

**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>SPENCE A MICHAEL</u>  (Last) (First) (Middle) <u>C/O OAK HILL CAPITAL</u> <u>2775 SAND HILL ROAD, #220</u>  (Street) <u>MENLO PARK CA 94025</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 [ IG ]</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)
---------------------------------	---	--	---

**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>(I)</u>	<u>09/28/2015</u>	<u>Common Shares</u>	<u>81,405</u>	<u>3.44</u>	<u>D</u>

**Explanation of Responses:**

1. The stock options are subject to a vesting schedule. 16,281 of the stock options vested on April 5, 2006 and an aggregate of 20,351 stock options have vested on a quarterly basis thereafter. An additional 4,070.25 stock options will continue to vest on a quarterly basis. Vested stock options are immediately exercisable.

/s/ A. Michael Spence                      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.

POWER OF ATTORNEY

I appoint John R. Monsky, Douglas Kaden and Chandler B. Evans, together and separately, to be my attorneys-in-fact. This means they may, in my place:

- o sign Securities and Exchange Commission Forms 3, 4 and 5, and all amendments to these forms, reporting transactions in Genpact's securities;
- o file these forms and amendments with the SEC;
- o perform the acts that need to be done concerning these filings; and
- o name others to take their place.

I am responsible for everything my attorneys-in-fact do when acting lawfully within the scope of this Power of Attorney.

The attorneys-in-fact, in acting at my request, are not assuming any of my responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. Genpact is not assuming my Section 16 responsibilities either.

This Power of Attorney remains in effect until:

- o I am no longer required to file Forms 3, 4 and 5 for Genpact's securities; or
- o I revoke it, in writing, and deliver the revocation to my attorneys-in-fact.

I hereby revoke all previous Powers of Attorney that have been granted by me in connection with my reporting obligations under Section 16 of the Securities Exchange Act of 1934 with respect to my holdings of and transactions in securities issued by Genpact.

/s/ A. Michael Spence  
-----  
A. Michael Spence

Dated: July 30, 2007