

GENPACT LIMITED
AUDIT COMMITTEE CHARTER

I. Purposes

The Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Genpact Limited (the “**Company**”) shall provide assistance to the Board in fulfilling its responsibilities to the Company and to its shareholders, potential shareholders, the investment community and other stakeholders with respect to:

(i) Oversight of:

(A) the performance of the Company’s internal audit function;

(B) the performance of any registered public accounting firm employed by the Company to provide audit services, including the firm’s qualifications and independence;

(C) the quality and integrity of the Company’s accounting and reporting practices and controls, including the financial statements and reports of the Company; and

(D) the Company’s compliance with legal and regulatory requirements; and

(ii) Preparing an audit committee report as required by the Securities and Exchange Commission (the “**SEC**”) to be included in the Company’s annual proxy statement.

The Committee will fulfill these responsibilities primarily by carrying out the activities enumerated in section IV of this Charter.

Notwithstanding the Committee’s purposes set forth above, the Committee is not responsible for certifying the Company’s financial statements or guaranteeing the independent auditor’s report. The fundamental responsibility for the Company’s financial statements and disclosures rests with management.

In fulfilling its responsibilities, it is recognized that members of the Committee are not full-time employees of the Company and are not, and do not, represent themselves to be professional accountants or auditors. The functions of the Committee are not intended to duplicate or substitute for the activities of management and the independent auditors, and the Committee members cannot provide any expert or special assurance as to the Company’s financial statements or internal controls or any professional certifications as to the work of the independent auditor.

II. Composition

The Committee shall be composed of three or more members of the Board, each of whom shall be determined by the Board to be “independent” in accordance with the rules of the New York Stock Exchange (the “**NYSE**”), the Securities Exchange Act of 1934, as amended, and any other applicable listing or legal requirements, including the more rigorous independence requirements applicable specifically to audit committee members.

All members of the Committee shall be financially literate in accordance with NYSE rules, and at least one member of the Committee shall be an “audit committee financial expert” as defined by the SEC. Committee members shall have other such qualities as the Board determines appropriate, but shall not serve on the audit committees of more than two (2) other public companies unless the Board determines that such service does not impair the member’s ability to serve effectively on the Committee.

No member of the Committee may receive any compensation from the Company other than (i) fees paid to directors for service on the Board (including customary perquisites and other benefits that directors receive, (ii) additional fees paid to directors for service on a committee of the Board or as the chairperson of any committee and (iii) a pension or other deferred compensation for prior service that is not contingent on future services to the Board.

The members of the Committee shall be appointed by the Board at the annual organizational meeting of the Board and shall serve until the next such organizational meeting of the Board or until their successors shall be duly elected and qualified. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

Unless a Chairperson is elected by the full Board, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson will chair all regular sessions of the Committee and will, with input from other members of the Committee, and where appropriate, management, set the agenda for the Committee meetings.

III. Meetings and Operations

The Committee shall meet at least quarterly and additionally as circumstances dictate. Meetings of the Committee shall be at such times and places as determined by the Committee Chairperson and may be held in person or telephonically. A majority of the members present shall constitute a quorum and a majority of the members present shall decide any matter brought before the Committee.

As part of its duty to foster open communication, the Committee shall meet periodically in separate executive sessions with management, the director of the internal audit department and the independent auditors to discuss

any matters that the Committee or any of these groups believes should be discussed privately. In addition, the Committee should meet quarterly with the independent auditors and management to review the Company's financial statements and reports consistent with section IV below.

All members of the Board who are not members of the Committee may attend meetings of the Committee but may not vote. The Committee may invite to its meetings any management or other personnel of the Company, or any third parties, as it deems appropriate in order to carry out its responsibilities.

Except as expressly provided in this Charter, the Company's by-laws or the Company's Corporate Governance Guidelines, or as required by law, regulation or NYSE listing standards, the Committee shall set its own rules of procedure.

IV. Responsibilities and Duties

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that it deems appropriate. The Committee shall have the authority to retain outside legal, accounting or other advisors for this or any other purpose, including the authority to approve the fees payable to such advisors and any other terms of retention. The Company shall provide appropriate funding, as determined by the Committee in its sole authority, for payment of compensation to such advisors.

The Committee shall be given full access to the Company's internal audit group, management, personnel and independent auditors as necessary to carry out these responsibilities. While acting within the scope of its stated purpose, the Committee shall have all the authority of the Board.

To fulfill its responsibilities and duties the Committee shall:

(i) **Financial Statements and Reports Review**

(A) Review with management and the independent auditors, prior to public dissemination, the Company's annual audited financial statements and any quarterly financial statements and reports, including the Company's disclosures under the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and a discussion with the independent accountants of the matters required to be discussed by Statements of Auditing Standards Nos. 61 and 71, as applicable;

(B) Periodically review and discuss with management and the independent auditors the Company's earnings press releases as well as financial information and earnings guidance provided to analysts and rating agencies;

(C) Review and approve all reports and disclosures with respect to matters related to the Committee required to be included in the Company's proxy statement pursuant to applicable rules and regulations of the SEC; and

(D) Recommend to the Board whether the Company's annual financial statements should be included in the Annual Report on Form 10-K.

(ii) Independent Auditors

(A) Retain (and terminate, as the case may be) the Company's independent auditors (subject to shareholder ratification), which shall report directly to the Committee, and approve all audit engagement fees and terms;

(B) Oversee the work of any registered public accounting firm employed by the Company to provide audit services (that, under applicable laws and regulations, is required to be independent of the Company), including the resolution of any disagreement between management and the independent auditor regarding financial reporting, for the purpose of preparing or issuing an audit report or related work;

(C) Approve, in advance, any audit and any permissible non-audit engagement or relationship between the Company and the independent auditors;

(D) Review, at least annually, the qualifications, performance and independence of the independent auditors. In conducting its review and evaluation, the Committee should:

(1) obtain and review a report by the Company's independent auditors describing: (i) the auditing firm's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditing firm, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditors and the Company (so as to enable the assessment of the independent auditors' independence);

(2) ensure the rotation of the lead audit partner and reviewing partner on at least that schedule required by the SEC, the Public Company Accounting Oversight Board or any other applicable authority;

(3) take into account the opinions of management and the Company's internal auditors (or of other personnel responsible for the internal audit function); and

(4) receive from the independent auditors such written statements as required by Independence Standards Board Statement No. 1 or any other applicable rules, and recommend to the Board and/or management such actions it deems appropriate to ensure the independence of the external auditors;

(5) Review with the independent auditors any audit problems or difficulties and management's response; and

(6) Set clear hiring policies to be implemented by the Company for employees or former employees of the independent auditors to ensure independence.

(iii) Financial Reporting Process and Controls

(A) Review, in consultation with the independent auditors and the internal auditors, the integrity and effectiveness of the Company's internal and external financial reporting processes and controls. In this regard, the Committee should obtain and discuss with management and the independent auditors all reports from management and the independent auditors regarding:

(1) all critical accounting policies and practices to be used by the Company;

(2) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the Company's management, the ramifications of the use of the alternative disclosures and treatments, and the treatment preferred by the independent auditors;

(3) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles;

(4) major issues as to the adequacy of the Company's internal controls and any specific audit steps adopted in light of material control deficiencies;

(5) the Company's process for the Chief Executive Officer and Chief Financial Officer quarterly and annual certifications required by the SEC with respect to financial statements; and

(6) any other material written communications between the independent auditor and the Company's management;

(B) Review periodically the effect of regulatory and accounting initiatives, as well as off-balance sheet structures (if any), on the financial statements of the Company;

(C) Establish regular systems of reporting to the Committee by each of management, the independent auditors and the internal auditors regarding any significant judgments made in management's preparation of the financial statements and any significant difficulties encountered during the course of the review or audit, including any restrictions on the scope of work or access to requested information;

(D) Review any significant disagreement between management and the independent auditors or the internal auditing department in connection with the preparation of the financial statements and management's response to such matters;

(E) Review and approve the appointment, replacement, compensation, reassignment or dismissal of, and periodically evaluate the performance of, the director of internal audit; and

(F) Review and discuss with the independent auditors the responsibilities, budget and staffing of the Company's internal audit function.

(iv) Legal/Compliance/General

(A) Review, with the Company's counsel, any legal matter that could have a significant impact on the Company's financial statements or operations;

(B) Discuss with management and the independent auditors the Company's guidelines and policies with respect to risk assessment and risk management. The Committee should discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures;

(C) Review, with the Company's internal counsel, and approve or ratify, within its sole discretion, any Related Party Transactions in accordance with the Company's Related Party Transactions Policy;

(D) Oversee the Company's compliance program and adherence to its Code of Ethical Business Conduct and Code of Ethics for Senior Executive and Financial Officers. This shall include a review and investigation of any matters pertaining to the integrity of management, including conflicts of interest, and recommending any appropriate disciplinary actions;

(E) Establish procedures for:

(1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and

(2) the confidential anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

(F) Conduct investigations of allegations of management misconduct or other matters within the Committee's scope of responsibilities when deemed necessary or desirable; and

(G) Ensure that the Company maintains (either as an internal function or as an outsourced service) an internal audit function.

(v) **Reports**

(A) Prepare all reports required of it to be included in the Company's proxy statement, pursuant to and in accordance with applicable rules and regulations of the SEC;

(B) Report regularly to the Board:

(1) with respect to any issues that arise regarding the quality or integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the performance and independence of the Company's independent auditors or the performance of the internal audit function;

(2) following all meetings of the Committee; and

(3) with respect to such other matters that are relevant to the Committee's discharge of its responsibilities; and

(C) Maintain minutes or other records of meetings and activities of the Committee.

V. Annual Performance Evaluation

The Committee shall perform a review and evaluation, at least annually, of its performance and its members, including reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable.