but pro-rated based on the portion of the performance period that elapses prior to the change of control;
- performance share awards will become payable at target levels or based on actual performance depending on whether a change in control occurs during or after the performance period; and
- all other outstanding awards will automatically be deemed exercisable or vested and all restrictions and forfeiture provisions related thereto will lapse as of immediately prior to such change of control.

Unless otherwise provided pursuant to an award agreement, a change of control is defined to mean any of the following events, generally:

- during any period of twenty-four consecutive months, a change in the composition of a majority of our board of directors that is not supported by a majority of the incumbent board of directors;
- the consummation of a merger, reorganization or consolidation or sale or other disposition of all or substantially all of our assets;
- the approval by our shareholders of a plan of our complete liquidation or dissolution; or
- an acquisition by any individual, entity or group (other than Bain Capital or any of its affiliates) of beneficial ownership of a percentage of the combined voting power of our then outstanding voting securities entitled to vote generally in the election of directors that is equal to or greater than 25% (in the case of Bain Capital or any of its affiliates the threshold is 50%).

Retirement Benefits

We provide our employees in the United States, including our CEO, with a tax-qualified defined contribution 401(k) plan, pursuant to which employees may elect to defer pre-tax salary amounts up to the limits set by the Internal Revenue Code. We match 100% of the first 4% of salary deferred by our employees under the 401(k) plan.

In India, we maintain a Gratuity Plan, which is a defined benefit plan, and a Provident Fund Plan, which is a defined contribution plan, each as required under applicable law.

2016 OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END

The following table provides information regarding each outstanding equity award held by our named executive officers as of December 31, 2016.

	Option Awards				Stock Awards			
Name	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (#)[1][12]	Equity Incentive Plan Awards: Number of Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value of Shares, Units or Other Rights That Have Not Vested ($)[1]
N.V. TYAGARAJAN	273,642[2]	—	14.22	4/19/2017	—	—	—	—
	283,625[3]	—	9.52	5/6/2019	—	—	—	—
	51,052[4]	—	14.32	3/11/2020	—	—	—	—
	283,625[5]	—	13.52	6/14/2021	—	—	—	—
	750,000[6]	750,000[6]	19.35	5/30/2023	—	—	—	—
EDWARD J. FITZPATRICK	—	250,000[7]	18.05	7/14/2024	—	—	—	—
	—	—	—	—	58,172[8]	1,415,906	—	—
	—	—	—	—	56,435[9]	1,373,628	—	—
PIYUSH MEHTA	17,017[4]	—	14.32	3/11/2020	—	—	—	—
	72,500[6]	72,500[6]	19.35	5/30/2023	—	—	—	—
	—	—	—	—	35,186[10]	856,427	—	—
	—	—	—	—	37,623[9]	915,744	—	—
	—	70,000[11]	27.65	3/31/2026	—	—	—	—
ARVINDER SINGH	37,615[2]	—	14.22	4/19/2017	—	—	—	—
	22,690[4]	—	14.32	3/11/2020	—	—	—	—
	72,500[6]	72,500[6]	19.35	5/30/2023	—	—	—	—
	—	—	—	—	35,186[10]	856,427	—	—
	—	—	—	—	37,623[9]	915,744	—	—
	—	70,000[11]	27.65	3/31/2026	—	—	—	—
	52,615[2]	—	14.22	4/19/2017	—	—	—	—

MOHIT	27,228[(4)]	—	14.32	3/11/2020	—	—	—	—
THUKRAL	72,500[(6)]	72,500[(6)]	19.35	5/30/2023	—	—	—	—
	—	—	—	—	35,186[(10)]	856,427	—	—
	—	—	—	—	37,623[(9)]	915,744	—	—
	—	70,000[(11)]	27.65	3/31/2026	—	—	—	—

(1) Represents the aggregate market value of the shares subject to the award calculated using the NYSE closing price of our common shares on December 31, 2016.

(2) These options were granted on April 20, 2007 and fully vested on December 31, 2012.

(3) These options were granted on May 7, 2009 and fully vested on May 1, 2014.

(4) These options were granted on March 12, 2010 and fully vested on February 1, 2014.

(5) These options were granted on June 15, 2011 and fully vested on June 17, 2015.

(6) These options were granted on May 31, 2013 and vest with respect to 50% on January 10, 2016 and 50% on January 10, 2018, subject to continued service through each vesting date.

(7) These options were granted on July 15, 2014 and vest with respect to 50% on July 15, 2017 and 50% on July 15, 2019, subject to continued service through each vesting date.

(8) Represents restricted share units granted on July 15, 2014 that vested with respect to 25% on July 15, 2015. The remainder of the restricted share units will vest with respect to 25% on July 15, 2016, 25% on July 15, 2017 and 25% on July 15, 2018.

(9) Represents performance share awards granted on March 9, 2015, based on actual performance attainment at 94%. The performance period for these awards was completed on December 31, 2015. However, the awards will not fully vest until completion of the service period on January 10, 2018.

(10) Represents performance share awards granted on April 28, 2014 based on actual performance attainment at 106.627%. The performance period for these awards was completed on December 31, 2014. The awards fully vested on January 10, 2017.

(11) These options were granted on April 1, 2016 and vest with respect to 50% on January 10, 2019 and 50% on January 10, 2021, subject to continued service through each vesting date.

(12) Does not include performance share awards granted in 2016 because the performance conditions for these awards have not been fulfilled and the awards have been forfeited.

2016 OPTION EXERCISES AND STOCK VESTED

The following table provides information regarding exercises of Company options and vesting of stock awards for each of our named executive officers during the fiscal year ended December 31, 2016.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)[1]	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)
N.V. TYAGARAJAN	136,820	1,763,266	34,035[2]	828,412
EDWARD J. FITZPATRICK	—	—	29,086[3]	776,596
PIYUSH MEHTA	12,480	221,285	—	—
ARVINDER SINGH	65,000	639,173	—	—
MOHIT THUKRAL	50,000	514,340	—	—

(1) Represents the aggregate price at which shares acquired upon exercise of the options were sold, net of the exercise price paid for acquiring the shares.
(2) These shares vested and were issued, net of shares withheld for taxes, on December 31, 2016 pursuant to an RSU award granted in February 2013.
(3) These shares vested and were issued, net of shares withheld for taxes, on July 15, 2016 pursuant to an RSU award granted in July 2014.

2016 PENSION BENEFITS

The following table provides information about certain pension benefits provided to our named executive officers for the fiscal year ended December 31, 2016.

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit ($)[1][2]	Payments During Last Fiscal Year ($)
N.V. TYAGARAJAN	—	—	—	—
EDWARD J. FITZPATRICK	—	—	—	—
PIYUSH MEHTA	Gratuity Plan for Indian Employees	15.09	78,725	
ARVINDER SINGH	—	—	—	—
MOHIT THUKRAL	Gratuity Plan for	18.43	103,354	—

Indian Employees

(1) We are required to provide all Indian employees with benefits under a Gratuity Plan, which is a defined benefit plan. Assumptions used in the calculation of this amount are included in Note 17—“Employee benefit plans” to our audited consolidated financial statements for the fiscal year ended December 31, 2016 included in our Annual Report on Form 10-K.

(2) The foreign exchange rate used to calculate amounts in this table is INR 1/US$0.01484012.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE OF CONTROL

Below is a description of the potential payments and benefits that would be provided to our named executive officers upon termination of their employment or a change of control under their employment agreements and award agreements under the Company Stock Plans.

Employment Agreements with Named Executive Officers

We have entered into agreements with Messrs. Tyagarajan and Fitzpatrick that provide for certain payments and benefits to be paid upon certain terminations of employment. See "—Narrative Disclosure to Summary Compensation Table and Grant of Plan-Based Awards Table—Employment Agreements with Named Executive Officers" for a description of these provisions.

Company Stock Plans

The treatment of outstanding awards under our 2007 Plan in the event of a change of control is described under "Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table – 2007 Omnibus Incentive Compensation Plan."

Generally, except as described below, our Company option or other equity award agreements with our named executive officers do not provide for accelerated vesting upon a termination of employment.

Under Mr. Tyagarajan's 2013 option grant, 25% of the shares subject to the option will vest upon a termination without cause or for good reason, and 20% of the shares subject to the option will vest upon a termination by reason of death or disability, in each case prior to full vesting of the option. The option vests in full upon a change in control. The restricted share units granted to Mr. Tyagarajan in 2013 vest in full upon a change in control or upon termination of employment by reason of death or disability, by the Company without cause or by Mr. Tyagarajan for good reason.

Under his 2014 option grant, Mr. Fitzpatrick's options will vest in full in the event of Mr. Fitzpatrick's termination by the Company without cause or his termination for good reason within 24 months following a change in control of the Company. Upon Mr. Fitzpatrick's termination of employment by reason of death or disability, or his termination by the Company without cause, the options will vest on a pro-rated basis based on the period of service completed over the 5-year period measured from the grant date of the options until the date of termination, less the number of shares subject to the options that vested prior to such termination. The restricted share units granted to Mr. Fitzpatrick in 2014 will vest in full in the event of Mr. Fitzpatrick's termination by the Company without cause or Mr. Fitzpatrick's termination for good reason within 24 months following a change in control of the Company. Upon Mr. Fitzpatrick's termination of employment by reason of death or disability, or his termination by the Company without cause, the restricted share units will vest on a pro-rated basis based on the period of service completed over the 4-year period measured from the grant date of the award until the date of termination, less the number of shares that vested prior to such termination. The performance share units granted to Mr. Fitzpatrick pursuant to his employment agreement vest (i) on a pro-rated basis in the event of his termination by the Company without cause prior to the end of the applicable service period and (ii) in full in the event of his involuntary termination within 24 months following a change in control.

Additionally, each of the performance share awards granted to our named executive officers will vest on a pro-rated basis based on actual performance in the event of the executive's termination by reason of death or disability.

TERMINATION AND CHANGE OF CONTROL POTENTIAL PAYMENTS AND BENEFITS TABLE

The amounts included in the table below do not include payments and benefits to the extent they are provided on a non-discriminatory basis to salaried employees generally upon termination of employment. The amounts indicated are based on the payments and benefit costs that would have been incurred by the Company if the named executive officer's employment had terminated as of the last business day of the fiscal year ended December 31, 2016. Where applicable, the value of one of our common shares on December 31, 2016 was $24.34, which was the closing market price of our common shares on the NYSE as of that date.

Name	Involuntary Termination without Cause ($)	Involuntary Termination for Cause ($)	Termination with Good Reason[1] ($)	Voluntary Termination Other than Death or Disability ($)	Change of Control