

Genpact LTD  
Form SC 13D  
November 05, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**  
**UNDER SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No.    )\***

**Genpact Limited**

**(Name of Issuer)**

**Common Shares, \$0.01 par value per share**

**(Title of Class of Securities)**

**G3922B107**

**(CUSIP Number)**

**Glory Investments TA IV Limited**

**6th Floor Altima Building**

**Ebene Cybercity, Ebene**

**Government of Singapore Investment**

**Corporation Pte. Ltd.**

**168, Robinson Road**

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**Mauritius**

**#37-01, Capital Tower**

**(230) 468 1320**

**Singapore 068912**

**+65 6889 8888**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**October 25, 2012**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1 (e), 13d-1(f) or 13d-1(g), check the following box " ☐ .

*Note.* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule §240.13d-7(b) for other parties to whom copies are to be sent.

\* 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. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise 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*).

1 NAME OF REPORTING PERSON: Glory Investments A Limited

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 98-0651998  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF, BK  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mauritius

7 SOLE VOTING POWER

NUMBER OF

0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

16,022,978<sup>1</sup>

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

16,022,978<sup>1</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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16,022,978<sup>1</sup>

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.18%<sup>2</sup>

14 TYPE OF REPORTING PERSON

CO

1 Does not include Common Shares held by any other Reporting Person.

2 Percentage calculated based on 223,116,542 Common Shares outstanding as of July 27, 2012, as reported in the Issuer's Report on Form 10-Q for the period ended June 30, 2012 filed with the U.S. Securities and Exchange Commission ( SEC ) on August 9, 2012.

1 NAME OF REPORTING PERSON: Glory Investments B Limited

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 98-0652001  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF, BK  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mauritius

7 SOLE VOTING POWER

NUMBER OF

0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

39,508,656<sup>1</sup>

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

39,508,656<sup>1</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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39,508,656<sup>1</sup>

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17.71%<sup>2</sup>

14 TYPE OF REPORTING PERSON

CO

1 Does not include Common Shares held by any other Reporting Person.

2 Percentage calculated based on 223,116,542 Common Shares outstanding as of July 27, 2012, as reported in the Issuer's Report on Form 10-Q for the period ended June 30, 2012 filed with the SEC on August 9, 2012.

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1 NAME OF REPORTING PERSON: Glory Investments IV Limited

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 98-1067044  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF, BK  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mauritius

7 SOLE VOTING POWER

NUMBER OF

0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

1,865,184<sup>1</sup>

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

1,865,184<sup>1</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1,865,184<sup>1</sup>

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.84%<sup>2</sup>

14 TYPE OF REPORTING PERSON

CO

1 Does not include Common Shares held by any other Reporting Person.

2 Percentage calculated based on 223,116,542 Common Shares outstanding as of July 27, 2012, as reported in the Issuer's Report on Form 10-Q for the period ended June 30, 2012 filed with the SEC on August 9, 2012.



1 NAME OF REPORTING PERSON: Glory Investments IV-B Limited

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 39-2079858  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF, BK  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mauritius

7 SOLE VOTING POWER

NUMBER OF

0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

140,446<sup>1</sup>

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

140,446<sup>1</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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140,446<sup>1</sup>

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.06%<sup>2</sup>

14 TYPE OF REPORTING PERSON

CO

1 Does not include Common Shares held by any other Reporting Person.

2 Percentage calculated based on 223,116,542 Common Shares outstanding as of July 27, 2012, as reported in the Issuer's Report on Form 10-Q for the period ended June 30, 2012 filed with the SEC on August 9, 2012.

1 NAME OF REPORTING PERSON: RGIP, LLC

2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON: 04-3328326  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mauritius  
7 SOLE VOTING POWER

NUMBER OF

0  
SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 50,812<sup>1</sup>  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
10 SHARED DISPOSITIVE POWER  
WITH

50,812<sup>1</sup>  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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50,812<sup>1</sup>

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.02%<sup>2</sup>

14 TYPE OF REPORTING PERSON

OO

1 Does not include Common Shares held by any other Reporting Person.

2 Percentage calculated based on 223,116,542 Common Shares outstanding as of July 27, 2012, as reported in the Issuer's Report on Form 10-Q for the period ended June 30, 2012 filed with the SEC on August 9, 2012.

1 NAME OF REPORTING PERSON: Government of Singapore Investment Corporation Pte. Ltd.

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: N/A  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Singapore  
7 SOLE VOTING POWER

NUMBER OF

0  
SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 10,393,577<sup>1</sup>  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
10 SHARED DISPOSITIVE POWER  
WITH

11 10,393,577<sup>1</sup>  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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10,393,577<sup>1</sup>

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.66%<sup>2</sup>

14 TYPE OF REPORTING PERSON

CO

1 Includes 230,975 Common Shares registered in the name of Government of Singapore Investment Corporation Pte. Ltd. and 10,162,602 Common Shares held through Twickenham Investment Private Limited, but does not include Common Shares held by the Glory Entities (as defined below) or RGIP (as defined below).

2 Percentage calculated based on 223,116,542 Common Shares outstanding as of July 27, 2012, as reported in the Issuer's Report on Form 10-Q for the period ended June 30, 2012 filed with the SEC on August 9, 2012.

1 NAME OF REPORTING PERSON: GIC Special Investments Pte Ltd.

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: N/A  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Singapore  
7 SOLE VOTING POWER

NUMBER OF  
0  
SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
10,162,602<sup>1</sup>  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
10 SHARED DISPOSITIVE POWER  
WITH

11 10,162,602<sup>1</sup>  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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10,162,602<sup>1</sup>

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.55%<sup>2</sup>

14 TYPE OF REPORTING PERSON

CO

1 Includes 10,162,602 Common Shares held through Twickenham Investment Private Limited, but does not include Common Shares held by the Glory Entities or RGIP.

2 Percentage calculated based on 223,116,542 Common Shares outstanding as of July 27, 2012, as reported in the Issuer's Report on Form 10-Q for the period ended June 30, 2012 filed with the SEC on August 9, 2012.



1 NAME OF REPORTING PERSON: Twickenham Investment Private Limited

2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON: N/A  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Singapore  
NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH