

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

<b>1. Name and Address of Reporting Person*</b> <u>Thukral Mohit</u> <hr/> (Last) (First) (Middle) <u>C/O GENPACT LLC</u> <u>105 MADISON AVENUE, 2ND FLOOR</u> <hr/> (Street) <u>NEW YORK NY 10016</u> <hr/> (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>02/29/2012</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Genpact LTD [ G ]</u> <hr/> <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b> <hr/> <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Shares</u>	<u>20,000<sup>(1)</sup></u>	<u>D</u>	

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Employee Stock Option (Right to Buy)</u>	<u>(2)</u>	<u>04/20/2017</u>	<u>Common Shares</u>	<u>90,450</u>	<u>16.13</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	<u>(2)</u>	<u>05/29/2017</u>	<u>Common Shares</u>	<u>27,135</u>	<u>16.13</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	<u>(3)</u>	<u>12/15/2018</u>	<u>Common Shares</u>	<u>55,000</u>	<u>7.18</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	<u>(4)</u>	<u>03/11/2020</u>	<u>Common Shares</u>	<u>24,000</u>	<u>16.25</u>	<u>D</u>	

**Explanation of Responses:**

1. Represents unvested award of restricted stock units granted under the Genpact Limited 2007 Omnibus Incentive Compensation Plan. The restricted stock units vest 25% annually over 4 years beginning on June 1, 2011.
2. The option vests 33.33% on December 31, 2010, 33.33% on December 31, 2011 and 33.34% on December 31, 2012.
3. The option vests 25% annually over 4 years beginning on December 1, 2008.
4. The option vests 25% annually over 4 years beginning on February 1, 2010.

**Remarks:**

/s/ Heather White, as Attorney-  
in-fact for Mohit Thukral 03/09/2012

\*\* 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned hereby constitute, designate and appoint Victor Guaglianone and Heather White and any attorney of Wilmer Cutler Pickering Hale and Dorr LLP, and each of them, as such person's true and lawful attorney-in-fact and agents, with full power of substitution, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to execute, acknowledge, deliver and file any and all documents required by the Securities and Exchange Act of 1934, as amended, including Section 16 of such act, and the rules and regulations thereunder, and requisite documents in connection with such filings, respecting securities of Genpact Limited, a Bermudian corporation, including but not limited to Forms 3, 4 and 5 under such act and any amendments thereto.

This Power of Attorney shall be valid from the date hereof until revoked by the undersigned.

IN WITNESS WHEREOF, the undersigned has executed the instrument as of this 24<sup>th</sup> day of February 2012.

/s/ Mohit Thukral

By: Mohit Thukral