

Genpact LTD
Form 3
August 01, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|---------|----------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| GE Capital (Mauritius) Holdings Ltd | | | (Month/Day/Year) | Genpact LTD [G] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| LES CASCADES BUILDING, EDITH CAVELL STREET | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| PORT LOUIS, O4 00000 | | | | <input type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | | <input checked="" 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) |
|---|---|--|---|
| Common Shares, \$0.01 par value per share | 19,022 | D (1) | ^ |
| Common Shares, \$0.01 par value per share | 53,810,695 | D (2) | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 of Derivative Security: 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 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GE Capital (Mauritius) Holdings Ltd LES CASCADES BUILDING EDITH CAVELL STREET PORT LOUIS, O4 00000 | ^ | ^ X | ^ | ^ |
| GE Capital International (Mauritius) LES CASCADES BUILDING EDITH CAVELL STREET PORT LOUIS, O4 00000 | ^ | ^ X | ^ | ^ |
| GE Indian Services Holding Private LTD AIFACS BUILDING 1 RAFI MARG NEW DELHI, K7 110001 | ^ | ^ X | ^ | ^ |
| GE India Ventures LLC 120 LONG RIDGE ROAD STAMFORD, CT 06927 | ^ | ^ X | ^ | ^ |
| General Electric Capital Services Indian Investments LLC 120 LONG RIDGE ROAD STAMFORD, CT 06927 | ^ | ^ X | ^ | ^ |
| GENERAL ELECTRIC CAPITAL CORP 260 LONG RIDGE ROAD STAMFORD, CT 06927 | ^ | ^ X | ^ | ^ |
| GENERAL ELECTRIC CAPITAL SERVICES INC/CT 260 LONG RIDGE RD STAMFORD, CT 06927 | ^ | ^ X | ^ | ^ |
| GENERAL ELECTRIC CO 3135 EASTON TURNPIKE W3M FAIRFIELD, CT 06828 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Bryant B. Cohen,
Attorney-in-Fact

08/01/2007

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

Directly owned by GE Capital International (Mauritius) ("International"). Indirectly owned by GE Indian Services Holding Private Limited ("Indian Holding"), GE India Ventures LLC ("India Ventures"), General Electric Capital Services Indian Investments LLC ("Indian Investments"), General Electric Capital Corporation ("GECC"), General Electric Capital Services, Inc. ("GECS") and General Electric Company ("GE"). International is a subsidiary of Indian Holding, which is a subsidiary of India Ventures, which is a subsidiary of Indian Investments, which is a subsidiary of GECC, which is a subsidiary of GECS, which is a subsidiary of GE. Indian Holding, India Ventures, Indian Investments, GECC, GECS and GE disclaim beneficial ownership of all shares owned by International, except to the extent of their pecuniary interest therein. See Exhibit 99.1, incorporated by reference herein.

(1) Directly owned by GE Capital (Mauritius) Holdings Ltd. ("Holdings"). Indirectly owned by International, Indian Holding, India Ventures, Indian Investments, GECC, GECS and GE. Holdings is owned by GECC and International. International, Indian Holding, India Ventures, Indian Investments, GECC, GECS and GE disclaim beneficial ownership of all shares owned by Holdings except to the extent of their pecuniary interest therein. See Exhibit 99.1, incorporated by reference herein.

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Remarks:

ExhibitsÂ 24.1,Â 24.2,Â 24.3,Â 24.4,Â 24.5,Â 24.6,Â 24.7,Â 24.8,Â andÂ 99.1,Â incorporatedÂ byÂ referenceÂ herein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.