

**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 |
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|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>OHCP GenPar II (Cayman), L.P.</u><br><br>(Last) (First) (Middle)<br>201 MAIN STREET, SUITE 1620<br><br>(Street)<br>FORT WORTH TX 76102<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Genpact LTD [ G ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><br>See Notes (1) and (2) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/24/2010          |   |
|   |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                   | 03/24/2010                           |  | s                              |   | 5,452,036   | D          | \$15  | 28,293,946  | I  | By Oak Hill Capital Partners II (Cayman), L.P. <sup>(1)(2)</sup>            |
| Common Shares                   | 03/24/2010                           |  | s                              |   | 200,031   | D          | \$15  | 1,038,082   | I  | By Oak Hill Capital Management Partners II (Cayman), L.P. <sup>(1)(2)</sup> |
| Common Shares                   | 03/24/2010                           |  | s                              |   | 955,278   | D          | \$15  | 4,957,521   | I  | By Oak Hill Capital Partners II (Cayman II), L.P. <sup>(1)(2)</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*<br><u>OHCP GenPar II (Cayman), L.P.</u><br><br>(Last) (First) (Middle)<br>201 MAIN STREET, SUITE 1620<br><br>(Street)<br>FORT WORTH TX 76102<br><br>(City) (State) (Zip) |
|---|

|   |
|---|
| 1. Name and Address of Reporting Person*<br><u>OHCP MGP PARTNERS II (CAYMAN), L.P.</u><br><br>(Last) (First) (Middle) |
|---|

201 MAIN STREET  
SUITE 2415

(Street)  
FORT WORTH TX 76102  
(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
OHCP MGP II (Cayman), Ltd.

(Last) (First) (Middle)  
201 MAIN STREET, SUITE 2415  
(Street)  
FORT WORTH TX 76102  
(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
OHCP SLP II (CAYMAN), LTD.

(Last) (First) (Middle)  
201 MAIN STREET  
SUITE 2415  
(Street)  
FORT WORTH TX 76102  
(City) (State) (Zip)

**Explanation of Responses:**

1. OHCP GenPar II (Cayman), L.P. ("GenPar") is the general partner of Oak Hill Capital Partners II (Cayman), L.P. ("OHCP"), Oak Hill Capital Management Partners II (Cayman), L.P. ("OHCMP") and Oak Hill Capital Partners II (Cayman II), L.P. ("Cayman II"). OHCP MGP Partners II (Cayman), L.P. ("MGP Partners") is the general partner of GenPar. OHCP MGP II (Cayman), Ltd. ("OHCP MGP") is the general partner of MGP Partners. OHCP SLP II (Cayman), Ltd. ("SLP") exercises voting and dispositive control over the shares held by OHCP, OHCMP and Cayman II.

2. Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), GenPar, MGP Partners, OHCP MGP and SLP may be deemed to be beneficial owners of the securities owned by OHCP, OHCMP and Cayman II only to the extent of the greater of its respective direct or indirect interest in the profits or capital account of OHCP, OHCMP and Cayman II. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that GenPar, MGP Partners, OHCP MGP or SLP is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities beneficially owned by OHCP, OHCMP or Cayman II in excess of such amount.

**Remarks:**

(3) By OHCP MGP, on its behalf and separately as general partner of MGP Partners and on behalf of MGP Partners as general partner of GenPar. (4) By SLP.

/s/ John R. Monsky,  
Authorized Signatory (3). 03/26/2010  
/s/ John R. Monsky,  
Authorized Signatory (3). 03/26/2010  
/s/ John R. Monsky,  
Authorized Signatory (3). 03/26/2010  
/s/ John R. Monsky,  
Authorized Signatory (3). 03/26/2010

\*\* 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.

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.