

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>Mazhari Ahmed</u>  (Last) (First) (Middle) C/O GENPACT LLC 1155 AVENUE OF THE AMERICAS, 4TH FLOOR  (Street) NEW YORK NY 10036  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/14/2019	3. Issuer Name and Ticker or Trading Symbol <u>Genpact LTD [ G ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior Vice President	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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)
Common Shares	188,237 <sup>(1)</sup>	D	

**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			
Employee Stock Option (Right to Buy)	01/10/2016 <sup>(2)</sup>	05/30/2023	Common Shares	80,000	19.35	D	
Employee Stock Option (Right to Buy)	01/10/2017 <sup>(3)</sup>	04/27/2024	Common Shares	60,000	16.78	D	
Employee Stock Option (Right to Buy)	01/10/2019 <sup>(4)</sup>	03/31/2026	Common Shares	70,000	27.65	D	
Employee Stock Option (Right to Buy)	01/10/2020 <sup>(5)</sup>	03/29/2027	Common Shares	70,000	24.74	D	
Employee Stock Option (Right to Buy)	04/02/2021 <sup>(6)</sup>	04/01/2028	Common Shares	70,000	31.5	D	
Employee Stock Option (Right to Buy)	01/10/2022 <sup>(7)</sup>	01/09/2029	Common Shares	432,261	27.7	D	

**Explanation of Responses:**

- Includes (i) 71,913 shares underlying performance share units (PSUs) granted on March 30, 2017 and (ii) 77,263 shares underlying PSUs granted on April 2, 2018, each of which were subject to performance conditions which have been satisfied. Each PSU represents the contingent right to receive one common share. The 2017 PSU grant will vest on January 10, 2020 and the 2018 PSU grant will vest on January 10, 2021, subject to the reporting person's continued service through such date.
- The option vested 50% on January 10, 2016 and 50% on January 10, 2018.
- The option vested 50% on January 10, 2017 and 50% on January 10, 2019.
- The option vested 50% on January 10, 2019. The remaining 50% vests on January 10, 2021.
- The option vests 50% on January 10, 2020 and 50% on January 10, 2022.
- The option vests 50% on April 2, 2021 and 50% on April 2, 2023.
- The options vests 50% on January 10, 2022 and 50% on January 10, 2024.

/s/ Heather White, as Attorney- 02/25/2019  
in-fact for Ahmed Mazhari

\*\* 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 constitutes, designates and appoints Heather D. White, Thomas D. Scholtes and any attorney of Wilmer Cutler Pickering Hale and Dorr LLP, and each of them, as such person's true and lawful attorneys-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 Bermuda company, 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 13<sup>th</sup> day of February, 2019.

/s/ Ahmed Mazhari  
Ahmed Mazhari