FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OIVIB APPROVAL									
OMB Number:	3235-028								
Estimated average h	urden								

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							
Estimated average burden								
hours per response:	0.5							

Name and Address of Reporting Person     Bhatia Mohit					Genpact LTD [ G ]										all app	olicable) ctor	10	% Owner	v
(Last) (First) (Middle) C/O GENPACT LLC					3. Date of Earliest Transaction (Month/Day/Year) 03/31/2013									Α	belov	v)	below)		,
RK NY	· · · · · · · · · · · · · · · · · · ·	0016		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person					
	Tabl	e I - Nor	-Deriv	ative	Sec	curitie	s Acc	quired,	Disp	posed o	f, or	Bene	eficia	ally	Owne	ed			
Date					ar) E	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposi Code (Instr. 5)		Disposed					5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	t of Indi ct Benefi Owner	7. Nature of Indirect Beneficial Ownership (Instr. 4)
								Code	v	Amount		(A) or (D)	or Price		Transa	ction(s)		(	-,
Common Shares <sup>(1)</sup> 03/			03/31	1/2013				A		41,585		A	\$0		41,585		D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
Derivative   Conversion   Date   Execution   Security   Or Exercise   (Month/Day/Year)   if any			Date, Code (Instr. 8)		Instr.	of r. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiratio	Amount of Securities Underlying Derivative Security (Instr. and 4)  Amount of Number of Number of Security Instr.			Deri	rivative curity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	nip of Indi Benefi Owner ct (Instr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(Fir Canal C	(First) (IPACT LLC SON AVENUE, 2ND FLO RK NY I  (State) (IPACT LLC SON AVENUE, 2ND FLO RK NY I  (State) (IPACT LLC  Table Conversion or Exercise Price of Perivative (Month/Day/Year) Privative (Month/Day/Year)	(First) (Middle) PACT LLC SON AVENUE, 2ND FLOOR  RK NY 10016  (State) (Zip)  Table I - Nor  Curity (Instr. 3)  Table II - E  (Instr. 3)  Table II - E  (Instr. 3)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)	(First) (Middle)  PACT LLC  SON AVENUE, 2ND FLOOR  RK NY 10016  (State) (Zip)  Table I - Non-Deriv  Curity (Instr. 3) 2. Trans Date (Month/I  Conversion or Exercise Orice of Perivative (Month/Day/Year) (Month/Day/Year)	(First) (Middle)  ACT LLC  SON AVENUE, 2ND FLOOR  A. If  (State) (Zip)  Table I - Non-Derivative  Curity (Instr. 3)  Table II - Derivative S (e.g., puts, conversion or Exercise or Exercise or Exercise or Exercise (Month/Day/Year)  (Month/Day/Year)  3. 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If Amendment, Date of Original Execution Date, if any (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Code (Month/Day/Year)  Table II - Derivative Securities Acquired, D (e.g., puts, calls, warrants, option  Table II - Derivative Securities Acquired, D (e.g., puts, calls, warrants, option)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Date Date Date (Month/Day/Year)  Date Security (Month/Day/Year)  Date Date Date Date Date (A) or Disposed of (D) (Instr. 3, 4 and 5)	Genpact LTD [ G ]  Genpact LTD [ G ]  3. Date of Earliest Transaction (Month/ID3/31/2013  4. 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If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Currity (Instr. 3)  Date (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Currity (Instr. 3)  A 4. Securities Acquired (A) or Person  Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned Form: Disposed of (D) (Instr. 3, 4 and Securities Beneficially Owned Form: Disposed of (D) (Instr. 3, 4 and Securities Beneficially Owned Form: Disposed of (D) (Instr. 3, 4 and Securities Beneficially Owned Form: Disposed of (D) (Instr. 3, 4 and Securities Beneficially Owned Form: Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Form: Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Form: Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Date of the person of	Genpact LTD [ G ]  (First) (Middle) (First) (Middle) (ACT LLC SON AVENUE, 2ND FLOOR  4. 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Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  5. Amount of Disposed Of (D) (Instr. 3, 4 and Banch of Indiced Covening (Month/Day/Year)  5. Amount (A) or Very (Month/Day/Year)  6. Ownership Securities Bacquired (A) or Owner Following (Month/Day/Year)  6. Ownership Owner Following (Month/Day/Year)  8. Amount (A) or Very (Month/Day/Year)  8. Amount of Coversion (Month/Day/Year)  8. Amount of Derivative Securities (Month/Day/Year)  9. Amount of Amount of Amount of Amount of Amount of Amount of Month of Derivative Securities (Month/Day/Year)  10. Ownership Ownership Ownership Ownership Ownership Derivative Securities (Month/Day/Year)  11. Non-Port of Derivative Securities (Month/Day/Year)  12. Transaction (Month/Day/Year)  13. Transaction (Month/Day/Year)  14. If Amendment, Date of Original Filed (Month/Day/Year)  15. Amount of Securities (Month/Day/Year)  16. Ownership Ow

## **Explanation of Responses:**

1. The executive was granted performance share units (PSUs) on March 6, 2012, that were subject to performance conditions which have been satisfied. Each PSU represents the contingent right to receive one Genpact Limited common share. The PSUs vest 100% on December 31, 2014 subject to continued employment.

## Remarks:

/s/ Heather White, as Attorney- 04/02/2013 in-fact for Mohit Bhatia

\*\* 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.