

Kapoor Rohit  
Form 4  
November 16, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Kapoor Rohit

2. Issuer Name and Ticker or Trading Symbol  
ExlService Holdings, Inc. [EXLS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
350 PARK AVENUE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/12/2009

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

NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.001 per share	11/12/2009		S <sup>(1)</sup>		18,232	D	\$ 16.5
					1,533,274	D	
Common Stock, par value \$0.001 per share	11/12/2009		S <sup>(1)</sup>		1,700	D	\$ 16.52
					1,531,574	D	
Common Stock, par	11/12/2009		S <sup>(1)</sup>		829	D	\$ 16.53
					1,530,745	D	

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value \$0.001 per share								
Common Stock, par value	11/12/2009	<u>S<sup>(1)</sup></u>	650	D	\$ 16.55	1,530,095	D	
\$0.001 per share								
Common Stock, par value	11/12/2009	<u>S<sup>(1)</sup></u>	422	D	\$ 16.56	1,529,673	D	
\$0.001 per share								
Common Stock, par value	11/12/2009	<u>S<sup>(1)</sup></u>	17,756	D	\$ 16.6	1,511,917	D	
\$0.001 per share								
Common Stock, par value	11/12/2009	<u>S<sup>(1)</sup></u>	300	D	\$ 16.61	1,511,617	D	
\$0.001 per share								
Common Stock, par value	11/12/2009	<u>S<sup>(1)</sup></u>	1,200	D	\$ 16.57	1,510,417	D	
\$0.001 per share								
Common Stock, par value	11/12/2009	<u>S<sup>(1)</sup></u>	666	D	\$ 16.65	1,509,751	D	
\$0.001 per share								
Common Stock, par value	11/12/2009	<u>S<sup>(1)</sup></u>	300	D	\$ 16.64	1,509,451	D	
\$0.001 per share								
Common Stock, par value	11/12/2009	<u>S<sup>(1)</sup></u>	1,000	D	\$ 16.58	1,508,451	D	
\$0.001 per share								
Common Stock, par value	11/12/2009	<u>S<sup>(1)</sup></u>	800	D	\$ 16.59	1,507,651	D	

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\$0.001 per share							
Common Stock, par value	11/12/2009	<u>S<sup>(1)</sup></u>	1,305	D	\$ 16.51	1,506,346	D
\$0.001 per share							
Common Stock, par value	11/12/2009	<u>S<sup>(1)</sup></u>	622	D	\$ 16.54	1,505,724	D
\$0.001 per share							
Common Stock, par value	11/12/2009	<u>S<sup>(1)</sup></u>	1,100	D	\$ 16.585	1,504,624	D
\$0.001 per share							
Common Stock, par value	11/12/2009	<u>S<sup>(1)</sup></u>	200	D	\$ 16.551	1,504,424	D
\$0.001 per share							
Common Stock, par value	11/12/2009	<u>S<sup>(1)</sup></u>	100	D	\$ 16.511	1,504,324	D
\$0.001 per share							
Common Stock, par value	11/12/2009	<u>S<sup>(1)</sup></u>	100	D	\$ 16.581	1,504,224	D
\$0.001 per share							
Common Stock, par value	11/12/2009	<u>S<sup>(1)</sup></u>	100	D	\$ 16.531	1,504,124	D
\$0.001 per share							
Common Stock, par value	11/12/2009	<u>S<sup>(1)</sup></u>	100	D	\$ 16.575	1,504,024	D
\$0.001 per share							
Common Stock, par value	11/12/2009	<u>S<sup>(1)</sup></u>	100	D	\$ 16.561	15,003,924	D
\$0.001 per share							

share

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

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SEC 1474  
(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kapoor Rohit 350 PARK AVENUE NEW YORK, NY 10022	X		CEO and President	

## Signatures

/s/ Lazbart Oseni,  
Attorney-in-Fact  
Date: 11/16/2009

\*\*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.

### 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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