

ExlService Holdings, Inc.
 Form 4
 November 21, 2007

FORM 4

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

OMB APPROVAL

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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 *
 ExlService Holdings, Inc.

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, 10TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/20/2007

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

NEW YORK, X1 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock, par value \$0.001 per share	11/20/2007		S ⁽¹⁾	100 D \$ 25.25	243,825	I	See Footnote ⁽²⁾
Common Stock, par value \$0.001 per share	11/20/2007		S ⁽¹⁾	400 D \$ 25.3	243,425	I	See Footnote ⁽²⁾
Common Stock, par	11/20/2007		S ⁽¹⁾	200 D \$ 25.31	243,225	I	See Footnote

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value								(2)
\$0.001 per share								
Common Stock, par value \$0.001 per share	11/20/2007	<u>S</u> (1)	100	D	\$ 25.35	243,125	I	See Footnote (2)
Common Stock, par value \$0.001 per share	11/20/2007	<u>S</u> (1)	100	D	\$ 25.36	243,025	I	See Footnote (2)
Common Stock, par value \$0.001 per share	11/20/2007	<u>S</u> (1)	400	D	\$ 25.49	242,625	I	See Footnote (2)
Common Stock, par value \$0.001 per share	11/20/2007	<u>S</u> (1)	900	D	\$ 25.52	241,725	I	See Footnote (2)
Common Stock, par value \$0.001 per share	11/20/2007	<u>S</u> (1)	200	D	\$ 25.6	241,525	I	See Footnote (2)
Common Stock, par value \$0.001 per share	11/20/2007	<u>S</u> (1)	63	D	\$ 25.64	241,462	I	See Footnote (2)
Common Stock, par value \$0.001 per share	11/20/2007	<u>S</u> (1)	300	D	\$ 25.73	241,162	I	See Footnote (2)
Common Stock, par value \$0.001 per share	11/20/2007	<u>S</u> (1)	100	D	\$ 25.98	241,062	I	See Footnote (2)
Common Stock, par value	11/20/2007	<u>S</u> (1)	81	D	\$ 26	240,981	I	See Footnote (2)

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\$0.001 per share								
Common Stock, par value \$0.001 per share	11/20/2007	<u>S⁽¹⁾</u>	133	D	\$ 26.05	240,848	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	11/20/2007	<u>S⁽¹⁾</u>	437	D	\$ 26.07	240,411	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	11/20/2007	<u>S⁽¹⁾</u>	200	D	\$ 26.08	240,211	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	11/20/2007	<u>S⁽¹⁾</u>	400	D	\$ 26.1	239,811	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	11/20/2007	<u>S⁽¹⁾</u>	200	D	\$ 26.12	239,611	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	11/20/2007	<u>S⁽¹⁾</u>	46	D	\$ 26.18	239,565	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	11/20/2007	<u>S⁽¹⁾</u>	1	D	\$ 26.19	239,564	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	11/20/2007	<u>S⁽¹⁾</u>	254	D	\$ 26.2	239,310	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per	11/20/2007	<u>S⁽¹⁾</u>	400	D	\$ 26.24	238,910	I	See Footnote <u>(2)</u>

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share								
Common Stock, par value \$0.001 per share	11/20/2007	<u>S⁽¹⁾</u>	100	D	\$ 26.27	238,810	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	11/20/2007	<u>S⁽¹⁾</u>	67	D	\$ 26.28	238,743	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	11/20/2007	<u>S⁽¹⁾</u>	300	D	\$ 26.32	238,443	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	11/20/2007	<u>S⁽¹⁾</u>	399	D	\$ 26.34	238,044	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	11/20/2007	<u>S⁽¹⁾</u>	100	D	\$ 26.46	237,944	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	11/20/2007	<u>S⁽¹⁾</u>	300	D	\$ 26.5	237,644	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	11/20/2007	<u>S⁽¹⁾</u>	219	D	\$ 26.53	237,425	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	11/20/2007	<u>S⁽¹⁾</u>	100	D	\$ 26.72	237,325	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	11/20/2007	<u>S⁽¹⁾</u>	100	D	\$ 26.85	237,225	I	See Footnote <u>(2)</u>

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ExlService Holdings, Inc. 350 PARK AVENUE 10TH FLOOR NEW YORK, X1 10022	X		Vice Chairman and CEO	

Signatures

/s/ Lazbart Oseni,
Attorney-in-Fact
Date: 11/21/2007

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 Vikram Talwar 2004 Grantor Retained Annuity Trust (the "GRAT").
- (2) Owned by the GRAT.

Remarks:

Mr. Oseni is the Company's Head of Administration and Accounts.
1 of 2 Form 4s

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