

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person* <u>Talwar Vikram</u> (Last) (First) (Middle) <u>C/O EXLSERVICE HOLDINGS, INC.</u> <u>350 PARK AVENUE</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>ExlService Holdings, Inc. [EXLS]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice Chairman and CEO |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>04/20/2007</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | (A) or (D) | Price | | | |
| Common Stock, par value \$0.001 per share | 04/20/2007 | | G ⁽¹⁾ | | 18,750 | D | \$0 | 6,000 | D | |
| Common Stock, par value \$0.001 per share | 04/20/2007 | | G ⁽¹⁾ | | 18,750 | A | \$0 | 1,468,203 ⁽²⁾ | I | See Footnote ⁽³⁾ |
| Common Stock, par value \$0.001 per share | 05/02/2007 | | S ⁽⁴⁾ | | 7,500 | D | \$22.5 | 1,460,703 | I | See Footnote ⁽³⁾ |
| Common Stock, par value \$0.001 per share | 05/02/2007 | | S ⁽⁵⁾ | | 7,500 | D | \$22.5 | 281,119 ⁽²⁾ | I | See Footnote ⁽⁶⁾ |

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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | | | | | |

Explanation of Responses:

- On April 20, 2007, the reporting person contributed 18,750 shares of common stock of ExlService Holdings, Inc. (the "Common Stock") to the Talwar 1994 Trust, of which the reporting person and his spouse are trustees and in which the reporting person and his spouse share a pecuniary interest and their children have a residual interest.
- This figure reflects a transfer on April 20, 2007 from the Vikram Talwar 2004 Grantor Retained Annuity Trust (the "GRAT"), of which the reporting person is the trustee, of 50,199 shares of Common Stock to the Talwar 1994 Trust. The reporting person indirectly beneficially owns the shares of Common Stock owned by the GRAT and the Talwar 1994 Trust.
- Owned by the Talwar 1994 Trust.
- This sale was made pursuant to a 10b5-1 plan previously entered into by the Talwar 1994 Trust.
- This sale was made pursuant to a 10b5-1 plan previously entered into by the GRAT.
- Owned by the GRAT.

Remarks:

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

/s/ Lazbart Oseni, Attorney-in-Fact 05/03/2007

** Signature of Reporting Person Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.