

**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>Oak Hill Capital Partners II (Cayman II), L.P.</u>  (Last) (First) (Middle) <u>201 MAIN STREET, SUITE 2415</u>  (Street) <u>FORT WORTH TX 76102</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) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) _____ <p style="text-align: center;"><u>See Remarks</u></p>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>08/01/2007</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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>6,563,932<sup>(1)</sup></u>	<u>I</u>	<u>See Footnote<sup>(1)</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				

**Explanation of Responses:**

1. The reporting person owns 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"). The common shares of the Issuer reported on this Form 3 represents the number of common shares of the Issuer that the reporting person may be deemed to own based on its ownership interest in GICo.

**Remarks:**

(2) Oak Hill Capital Partners II (Cayman II), L.P., By: OHCP GenPar II (Cayman), L.P., its general partner, By: OHCP MGP Partners II (Cayman), L.P., its general partner, By: OHCP MGP II (Cayman), Ltd. its general partner. The Reporting Person may be deemed a member of a Section 13(d) group that owns more than 10% of the Issuer's common stock. The Reporting Person disclaims such group membership, and this report shall not be deemed an admission that the reporting person is a member of Section 13(d) group for purposes of Section 16 or for any other purpose.

/s/ Kevin G. Levy, Authorized Signatory (2) 08/08/2007

\*\* 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.