

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

<b>OMB APPROVAL</b>	
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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

<p>1. Name and Address of Reporting Person*</p> <p><u>BAIN CAPITAL INVESTORS LLC</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>JOHN HANCOCK TOWER</u></p> <p><u>200 CLARENDON STREET</u></p> <hr/> <p>(Street)</p> <p><u>BOSTON MA 02116</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year)</p> <p><u>10/25/2012</u></p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p><u>Genpact LTD [ G ]</u></p> <hr/> <p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) Other (specify below)</p>	<p>5. If Amendment, Date of Original Filed (Month/Day/Year)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p>Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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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, par value \$0.01 per share</u>	<u>57,537,264</u>	<u>I</u>	<u>See Footnotes<sup>(1)(2)(3)(4)(5)</sup></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			

1. Name and Address of Reporting Person\*

BAIN CAPITAL INVESTORS LLC

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(Last) (First) (Middle)

JOHN HANCOCK TOWER

200 CLARENDON STREET

---

(Street)

BOSTON MA 02116

---

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Glory Investments A Ltd

---

(Last) (First) (Middle)

JOHN HANOCK TOWER,

200 CLARENDON STREET

---

(Street)

BOSTON MA 02116

---

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Glory Investments B Ltd

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(Last) (First) (Middle)

JOHN HANOCK TOWER,

200 CLARENDON STREET

---

(Street)

BOSTON MA 02116

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(City) (State) (Zip)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Glory Investments IV Ltd](#)

(Last) (First) (Middle)

JOHN HANOCK TOWER,  
200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Glory Investments IV-B Ltd](#)

(Last) (First) (Middle)

JOHN HANOCK TOWER,  
200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Bain Capital Partners Asia II, L.P.](#)

(Last) (First) (Middle)

JOHN HANOCK TOWER,  
200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Bain Capital Partners X, L.P.](#)

(Last) (First) (Middle)

JOHN HANOCK TOWER,  
200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[GLORY INVESTMENTS TA IV Ltd](#)

(Last) (First) (Middle)

JOHN HANCOCK TOWER  
200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BCIP Associates IV, L.P.](#)

(Last) (First) (Middle)

JOHN HANOCK TOWER  
200 CLARENDON STREET

(Street)	BOSTON	MA	02116
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
<u>BCIP Associates IV-B, L.P.</u>			
(Last)	(First)	(Middle)	
JOHN HANOCK TOWER			
200 CLARENDON STREET			
(Street)	BOSTON	MA	02116
(City)	(State)	(Zip)	

**Explanation of Responses:**

1. Bain Capital Investors, LLC ("BCI") is the general partner of Bain Capital Partners Asia II, L.P. ("Asia II"). Asia II is the Class A shareholder of Glory Investments A Limited ("Glory A"). As a result, each of BCI and Asia II may be deemed to beneficially own Common Shares held by Glory A. Each of BCI and Asia II disclaim beneficial ownership of such securities except to the extent of its pecuniary interest therein.
2. BCI is the general partner of Bain Capital Partners X, L.P. ("BCP X"). BCP X is the Class A shareholder of Glory Investments B Limited ("Glory B"). As a result, each of BCI and BCP X may be deemed to beneficially own Common Shares held by Glory B. Each of BCI and BCP X disclaim beneficial ownership of such securities except to the extent of its pecuniary interest therein.
3. BCI is the general partner of BCIP Associates IV, L.P. ("BCIP IV"). BCIP IV is the Class A shareholder of Glory Investments IV Limited ("Glory IV"). As a result, each of BCI and BCIP IV may be deemed to beneficially own Common Shares held by Glory IV. Each of BCI and BCIP IV disclaim beneficial ownership of such securities except to the extent of its pecuniary interest therein.
4. BCI is the general partner of BCIP Associates IV-B, L.P. ("BCIP IV-B"). BCIP IV-B is the Class A shareholder of Glory Investments IV-B Limited ("Glory IV-B"). As a result, each of BCI and BCIP IV-B may be deemed to beneficially own Common Shares held by Glory IV-B. Each of BCI and BCIP IV-B disclaim beneficial ownership of such securities except to the extent of its pecuniary interest therein.
5. Glory A, Glory B, Glory IV, Glory IV-B 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 Common Shares. BCI is the Class A shareholder of Glory TA IV. As a result, each of BCI and Glory TA IV may be deemed to beneficially own Common Shares held by Glory A, Glory B, Glory IV and Glory IV-B. Each of BCI and Glory TA IV disclaim beneficial ownership of such securities except to the extent of its pecuniary interest therein.

BAIN CAPITAL PARTNERS  
ASIA II, L.P., BAIN CAPITAL  
PARTNERS X, L.P., BCIP  
ASSOCIATES IV, L.P., BCIP  
ASSOCIATES IV-B, L.P., 11/05/2012  
BAIN CAPITAL  
INVESTORS, LLC /s/ Mark  
Nunnelly  
GLORY INVESTMENTS A  
LIMITED, GLORY  
INVESTMENTS B LIMITED,  
GLORY INVESTMENTS IV  
LIMITED, GLORY  
INVESTMENTS IV-B 11/05/2012  
LIMITED, GLORY  
INVESTMENTS TA IV  
LIMITED /s/ Ranesh  
Ramanathan

\*\* 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.