

**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

1. Name and Address of Reporting Person* <u>DENNING STEVEN A</u>  (Last) (First) (Middle) <u>C/O GENERAL ATLANTIC SERV CORP</u> <u>3 PICKWICK PLAZA</u>  (Street) <u>GREENWICH CT</u> <u>06830</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/01/2007</u>	3. Issuer Name and Ticker or Trading Symbol <u>Genpact LTD [ G ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	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)
<u>Common Shares</u>	<u>59,298,703<sup>(1)(2)</sup></u>	<u>I</u>	<u>See Footnotes<sup>(1)(2)</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				
<u>Stock Option (Right to Buy)</u>	<u>(3)</u>	<u>04/20/2017</u>	<u>Common Shares</u> <u>45,225</u>	<u>16.13</u>	<u>D</u>	

**Explanation of Responses:**

- Certain General Atlantic LLC investment funds own shares of Genpact Investment Co. (Lux) SICAR S.a.r.l. ("GICo"), a holder of 118,597,405 shares common shares of Genpact Limited (the "Issuer"). 59,298,703 common shares of the Issuer represents 42,183,911 common shares owned by General Atlantic Partners (Bermuda), L.P. ("Bermuda LP"), 12,622,322 common shares owned by GAP-W International, L.P. ("GAP-W"), 741,234 common shares owned by GapStar, LLC ("GapStar"), 2,926,391 common shares owned by GAP Coinvestments III, LLC ("Coinvestments III"), 763,174 common shares owned by GAP Coinvestments IV, LLC ("Coinvestments IV") and 61,671 shares owned by GAPCO GmbH & Co. KG ("KG"), in each case based on such entity's ownership interest in GICo. General Atlantic LLC ("General Atlantic") is the sole member of GapStar.
- GAP (Bermuda) Limited ("GAP Bermuda") is the general partner of Bermuda LP and GAP-W. GAPCO Management GmbH ("GmbH Management") is the general partner of KG. The Managing Directors of General Atlantic are the managing members of Coinvestments III and Coinvestments IV and the directors of GAP Bermuda. The Managing Directors of General Atlantic make voting and investment decisions with respect to the securities held by KG and GmbH Management. Mr. Denning is a Managing Director of General Atlantic and a Managing Member of Coinvestments III and Coinvestments IV. Mr. Denning disclaims beneficial ownership of such common shares beneficially owned by them except to the extent of his pecuniary interest therein.
- The stock options are subject to a vesting schedule. 20% of the options will vest on May 1, 2008 and 5% of the options will vest on a quarterly basis thereafter. Vested stock options are immediately exercisable.

/s/ Steven A. Denning

08/01/2007

\*\* 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.