Genpact l	LTD)
Form SC	130	3/A
February	16,	2010

T	TAT	TT	\mathbf{T}	\mathbf{c}	•	TES
	1170		н. г		4	

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

GENPACT LIMITED

(Name of Issuer)

Common Shares, par value \$0.01 per share

(Title of Class of Securities)

G3922B107

(CUSIP Number)

December 31, 2009

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

[_] Rule 13d-1(b)
[_] Rule 13d-1(c)
X Rule 13d-1(d)

The information required on the reminder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") orotherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

^{*}The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

Schedule 13G

Page 2 of 44

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
2	Genpact Investment C CHECK THE APPROL		Limited IF A MEMBER OF A GROUP	(a) [_] (b) X	
3	SEC USE ONLY				
4	CITIZENSHIP OR PL	ACE OF ORG	ANIZATION		
	Bermuda	5	SOLE VOTING POWER		
NUMBER SHARES BENEFICI		6	106, 832,699 SHARED VOTING POWER		
OWNED B EACH		7	-0- SOLE DISPOSITIVE POWER		
REPORTIN PERSON WITH	NG	8	106, 832,699 SHARED DISPOSITIVE POWER		
9	AGGREGATE AMOU	INT BENEFIC	-0- IALLY OWNED BY EACH REPORTING PERSON		
106, 832,699 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11	See Item 8 X PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
12	49.4% 2 TYPE OF REPORTING PERSON				
	СО				

CUSIP NO. G3922B107	Schedule 13G	Page 3 of 44

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
2	General Atlantic GenP CHECK THE APPROPI		, L.P. F A MEMBER OF A GROUP	(a) [_] (b) X	
3	SEC USE ONLY				
4	CITIZENSHIP OR PLA	CE OF ORGA	NIZATION		
	Bermuda				
		5	SOLE VOTING POWER		
NUMBER (OF		-0-		
SHARES		6	SHARED VOTING POWER		
BENEFICIA	ALLY				
OWNED BY 106, 832,699					
EACH		7	SOLE DISPOSITIVE POWER		
REPORTIN	IG .				
PERSON		8	-0- SHARED DISPOSITIVE POWER		
WITH		O	SIMIKED DISTOSITIVE TOWER		
106, 832,699 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
106, 832,699 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11	See Item 8 X PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
12	49.4% 12 TYPE OF REPORTING PERSON				
	PN				

	CUSIP NO.	G3922B107	Schedule 13G	Page 4 of 44
--	-----------	-----------	--------------	--------------

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
2	GAP-W International, CHECK THE APPROPE		F A MEMBER OF A GROUP	(a) [_] (b) X	
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE	CE OF ORGA	NIZATION		
	Bermuda				
		5	SOLE VOTING POWER		
NUMBER ()F				
SHARES		6	-0- SHARED VOTING POWER		
BENEFICIA	ALLY	U	SHARED VOTINGTOWER		
OWNED BY 106, 832,699					
EACH		7	SOLE DISPOSITIVE POWER		
REPORTIN	G				
PERSON		8	-0- SHARED DISPOSITIVE POWER		
WITH		8	SHARED DISPOSITIVE POWER		
9	106, 832,699 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
10	106, 832,699 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	See Item 8 x PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
12	49.4% TYPE OF REPORTING PERSON				
	PN				

CUSIP NO. G3922B107	Schedule 13G	Page 5 of 44
---------------------	--------------	--------------

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
2	General Atlantic Partners (Bermuda) L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
3	SEC USE ONLY				
4	CITIZENSHIP OR PLA	CE OF ORGA	ANIZATION		
	Bermuda				
		5	SOLE VOTING POWER		
NUMBER	OF				
SHARES		6	-0- SHARED VOTING POWER		
BENEFICI	ALLY				
OWNED B	Y		106, 832,699		
EACH		7	SOLE DISPOSITIVE POWER		
REPORTIN	lG		-0-		
PERSON		8	SHARED DISPOSITIVE POWER		
WITH					
106, 832,699 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
106, 832,699 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11	See Item 8 X PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
12	49.4% 12 TYPE OF REPORTING PERSON				
	PN				

CUSIP NO. G3922B107	Schedule 13G	Page 6 of 44

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
2	GapStar, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
3	SEC USE ONLY			
4 CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware			
		5	SOLE VOTING POWER	
NUMBER	OF			
SHARES		6	-0- SHARED VOTING POWER	
BENEFICIALLY BENEFICIALLY				
OWNED BY 106, 832,699				
EACH		7	SOLE DISPOSITIVE POWER	
REPORTIN	IG			
PERSON		8	-0- SHARED DISPOSITIVE POWER	
WITH		O	SHARED DISTOSITIVE TOWER	
106, 832,699 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
106, 832,699 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	See Item 8 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
12	49.4% 12 TYPE OF REPORTING PERSON			
	oo			

CUSIP NO. G3922B107	Schedule 13G	Page 7 of 44

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
2	GAP Coinvestments III, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
3	SEC USE ONLY			(b) X	
4	CITIZENSHIP OR PLACE	CE OF ORGA	NIZATION		
	Delaware				
		5	SOLE VOTING POWER		
NUMBER OF SHARES		6	-0- SHARED VOTING POWER		
BENEFICIALLY OWNED BY EACH		7	106, 832,699 SOLE DISPOSITIVE POWER		
REPORTIN PERSON WITH	ľG	8	-0- SHARED DISPOSITIVE POWER		
9	106, 832,699 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
10	106, 832,699 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	See Item 8 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			X	
12	49.4 % TYPE OF REPORTING PERSON				
	00				

CUSIP NO. G3922B107	Schedule 13G	Page 8 of 44

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
2	GAP Coinvestments IV, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
3	SEC USE ONLY	SEC USE ONLY				
4	CITIZENSHIP OR PLAC	CE OF ORGA	NIZATION			
	Delaware					
	Delaware	5	SOLE VOTING POWER			
NUMBER (JE					
SHARES	<i>5</i> 1.		-0-			
BENEFICIA	ALLY	6	SHARED VOTING POWER			
OWNED B			106, 832,699			
EACH	•	7	SOLE DISPOSITIVE POWER			
REPORTIN	·G					
PERSON			-0-			
WITH		8	SHARED DISPOSITIVE POWER			
			106, 832,699			
9	AGGREGATE AMOUN	T BENEFICIA	ALLY OWNED BY EACH REPORTING PERSON			
10	106, 832,699 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
	See Item 8					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
11	TERCENT OF CEASS I	LI KESENTE	DI AMOONI IN KOW 9			
12	49.4% TYPE OF REPORTING PERSON					
	00					

CUSIP NO. G3922B107	Schedule 13G	Page 9 of 44
COSH 110. G3922B107	Schedule 130	1 agc 9 01 1 1

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
2	GAPCO GmbH & Co. KG CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
3	SEC USE ONLY			(b) X	
4	CITIZENSHIP OR PLAC	CE OF ORGA	NIZATION		
	Germany				
	Germany	5	SOLE VOTING POWER		
NUMBER (OF	_	-0-		
BENEFICIA	ALLY	6	SHARED VOTING POWER		
OWNED B			106, 832,699		
EACH	_	7	SOLE DISPOSITIVE POWER		
REPORTIN	G				
PERSON		0	-0-		
WITH		8	SHARED DISPOSITIVE POWER		
9	106, 832,699 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
10	106, 832,699 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	See Item 8 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			x	
12	49.4% TYPE OF REPORTING PERSON				
	PN				

CUSIP NO. G3922B107 Schedule 13G Page 10 of 44

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
2	GAPCO Management GmbH CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
3	SEC USE ONLY			(b) X
4	CITIZENSHIP OR PLACE	CE OF ORGA	NIZATION	
	Germany			
	Germany	5	SOLE VOTING POWER	
NUMBER ()E			
SHARES)I [*]		-0-	
BENEFICIA	ΔΙΙV	6	SHARED VOTING POWER	
OWNED B			106, 832,699	
EACH	1	7	SOLE DISPOSITIVE POWER	
REPORTIN	G			
PERSON	o .		-0-	
WITH		8	SHARED DISPOSITIVE POWER	
,,,			107 922 700	
9	AGGREGATE AMOUN	T BENEFICIA	106, 832,699 ALLY OWNED BY EACH REPORTING PERSON	
10	106, 832,699 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
11	See Item 8 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			X
12	49.4% TYPE OF REPORTING PERSON			
	СО			

CUSIP NO. G3922B107	Schedule 13G	Page 11 of 44
COSH 110. G3922B101	Schedule 130	1 420 11 01 77

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
2	GAP (Bermuda) Limited CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
3	SEC USE ONLY	SEC USE ONLY				
4	CITIZENSHIP OR PLA	CE OF ORGA	NIZATION			
	Bermuda					
	201111111	5	SOLE VOTING POWER			
NUMBER)E					
SHARES	<i>3</i> 1		-0-			
BENEFICI	ALLY	6	SHARED VOTING POWER			
OWNED B			106, 832,699			
EACH	•	7	SOLE DISPOSITIVE POWER			
REPORTIN	IG					
PERSON			-0-			
WITH		8	SHARED DISPOSITIVE POWER			
9	ACCRECATE AMOUN	IT DENIEEICI	106, 832,699 ALLY OWNED BY EACH REPORTING PERSON			
9	AGGREGATE AMOUN	NI BENEFICI	ALLY OWNED BY EACH REPORTING PERSON			
10	106, 832,699 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
	See Item 8					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			X		
12	49.4 % TYPE OF REPORTING PERSON					
	СО					

CUSIP NO. G3922B107 Schedule 13G Page 12 of 44

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
2	Oak Hill Capital Partners (Bermuda), L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
3	SEC USE ONLY				
4	CITIZENSHIP OR PLA	CE OF ORGA	NIZATION		
	Bermuda				
		5	SOLE VOTING POWER		
NUMBER (OF		-0-		
SHARES		6	SHARED VOTING POWER		
BENEFICI	ALLY				
OWNED B	Y		106, 832,699		
EACH		7	SOLE DISPOSITIVE POWER		
REPORTIN	IG		-0-		
PERSON		8	SHARED DISPOSITIVE POWER		
WITH					
9	AGGREGATE AMOUN	NT BENEFICI	106, 832,699 ALLY OWNED BY EACH REPORTING PERSON		
10	106, 832,699 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
4.4	See Item 8			X	
11	PERCENT OF CLASS I	KEPRESENTE	ED BY AMOUNT IN ROW 9		
12	49.4% TYPE OF REPORTING	PERSON			
	PN				

CUSIP NO. G3922B107 Schedule 13G Page 13 of 44

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
2		Oak Hill Capital Management Partners (Bermuda), L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
3	SEC USE ONLY			(b) X		
4	CITIZENSHIP OR PLACE	CE OF ORGA	NIZATION			
	Bermuda					
		5	SOLE VOTING POWER			
NUMBER ()F					
SHARES	51	6	-0-			
BENEFICIA	ALLY	0	SHARED VOTING POWER			
OWNED B			106, 832,699			
EACH		7	SOLE DISPOSITIVE POWER			
REPORTIN	[G					
PERSON			-0-			
WITH		8	SHARED DISPOSITIVE POWER			
			106, 832,699			
9	AGGREGATE AMOUN	IT BENEFICIA	ALLY OWNED BY EACH REPORTING PERSON			
10	106, 832,699 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
	See Item 8					
11	PERCENT OF CLASS F	REPRESENTE	ED BY AMOUNT IN ROW 9			
12	49.4% TYPE OF REPORTING PERSON					
	PN					

CUSIP NO. G3922B107 Schedule 13G Page 14 of 44

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
2	Oak Hill Capital Partners II (Cayman), L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
3	SEC USE ONLY				
4	CITIZENSHIP OR PLA	CE OF ORGA	ANIZATION		
	Cayman Islands				
		5	SOLE VOTING POWER		
NUMBER (OF		-0-		
SHARES		6	SHARED VOTING POWER		
BENEFICL	ALLY				
OWNED B	Y		106, 832,699		
EACH		7	SOLE DISPOSITIVE POWER		
REPORTIN	IG				
PERSON		8	-0- SHARED DISPOSITIVE POWER		
WITH		O	SINKED DISTOSTIVE TOWER		
9	AGGREGATE AMOUN	NT BENEFICI	106, 832,699 ALLY OWNED BY EACH REPORTING PERSON		
10	106, 832,699 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	See Item 8 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			X	
12	49.4% TYPE OF REPORTING PERSON				
	PN				

CUSIP NO. G3922B107 Schedule 13G Page 15 of 44

NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oak Hill Capital Management Partners II (Cayman), L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF (a) [_]
A GROUP (b) X

SEC USE ONLY

Cayman Islands