

Bhalla Vikas  
Form 4  
March 29, 2012

# FORM 4

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

OMB APPROVAL

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## STATEMENT OF CHANGES IN 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 \*  
Bhalla Vikas

(Last) (First) (Middle)

C/O EXLSERVICE HOLDINGS, INC., 280 PARK AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ExlService Holdings, Inc. [EXLS]

3. Date of Earliest Transaction (Month/Day/Year)

03/27/2012

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

VP & Head of Outsourcing

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3)           | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock, par value \$0.001 per share | 03/27/2012                           |  | S <sup>(1)</sup>               |   | 2,400   | D  | \$ 27.5006<br>(2)                                     |
| Common Stock, par value \$0.001 per share | 03/27/2012                           |  | M <sup>(3)</sup>               |   | 1,800   | A  | \$ 11.875   |
| Common Stock, par value \$0.001 per share | 03/27/2012                           |  | S <sup>(1)</sup>               |   | 1,800   | D  | \$ 27.5011  |

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|                         |            |  |                  |     |   |           |        |   |
|-------------------------|------------|--|------------------|-----|---|-----------|--------|---|
| value                   |            |  |                  |     |   | (4)       |        |   |
| \$0.001 per share       |            |  |                  |     |   |           |        |   |
| Common Stock, par value | 03/28/2012 |  | M <sup>(5)</sup> | 200 | A | \$ 11.875 | 21,143 | D |
| \$0.001 per share       |            |  |                  |     |   |           |        |   |
| Common Stock, par value | 03/28/2012 |  | S <sup>(1)</sup> | 200 | D | \$ 27.5   | 20,943 | D |
| \$0.001 per share       |            |  |                  |     |   |           |        |   |

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Options (right to buy)      | \$ 11.875  | 03/27/2012                           |  | M <sup>(3)</sup>               | 1,800   | <u>(6)</u> 07/26/2016                                    | Common Stock, par value \$0.001 per share                     | 1,800                         |
| Employee Stock Options (right to buy)      | \$ 11.875  | 03/28/2012                           |  | M <sup>(5)</sup>               | 200   | <u>(6)</u> 07/26/2016                                    | Common Stock, par value \$0.001 per share                     | 200                           |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Bhalla Vikas<br>C/O EXLSERVICE HOLDINGS, INC.<br>280 PARK AVENUE<br>NEW YORK, NY 10017 |               |           | VP & Head of Outsourcing |       |

## Signatures

/s/ Lazbart Oseni,  
Attorney-in-Fact

03/29/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

(1) This sale was made pursuant to a 10b5-1 plan previously entered into by the reporting person.

This transaction was executed in multiple trades at prices ranging from \$27.50 to \$27.51 per share. The price reported above reflects the weighted average purchase price on the date indicated. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(3) On March 27, 2012, the reporting person exercised previously issued options to purchase an aggregate of 1,800 shares of common stock of ExlService Holdings, Inc.

(4) This transaction was executed in multiple trades at prices ranging from \$27.50 to \$27.5103 per share. The price reported above reflects the weighted average purchase price on the date indicated. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(5) On March 28, 2012, the reporting person exercised previously issued options to purchase an aggregate of 200 shares of common stock of ExlService Holdings, Inc.

(6) 4,000 of these options are vested and exercisable.

### Remarks:

Mr. Oseni is the Company's Head of Administration and Accounts.

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

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