

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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	
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1. Name and Address of Reporting Person <u>Nanduru Anil</u>			2. Date of Event Requiring Statement (Month/Day/Year) <u>02/29/2024</u>		3. Issuer Name and Ticker or Trading Symbol <u>Genpact LTD [G]</u>		
(Last)	(First)	(Middle)	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) _____ <u>Senior Vice President</u>			5. If Amendment, Date of Original Filed (Month/Day/Year)	
C/O GENPACT LLC 521 FIFTH AVENUE, 14TH FLOOR						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	
(Street) <u>NEW YORK NY 10175</u>							
(City) (State) (Zip)							

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	66,454 ⁽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)	(2)	02/18/2030	Common Shares	107,981	43.94	D	
Employee Stock Option (Right to Buy)	(3)	03/03/2031	Common Shares	74,101	39.97	D	
Employee Stock Option (Right to Buy)	(4)	01/09/2032	Common Shares	62,047	52.12	D	

Explanation of Responses:

- Includes (i) 4,737 unvested restricted share units (RSUs) granted under the Genpact Limited 2017 Omnibus Incentive Compensation Plan (the "Plan"), of which 50% will vest on January 10, 2025 and the remaining 50% will vest on January 10, 2026, subject to the reporting person's continued service through each vesting date, (ii) 24,349 shares underlying performance share units (PSUs) granted under the Plan on March 20, 2022, and (iii) 1,621 shares acquired under the Genpact Employee Stock Purchase Plan. The PSU grant was subject to performance conditions which have been satisfied, and each PSU and RSU represents the contingent right to receive one common share. The 2022 PSU grant will vest on January 10, 2025, subject to the reporting person's continued service through such date.
- The option vested 50% on February 19, 2023 and the remaining 50% will vest on February 19, 2025, subject to the reporting person's continued service through such date.
- The option vested 50% on January 10, 2024 and the remaining 50% will vest on January 10, 2026, subject to the reporting person's continued service through such date.
- The option vests 50% on January 10, 2025 and 50% on January 10, 2027, subject to the reporting person's continued service through each vesting date.

Remarks:

Exhibit 24.1 - Power of Attorney

/s/ Thomas D. Scholtes, as Attorney-in-fact for Anil Nanduru 03/11/2024

** 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 effective as of this 6th day of March, 2024.

/s/ Anil Nanduru

Anil Nanduru

