

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**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>Stein Kathryn Vanpelt</u> <hr/> (Last) (First) (Middle) C/O GENPACT LLC 1155 AVENUE OF THE AMERICAS, 4TH FLOOR <hr/> (Street) NEW YORK NY 10036 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/02/2020	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	81,735 ⁽¹⁾	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)	01/10/2020 ⁽²⁾	03/29/2027	Common Shares	60,000	24.74	D	
Employee Stock Option (Right to Buy)	04/02/2021 ⁽³⁾	04/01/2028	Common Shares	50,000	31.5	D	
Employee Stock Option (Right to Buy)	01/10/2022 ⁽⁴⁾	01/09/2029	Common Shares	168,101	27.7	D	
Employee Stock Option (Right to Buy)	02/19/2023 ⁽⁵⁾	02/18/2030	Common Shares	107,981	43.94	D	

Explanation of Responses:

1. Includes (i) 2,500 shares underlying restricted stock units granted under the Genpact Limited 2007 Omnibus Incentive Compensation Plan which will vest on January 10, 2021, subject to the reporting person's continued service through the vesting date, (ii) 32,193 shares underlying performance share units (PSUs) granted on April 2, 2018 and (iii) 45,874 shares underlying PSUs granted on February 13, 2019. Each PSU was subject to performance conditions which have been satisfied and represents the contingent right to receive one common share. The 2018 PSU grant will vest on January 10, 2021 and the 2019 PSU grant will vest on January 10, 2022, subject to the reporting person's continued service through each vesting date. The reporting person currently holds a total of 1,168 shares under the Genpact Employee Stock Purchase Plan.

2. The option vested 50% on January 10, 2020. The remaining 50% vests on January 10, 2022.

3. The option vests 50% on April 2, 2021 and 50% on April 2, 2023.

4. The option vests 50% on January 10, 2022 and 50% on January 10, 2024.

5. The option vests 50% on February 19, 2023 and 50% on February 19, 2025.

/s/ Thomas D. Scholtes, as

Attorney-in-fact for

Kathryn Vanpelt Stein

03/12/2020

** 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 2nd day of March, 2020.

/s/ Kathryn Stein

Kathryn Stein