

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>GIC Private Ltd</u>  (Last) (First) (Middle) 168 ROBINSON ROAD #37-01 CAPITAL TOWER  (Street) SINGAPORE U0 068912  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Genpact LTD [ G ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Footnotes
	3. Date of Earliest Transaction (Month/Day/Year) 11/20/2017	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares, par value \$0.01 per share	11/20/2017		s		1,499,806	D	\$30.26	7,392,645 <sup>(1)(2)(3)(4)(5)(6)(7)</sup>	I <sup>(1)(2)(3)(4)(5)(6)(7)</sup>	See footnotes <sup>(1)(2)(3)(4)(5)(6)(7)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
GIC Private Ltd  
 (Last) (First) (Middle)  
 168 ROBINSON ROAD #37-01  
 CAPITAL TOWER  
 (Street)  
 SINGAPORE U0 068912  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Twickenham Investment Private Ltd  
 (Last) (First) (Middle)  
 168 ROBINSON ROAD #37-01  
 CAPITAL TOWER  
 (Street)  
 SINGAPORE U0 068912  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
GIC Special Investments Pte Ltd  
 (Last) (First) (Middle)

168 ROBINSON ROAD #37-01

CAPITAL TOWER

(Street)

SINGAPORE

U0

068912

(City)

(State)

(Zip)

**Explanation of Responses:**

1. This report is filed jointly by GIC Private Limited ("GIC"), GIC Special Investments Pte. Ltd. ("GICSI") and Twickenham Investment Private Limited ("Twickenham", and together with GIC and GICSI, the "Reporting Persons").
2. On November 14, 2017, Twickenham entered into an underwriting agreement (the "Underwriting Agreement") with the Issuer, J.P. Morgan Securities LLC (the "Underwriter") and various other selling shareholders named therein, pursuant to which the Underwriter agreed to purchase an aggregate of 1,499,806 common shares of the Issuer from Twickenham at a price of \$30.26 per share. This transaction closed on November 20, 2017.
3. GIC is the direct owner of 230,975 common shares of the Issuer and Twickenham is the direct owner of 7,161,670 common shares of the Issuer. Twickenham is controlled and managed by GICSI, which is in turn wholly-owned by GIC. GICSI and GIC may be deemed to share voting and dispositive power with respect to the 7,161,670 common shares of the Issuer directly owned by Twickenham. No individual has beneficial ownership over the common shares of the Issuer beneficially owned by the Reporting Persons. Each of the Reporting Persons disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.
4. On October 25, 2012, (i) Twickenham, Glory Investments A Limited ("Glory A"), Glory Investments B Limited ("Glory B"), Glory Investments IV Limited ("Glory IV"), Glory Investments IV-B Limited ("Glory IV-B"), RGIP, LLC ("RGIP" and collectively with Glory A, Glory B, Glory IV, Glory IV-B and Twickenham, the "Genpact Investors"), Glory Investments TA IV Limited ("Glory TA") and the Issuer entered into an amended and restated shareholders agreement (the "Shareholders Agreement"), and (ii) the Genpact Investors and Glory TA entered into an investor agreement ("Investor Agreement").
5. Pursuant to the Investor Agreement, the Genpact Investors irrevocably appointed a single Investors' Representative (as defined in the Investor Agreement) as its sole and exclusive agent and proxy and true and lawful attorney-in-fact to take certain actions on behalf of each of the Genpact Investors relating to the voting and disposition of the Common Shares and the exercise of certain rights under the Shareholders Agreement, including, (i) voting and dispositive authority with respect to all Common Shares held directly or indirectly by the Genpact Investors, (ii) power to exercise registration rights under the Shareholders Agreement, (iii) the exclusive power to designate all individuals with respect to which the Genpact Investors may, by rights granted to them under the Shareholders Agreement, nominate to the Issuer's board of directors (including designation of such individuals' respective replacements), and
6. (Continued From Footnote 5) (iv) power and authority to elect to subscribe for new equity securities of Genpact on behalf of the Genpact Investors in connection with the exercise of any pre-emptive rights of the Genpact Investors under the Shareholders Agreement.
7. As a result of the Shareholders Agreement and Investor Agreement, each of the Genpact Investors and Glory TA may be deemed to beneficially own the Common Shares held by Twickenham, Glory A, Glory B, Glory IV and Glory IV-B. Twickenham disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

**Remarks:**

MEMBER OF 10% OWNER GROUP (1)(2)(3)(4)(5)(6)(7)

/s/ Jimmy Teo, Jimmy Teo,  
Senior Vice President of GIC    11/20/2017  
Private Limited

/s/ Celine Loh, Celine Loh,  
Senior Vice President of GIC    11/20/2017  
Private Limited

/s/ Deanna Ong, Deanna Ong,  
Director of GIC Special    11/20/2017  
Investments Pte. Ltd.

/s/ Matthew Lim, Matthew  
Lim, Director of Twickenham    11/20/2017  
Investment Private Limited

\*\* Signature of Reporting Person    Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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