

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

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**FORM 10-K**

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(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE YEAR ENDED DECEMBER 31, 2010

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_  
COMMISSION FILE NUMBER 001-33089

**EXLSERVICE HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

82-0572194  
(I.R.S. Employer  
Identification No.)

280 PARK AVENUE, 38<sup>TH</sup> FLOOR,  
NEW YORK, NEW YORK  
(Address of principal executive offices)

10017  
(Zip code)

(212) 277-7100

(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act:**

Title of Each Class:	Name of Each Exchange on Which Registered:
Common Stock, par value \$0.001 per share	NASDAQ Global Select Market

**Securities registered pursuant to Section 12(g) of the Act:**

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 30, 2010, the aggregate market value of common stock held by non-affiliates was approximately \$258,623,915.

As of February 28, 2011, there were 29,561,068 shares of the registrant's common stock outstanding (excluding 254,216 shares held in treasury and 198,385 shares of restricted stock), par value \$0.001 per share.

**DOCUMENTS INCORPORATED BY REFERENCE**

Part III incorporates information from certain portions of the registrant's definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the fiscal year end of December 31, 2010.

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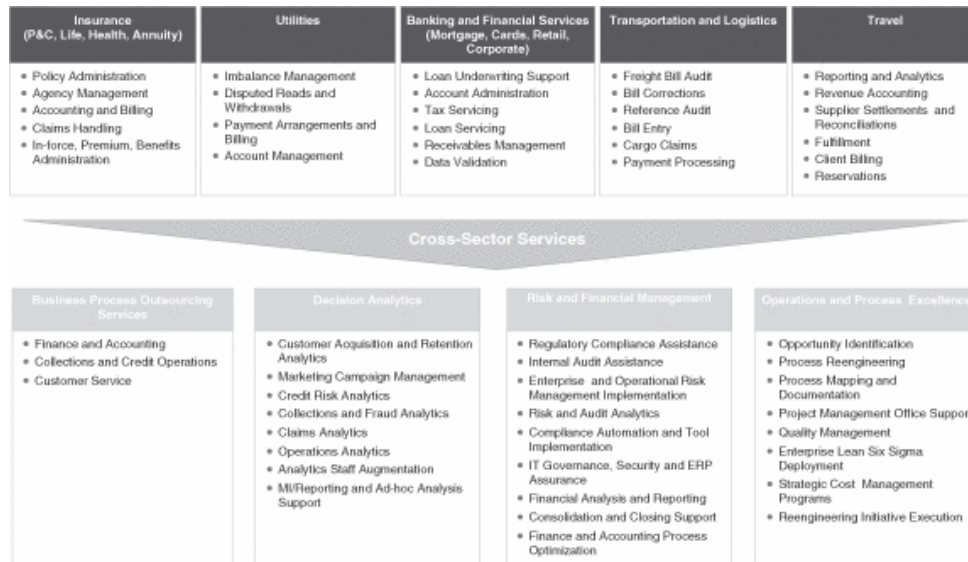
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**PART I.**

**ITEM 1. Business**

We are a leading provider of outsourcing and transformation services focused on providing a competitive edge to our clients. Our outsourcing services provide front-, middle- and back-office process outsourcing services for our primarily U.S.-based and U.K.-based clients. Outsourcing services involve the transfer to us of select business operations of a client, such as claims processing, finance and accounting and customer service, after which we administer and manage the operations for our client on an ongoing basis. We also offer a number of transformation service offerings that include decision analytics, risk and financial management, and operations and process excellence. These transformation services help our clients improve their operating environments through cost reduction, enhanced efficiency and productivity initiatives, and improve the risk and control environments within our clients' operations whether or not they are outsourced to us. We serve primarily the needs of Fortune Global 500 and Fortune 1000 companies in the insurance, utilities, banking and financial services, transportation and logistics and travel sectors.

Our services for each of the sectors include:



We combine in-depth knowledge of the industry sectors on which we are focused with proven expertise in transferring business operations to our offshore delivery centers and administering and managing them. We have successfully transferred more than 630 processes covering a broad array of products and services to our operations centers, including approximately 110 new processes that were transferred to us in 2010.

Our largest clients in 2010 were Centrica plc (Centrica), The Travelers Indemnity Company (Travelers) and American Express Company (American Express). Other clients include over sixty of the leading U.S. insurance companies, over fifteen leading global banks and financial services companies, three European utilities companies and three leading transportation and logistics services providers. Our operations centers are located in India, the Philippines, the Czech Republic, the U.S. and Romania. Our geographic footprint enables us to leverage the large pool of highly qualified and educated technical professionals who are able to handle complex processes and services that require functional skills and industry expertise. While a majority of our professionals provide services in the English language, our operations in the Czech Republic and Romania have provided us with multi-lingual delivery capabilities. We believe we can offer consistent high quality services at substantially

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lower costs than those available from U.S.- or U.K.-based in-house facilities or U.S.- or U.K.-based outsourcing providers. As of December 31, 2010, we had a headcount of approximately 12,700 individuals, a substantial portion of whom are based in India. Our operations platforms are supported by a state-of-the-art infrastructure that can be expanded to meet each client's needs. We market our services directly through our sales and marketing and client management teams, which operate out of the United States and the United Kingdom, and our business development support team, which operates out of India. Our senior managers have extensive experience in the industry sectors on which we are focused and are well versed in the business practices of leading multinational corporations.

We believe our reputation for operational excellence is widely recognized by our clients and is an important competitive advantage. We use Six Sigma and Lean Six Sigma, data-driven methodologies for eliminating defects in any process, to identify process inefficiencies and improve productivity in client and support processes. We deliver continued process enhancements by soliciting and implementing process improvements from employees and through our proprietary software tools. As a part of our commitment to quality, we are certified to the ISO 9001:2008 standard for our quality management system. We are also certified to the ISO 27001:2005 standard for our information security management system. This standard requires policies and processes to be deployed to ensure adequate information security controls in the organization. Additionally we are also certified to the OHSAS 18001:2007 standard, which relates to our occupational health and safety management processes. We have also received an unqualified general controls and process specific SAS 70 Type II opinion from Ernst & Young LLP, our independent registered public accounting firm.

### *Services*

#### **Outsourcing Services**

Our outsourcing services are structured around industry-focused business process outsourcing (BPO) services, such as insurance, utilities, banking and financial services, transportation and logistics and travel sectors, as well as cross-industry BPO services, such as finance and accounting services, collections and credit operations, and customer services.

**Insurance.** Within the life insurance, property and casualty insurance, health and disability insurance and retirement services business lines, we provide services in the areas of claims processing, premium and benefit administration, agency management, account reconciliation, policy research, underwriting support, new business processing, policy servicing, premium audit, billing and collection and customer service. We have acquired significant experience in transferring and managing processes in these areas. In connection with our acquisition of Professional Data Management Again, Inc. (PDMA) on May 1, 2010, we acquired an insurance policy administration platform called LifePRO®. Approximately 40 insurance companies use LifePRO® to administer their life insurance, health insurance, annuities and credit life and disability insurance policies. LifePRO® clients can easily access their customer data and system logic, providing important tools for our clients to integrate with external applications, web interfaces and reporting systems. We offer LifePRO® as an application service provider or as a licensed product to our clients. We also have significant expertise in implementing, maintaining and modifying LifePRO®. For select clients we provide both transaction processing and servicing using the LifePRO® platform thereby providing a combined technology and business process outsourcing service offering to them.

**Utilities.** We provide end-to-end back-office processing for customer operations, including metering-related services and billing, value recovery operations, customer transfers and address changes, sales support, account reconciliation and collections. A large part of these services involves complex processing of transactions that cannot be managed by customary tools or methodologies.

**Banking and Financial Services.** We have expertise in servicing and processing various banking products, including residential mortgage lending, consumer finance, retail banking, credit cards, transaction services and other banking services. Our activities include customer service, transaction processing, underwriting support, documentation management, loss mitigation and collateral monitoring.

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**Transportation and Logistics.** We have developed and acquired expertise in processing transactions in the areas of end-to-end supply chain management, warehousing, transloading, transportation management and international logistics services. Our activities include freight bill audit, bill corrections, reference audit, bill entry, cargo claims and payment processing.

**Travel.** We have significant experience and expertise in managing and improving operational, financial and analytical functions for travel management companies and offer similar services to other travel industry participants such as airlines, hotels, cruise operators and global distribution systems companies. Our activities include reporting and analytics, revenue accounting, order fulfillment, management of account receivables and account payables, account set-up and reservations.

**Finance and Accounting.** We provide certain finance and accounting services, including accounts payable, research, reconciliation of accounts, expense accounting, financial accounting, departmental accounting, treasury management, tax accounting, budgeting and management information systems reporting.

**Collections and Credit Operations.** We use our proprietary skip-tracing tool to access location information instantly through multiple websites in order to trace people who have moved or absconded without notice to avoid paying debts. We have experience with a wide range of collection processes, including credit card receivables, large mortgage loan payments and business-to-business insurance premium collections, as well as extensive dialer management experience, both on our proprietary systems and client systems.

**Customer Service.** We provide a large array of customer management services, including, voice-based and web-based customer interaction functions.

Across the BPO services described above, we have successfully transferred and managed more than 630 processes, including the following:

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**Insurance Processes**

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Life, Health and Annuity

- *Administration of Insurance Agents*

Licensing and contracting renewals, terminations, correspondence, commissions and brokerage amounts, debt management, administrating unclaimed monies by insurance agents

- *New Business Processing*

Prescreening and acquiring new customers, underwriting, underwriting support, delivery requirements follow-up, policy issuance, fund application, refunds, non-sufficient funds, customer inquiries

- *Administration of Current Policies*

Title and address changes, beneficiary and owner changes, certificate reissuance, endorsement, policy transfers, quotes and reinstatements, loans, exchanges, policy term conversions, withdrawals, dividends, surrenders, maturities, direct debit instructions, customer service, billing, policy value, interest rates

Property and Casualty Insurance

- *New Business Processing*

Sales and conversion, quote acceptance, establishing new policies, policy upgrades, sales of multiple products, indexing, sales and customer service support for auto and home, premium collections and reports

- *Administration of Current Policies*

Customer service, lapses and renewals, mid-term adjustments, endorsement, account reconciliations, conversion

- *Claims Processing*

First notification of loss, initial reporting of claims and account initiation, data capture, customer service, technical claims, documentation, claims based on third party fault, total loss, scheduling on-site engineers' inspection visits, claims coverage, claims adjudication, utility review, auto liability adjudication, subrogation, file quality management, pet claims processing, medical record summarization, construction defect record summarization, workers compensation claims processing

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Life, Health and Annuity

- *Premium Administration*

Application of premium, loan and interest adjustment, daily premium balancing, suspended policy research, payment mode changes, customer correspondence and service

- *Claims Processing*

Examination, data gathering, adjudication, settlement, tax compliance, validation and compliance with state laws, customer correspondence and service, disability and dental claims and processing of Medicare set-aside packages

- *Fixed and Variable Annuities*

Change of address, beneficiary changes, withdrawals, surrender requests, exchanges, rollovers, transfers, suspensions, tax information, document verification, billing, policy value, policy coverage, interest rates

- *Policy Research and Manual Calculation*

Research of policy history, manual calculation of policy values and correction of records, calculation of tax gain and details for IRS filing

Property and Casualty Insurance

- *Premium Administration*

Payment mode changes, collection, calculation and revision of premium

- *Broker Collections*

Broker query resolution, payment collection, debt management, payment reconciliation

- *Supplier Payments*

Invoice validation, claim validation and settlement, payment processing, supplier inquiries

- *Appointment Scheduling*

Scheduling appointments between auditors and insureds

- *Motor Club Services*

Initial reporting of vehicle emergency and emergency road side services, motor incident management, hire management, credit hire, recoveries

- *Premium Audit*

Audit scheduling, policy holder file phone and mail audit, premium calculations, customer surveys, customer service

**Utilities, Banking and Financial Services, Transportation and Logistics, Travel and Other Processes**

<u>Utilities</u>	<u>Retail Banking and Credit Cards</u>	<u>Mortgage Lending</u>
<ul style="list-style-type: none"><li>• Account maintenance</li><li>• Credit operations</li><li>• Customer transfers</li><li>• Customer address changes</li><li>• Debt collections</li><li>• Device management</li><li>• Disputed readings</li><li>• Energy payment systems</li><li>• Metering and billing</li><li>• Sales support and acquisitions</li><li>• Withdrawals</li><li>• Imbalance management</li><li>• Settlement operations</li><li>• Prepayment account management</li><li>• Fraud key meter management</li></ul>	<ul style="list-style-type: none"><li>• Collections</li><li>• Customer service</li><li>• E-mail response</li><li>• Query resolution</li><li>• Portfolio reconciliation and reporting</li></ul>	<ul style="list-style-type: none"><li>• Broker license verification</li><li>• Broker due diligence</li><li>• Document management</li><li>• Loan underwriting support</li><li>• Loan verification</li><li>• Property tax servicing</li><li>• New loan set-up</li><li>• Post-close processes</li><li>• Rate modification</li><li>• Mortgage customer service</li><li>• Seller/broker queries</li><li>• Trailing documentation</li><li>• Wire approvals</li></ul>
<u>Consumer Finance</u>	<u>Finance and Accounting</u>	<u>Collections and Credit</u>
<ul style="list-style-type: none"><li>• Balance disputes</li><li>• Billing</li><li>• Consumer finance processing including verification, tracking and recording</li><li>• Collections</li></ul>	<ul style="list-style-type: none"><li>• Accounts payable management</li><li>• Booked vs. billed reconciliation</li><li>• Cash reconciliation</li><li>• Centralized payments</li></ul>	<ul style="list-style-type: none"><li>• Automated dialing systems</li><li>• Collections from individuals</li><li>• Collections from businesses</li><li>• Pre and post charge-off collection</li></ul>
<u>Consumer Finance</u>	<u>Finance and Accounting</u>	<u>Collections and Credit</u>
<ul style="list-style-type: none"><li>• Credit approvals</li><li>• Inbound customer service</li><li>• Order status</li><li>• Loan payoff</li><li>• Telemarketing</li></ul>	<ul style="list-style-type: none"><li>• Check reconciliation</li><li>• Collections reconciliation</li><li>• Credit control</li><li>• Cash management</li><li>• Financial closing and month-end reporting</li><li>• Manual intervention</li><li>• Meta-tagging and account taxonomy</li><li>• Procurement</li><li>• Travel and expense reporting</li><li>• Validation and payment</li></ul>	<ul style="list-style-type: none"><li>• Tracking debtors</li></ul>

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**Utilities, Banking and Financial Services, Transportation and Logistics, Travel and Other Processes**

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Transportation and Logistics

- Bill correction
- Bill entry
- Cargo claims
- Freight bill audit
- Payment processing
- Reference audit

Travel

- Reporting and analytics
- Revenue accounting and balance sheet management
- Order fulfillment
- Reference audit
- Client billing and account receivables management
- Reservations
- Supplier settlements and reconciliations
- Account setup

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**Customer Service Processes**

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- Voice, e-mail and blended processes
- Customer service, including changes in delivery date and desktop configuration, returns, billing issues, pre-sales information, concessions and discount vouchers for loyal customers, catalogue requests
- Fulfilling orders, including e-mail queries and online orders

**Transformation Services**

In addition to our outsourcing services, we offer a number of service offerings that we refer to collectively as transformation services. These offerings include decision analytics services, risk and financial management services and operations and process excellence services.

These transformation services focus on helping our clients by improving their operating environments through cost reduction, enhanced efficiency and productivity initiatives, and improving the risk and control environment within our clients' operations whether or not they are outsourced to us. Our transformation services have enabled us to expand our client base by providing complementary service offerings to our clients and also to migrate clients into our longer-term BPO services. We have experienced a significant increase in demand for our annuity-based transformation services, which are engagements that are contracted for one to three year terms. We actively cross-sell and, where appropriate, integrate our transformation services with our BPO services as part of an integrated solution for our clients. Our transformation services team is comprised of approximately 650 professionals who provide services at our clients' locations or from our offshore delivery centers.

***Decision Analytics***

We offer decision analytics services, including data filtering, organization and synthesis, management information system reporting, trend and variance analysis, statistical and econometric modeling and economic and financial markets research. Our decision analytics services access and analyze large volumes of data from multiple sources in order to understand historical performance or behavior or to predict a particular outcome.



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Our decision analytics services include analytical consulting, management consulting and analytical services. Analytical consulting and management consulting services include advising our clients on customer acquisition and retention, credit risk, customer data integration and fraud detection, marketing strategy, product and service strategy, volume forecasting, global resource optimization and scheduling. Analytical services include lead generation and marketing campaign management, collections services, primary and secondary research, data management and actuarial analysis. Our offerings emphasize our expertise within our industry focus areas which are complemented by quantitative modeling and business intelligence techniques as well as knowledge of relevant technology platforms.

We deliver these services through a team of industry specialists and graduates with mathematical, statistical, engineering, economics, business or accounting backgrounds. Most of our decision analytics team members have received post-graduate degrees in business or other quantitative or financial disciplines.

### ***Risk and Financial Management***

We offer governance, risk and compliance services as well as accounting and financial reporting services. Many of our professionals who provide these services are certified accountants, internal auditors and process and technology experts. Our governance, risk and compliance services include both compliance support and risk management and advisory services. Compliance support services include implementation and controls testing services that assist our clients with their efforts to comply with laws and regulations, such as the Sarbanes-Oxley Act of 2002, the Bank Holding Company Act of 1956, the EU's Data Protection Directive and Solvency II standards, the regulations of the UK's Financial Services Authority and industry standards such as the Payment Card Industry Data Security Standard. We also provide compliance advisory services which include supporting our clients' internal audit departments, designing and implementing enterprise and operational risk management programs, risk analytics and risk reporting. In addition we also provide assistance with automation and monitoring of compliance programs and controls, implementation of specialized risk management compliance tools and services designed to optimize the efficiency and effectiveness of risk management and compliance processes.

Our accounting and financial reporting services include transaction assurance, general accounting, financial reporting and finance and accounting process optimization services. Our transaction assurance services include account reconciliation, transaction data analysis and due diligence services for corporate transactions. In addition to providing general accounting services, we also provide financial statement analysis and preparation assistance for regulatory reports and filings. As part of our finance and accounting process optimization services, we evaluate the effectiveness of our clients' finance and accounting processes through various diagnostic methods and provide implementation support for new systems and processes.

### ***Operations and Process Excellence Services***

We assist clients in understanding, controlling and improving their business processes in a number of different industries with a view to improving the effectiveness and decreasing the cost of such processes. Our services identify business processes that can be improved by documenting processes, creating standard operating procedures, defining metrics and evaluation criteria as well as creating customized dashboards and reporting using our proprietary methodology. By diagnosing existing processes, we are able to assist our clients in improving their processes through modifying the processes by eliminating or automating certain activities. We are also able to assist our clients by transforming their business processes using Six Sigma and Lean Six Sigma methodologies. Our professionals can advise on and subsequently manage and validate the effectiveness of enterprise-wide cost reduction or other projects.

### **Geographic and Segment Information**

Please see the disclosures in notes 4 and 15 to our consolidated financial statements for segment and geographic information regarding our business.

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**Business Strategy**

Our goal is to continue to be a leading provider of outsourcing and transformation services in the industry sectors on which we are focused. Specific elements of our growth strategy include:

***Maintaining Our Focus on Large-scale, Long-term Relationships***

We intend to continue to maintain our focus on large-scale, long-term client relationships. We believe there are significant opportunities for additional growth with our existing clients, and we seek to expand these relationships by increasing the depth and breadth of the services we provide. This strategy should allow us to use our in-depth client-specific knowledge to provide more fully integrated outsourcing and transformation services and develop closer relationships with our clients. Working with a small number of large-scale, long-term relationships also allows us to focus on quality and to devote the time and resources necessary to provide savings and process improvements and fully satisfy the needs of our clients.

***Offering a Broad Range of Outsourcing and Transformation Services***

In servicing our clients, we seek to differentiate ourselves by emphasizing the broad range of outsourcing and transformation services that we provide, including BPO, decision analytics, risk and financial management and operations and process excellence. We believe that clients are increasingly viewing their service providers as long-term partners that provide a full range of service offerings. Our evolving ability to provide services in complementary areas (such as decision analytics and risk and financial management services) will maximize opportunities for closely integrating our range of services with our clients' business needs and assisting our clients in transforming their outsourced processes to establish their industry leadership. We intend to continue to develop additional advisory and related transformation services in order to expand our client base further, migrate clients into our longer-term BPO service offerings and provide our clients with integrated outsourcing and transformation services.

***Expanding Our Client Base***

We intend to develop long-term relationships that present recurring revenue opportunities with new clients by leveraging our industry experience and expanding our marketing activities in a manner designed to strengthen, encourage and accelerate long-term relationship building. We continue to target Fortune Global 500 and Fortune 1000 companies that have the most complex and diverse processes and accordingly stand to benefit significantly from the use of BPO. In developing these relationships, our primary focus will be to continue to provide complex and integrated BPO services to clients in the United States and United Kingdom, which together represent a substantial majority of the total BPO market. We believe that our geographically distributed network of operations centers will enable us to expand our client base and range of services. In developing new client relationships, we continue to be highly selective and seek industry-leading clients who are committed to long-term, strategic relationships with us.

***Extending Our Industry Expertise***

We have developed expertise in transferring and servicing more than 630 BPO processes to our operations centers, including more than 410 processes in the insurance industry. This expertise continues to distinguish us from other offshore providers of BPO services and has established our reputation as a leading provider of BPO services. We intend to continue to strengthen our processing capabilities by focusing on the more complex and value-enhancing services that are common to these sectors. We have recently started performing services for the travel sector, which yield many processes that fit our expertise. We intend to selectively identify industries in which we can develop domain expertise and provide a range of outsourcing and transformation services.

***Continuing to Focus on Complex Processes***

We intend to continue to leverage our industry expertise to provide increasingly more complex services for our clients. As a result of our established and developing industry expertise and knowledge of our clients'

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businesses and processes, our employees are able to handle processes that are non-routine and that cannot be readily automated or transferred to other parties. Examples of our newest outsourcing processes include auditing of insurance premiums, providing support for clients who are underwriting business insurance, analyzing invoices based on loss experience history, reviewing gas metering arrangements, verifying and settling cargo loss claims and calculating and recovering overpayments. Recent transformation services include the development and usage of tools to reconcile financial records and minimize sources of revenue leakage and the creation of methodologies to use risk-based analysis to maximize the effectiveness of marketing opportunities and campaigns.

### ***Utilizing Innovative Approaches in our Service Delivery to Enhance Margin Sustainability***

We believe that the increased utilization of outcome and transaction-based pricing models will facilitate the delivery of increased value to our clients while enhancing the sustainability of our margins. Currently, the significant majority of our revenues are billed to our clients on a time and materials basis. We intend to increase the number of processes in which we utilize outcome and transaction-based pricing to align our incentives with our clients, thereby assisting them with variable cost structures, and driving service improvements. The implementation of this change in our pricing model will require the use of acquired or owned intellectual property, methodologies and analytical models and a range of proprietary technology tools and software platforms. Our increased investment in proprietary tools and methodologies may serve to increase our costs in the short run but will allow us to provide services with fewer personnel, which will allow us to become more insulated from ongoing inflation or wage pressures in the longer term.

### ***Continuing to Invest in Operational Infrastructure***

We intend to continue to invest in infrastructure, including human resources, process optimization and delivery platforms, to meet our growing client requirements. We intend to further refine and supplement the innovative methods we use to recruit, train and retain our skilled employees. We intend to continue to focus on recruiting highly qualified employees and to develop our employees' leadership skills through specialized programs, rigorous promotion standards, industry-specific training and competitive compensation packages that include incentive-based compensation. We also intend to continue our focus on process excellence by building on our extensive use of Six Sigma and similar methodologies to identify and eliminate inefficiencies, focusing on initiatives to solicit and implement process improvements from employees at all levels and continuing to develop proprietary tools to identify and deliver continued process enhancements. We intend to continue to invest in our operational infrastructure and operations centers in response to our growing client requirements and capability enhancements. During 2010, our new operations centers located in special economic zones in Jaipur and Noida, India became operational and we also commenced operations in Cluj, Romania.

### ***Pursuing Strategic Relationships and Acquisitions***

We intend to continue to selectively consider strategic relationships with industry leaders that add new long-term client relationships, enhance the depth and breadth of our services or complement our business strategy. We also intend to selectively consider acquisitions or investments that will expand the scope of our existing services, add new clients or allow us to enter new geographic markets. On March 1, 2010 we acquired the operations of the American Express Global Travel Service Center (GTSC), a business unit of American Express located in Gurgaon, India and entered into an eight-year contract to provide travel-related BPO services to American Express. On May 1, 2010, we acquired PDMA, developer of the LifePRO® insurance policy administration platform used by approximately 40 insurance companies. We intend to cross-sell our existing suite of outsourcing and transformation services to PDMA clients.

### **Other Information**

ExlService Holdings, Inc. was incorporated in Delaware on October 29, 2002.

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The Company files annual, quarterly and current reports, proxy statements and other information with the SEC under the Exchange Act. You may read and copy this information at the Public Reference Room of the SEC, Room 1580, 100 F Street, N.E., Washington, D.C. 20549. You may obtain information about the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains a website (<http://www.sec.gov>) that contains reports, proxy and information statements, and other information regarding issuers that file electronically through the EDGAR System.

The Company also maintains a website at <http://www.exlservice.com>. The Company makes available, free of charge, on its website its annual reports on Form 10-K, quarterly reports on Form 10-Q, proxy statements, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as soon as reasonably practicable after such reports are electronically filed with, or furnished to, the SEC.

### **The BPO Industry**

BPO service providers work with clients to develop and deliver business operational improvements with the goal of achieving higher performance at lower costs. Outsourcing can enable organizations to enhance profitability and increase efficiency and reliability, permitting them to concentrate on their core areas of competence. BPO is a long-term strategic commitment for companies that, once implemented, is generally not subject to cyclical spending or information technology budget reductions. Organizations outsource their key business processes to third parties to reduce costs, improve process quality, handle increased transaction volumes and ensure redundancy. Increased global demand, cost improvements in international communications and the automation of many business services have created a significant opportunity for offshore business process service providers, and many companies are moving select office processes to providers with the capacity to perform these functions from overseas locations.

Companies have historically also used outsourcing to drive revenue growth by expanding service offerings that otherwise would be too costly to administer or through enhanced receivable collections that would not be cost-efficient to pursue using internal staff. We believe the demand for BPO services will be primarily led by industries that are transaction-driven and that require significant customer interactions, such as insurance, utilities, banking and financial services and transportation. The high cost of servicing a large number of small customer accounts makes outsourcing a compelling strategic alternative for these industries.

### ***Trend towards Offshore Delivery of BPO Services***

Global demand for high quality, lower-cost BPO services from external providers, combined with operational and cost improvements in international telecommunications and the automation of many business services, have created a significant opportunity for BPO service providers that are able to take advantage of an offshore talent pool. Many companies are moving selected front-, middle- and back-office processes to providers with the capacity to perform these functions from overseas locations.

Over the past decade, India and the Philippines have emerged as preferred locations for organizations planning to outsource services ranging from insurance claims processing, payroll processing, medical transcription, customer relationship management to back-office operations such as accounting and data processing, filtering and organization. India currently accounts for the largest share of the offshore BPO services market. Recently, in order to take advantage of multiple language capabilities and large educated talent pools at competitive costs, companies have engaged service providers with operations in other geographies such as Eastern Europe and Latin America.

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### **Sales and Marketing and Client Management**

We market our services to new clients directly through our sales and marketing team and to our existing clients through our client management team. Our sales and marketing team and our client management team operate out of the United States and United Kingdom and are supported by our business development team, which operates out of Noida, India.

Our sales and marketing and business development teams are responsible for new client acquisitions, public relations and participation in industry forums and conferences in the United States, the United Kingdom and India. Our sales and marketing and business development teams identify prospective clients based on selective criteria that apply our industry expertise to the prospective client's business lines, goals and operating constraints, and qualify the long-term relationship potential with the client. Our client relationships typically evolve from a single, discrete process into a series of additional complex, integrated processes across multiple business lines.

Our client management team is responsible for managing the overall client relationships, understanding their needs and developing solutions that create value for clients from our suite of outsourcing and transformation services. Each client relationship is assigned a team which consists of members from the client management team, an operations delivery leader, a member of our transformation services group and a member of our technology team. The client management team is responsible for working closely with the delivery team to ensure high levels of client satisfaction and is also responsible for business expansion and revenue growth of their accounts.

Our sales and client management professionals operate collaboratively with our business development professionals based in India. These professionals focus on identifying, qualifying and initiating discussions with our current and prospective clients, while our business development team prepares responses to requests for proposals, hosts client visits to our facilities and coordinates due diligence on processes to be outsourced to us.

As of December 31, 2010, we had 28 sales and marketing and client management professionals in the United States and the United Kingdom. Each member of these teams has significant experience in offshore outsourcing and has expertise in identifying outsourcing opportunities and process migration. We intend to selectively expand our sales and marketing and client management teams. Our sales and marketing, client management and business development teams work actively with our service delivery team as the sales process moves closer to the client's decision process to either select or expand their relationship with a service provider. The client executive or sales executive works with the service delivery team to define the scope, services, assumptions and execution strategies for each proposed project and to develop project estimates and pricing and sales proposals. Senior management reviews and approves each proposal. The selling cycle varies depending on the type of service required and generally ranges from six months to eighteen months.

Members of our sales and marketing, client management and business development teams remain actively involved in a project through the execution phase. Supporting each client team is a corporate sponsor, executive steering committee, operations leadership team and, in some cases, a dedicated human resources, technology and infrastructure team.

### **Clients**

We currently have approximately 120 clients. Our largest clients in 2010 were Centrica, Travelers and American Express which together accounted for approximately 41.2% of our total revenues in 2010. Other clients include over sixty of the leading global insurance companies, over fifteen leading global banks and financial services companies, three European utilities companies and three leading transportation services providers. While we are developing relationships with new clients and expect to continue to diversify our client base, we believe that the loss of any of our three largest clients could have a material adverse effect on our

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financial performance. See “Item 1A. Risk Factors—Risks Related to Our Business—We have a limited number of clients and provide services to few industries. In 2010, approximately 41.2% of our total revenues came from three clients.”

Our long-term relationships with our clients typically evolve from providing a single, discrete process into providing a series of complex, integrated processes across multiple business lines. For outsourcing services, we enter into long-term agreements with our clients with initial terms of between typically three and eight years. Agreements for transformation services generally have shorter initial terms. Each agreement is individually negotiated with the client.

We provide services to Centrica under an agreement that expires in April 2012. Centrica will have the option to extend the contract for two annual extension periods. This contract can be terminated by Centrica without cause upon three months prior notice and payment of a breakup fee. See “Item 1A. Risk Factors—Risks Related to Our Business—Our client contracts contain certain termination provisions that could have an adverse effect on our business, results of operations and financial condition.”

We provide services to Travelers under a services agreement and work assignments and orders generated thereunder. Although the services agreement does not have a fixed term, the work assignments and work orders expire in December 2013 and renew every year thereafter unless either party elects not to renew within a specified period before the next renewal date. Travelers may terminate the services agreement, or any work assignment or work order, without cause upon 60 days prior notice.

We provide services to American Express under (i) a master services agreement for our outsourcing services, which agreement cannot be terminated by American Express without cause and which provides us with a minimum volume commitment over a period of eight years till February 2018 and thereafter automatically gets renewed year after year for successive twelve month periods unless either party provides a notice of six months prior to the expiration of the initial term and (ii) a master agreement for our transformation services, which agreement may be terminated by American Express without cause upon five days prior written notice.

In addition, our agreements generally limit our liability to our clients to a maximum amount, subject in many cases to certain exceptions such as indemnification for third-party claims and breaches of confidentiality. In order to meet the specific needs of our clients, we enter into contracts with varying contractual provisions.

### **Competition**

Competition in the BPO services industry is intense and growing. See “Item 1A. Risk Factors—Risks Related to Our Business—We face significant competition from U.S.-based and non-U.S.-based outsourcing and information technology companies and from our clients, who may perform outsourcing services themselves, either in-house, in the United States or through offshore groups or other arrangements.” Many companies, including certain of our clients, choose to perform some or all of their customer service, collections and back-office processes internally. Their employees provide these services as part of their regular business operations. Some companies have moved portions of their in-house customer management functions offshore, including to offshore affiliates. We believe our key advantage over in-house business processes is that we give companies the opportunity to focus on their core products and services while we focus on service delivery and operational excellence. We believe that clients who operate a hybrid business model—partnering with external BPO providers while handling other BPO functions in-house—have the opportunity to benchmark the performance of their internal BPO operations against ours.

We compete primarily against:

- BPO service companies based in offshore locations, particularly India, such as Genpact Limited (Genpact) and WNS (Holdings) Limited (WNS);

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- the BPO divisions of large information technology, or IT, service companies and global BPO services companies located in the United States, such as Accenture, Cognizant Technology Solutions and International Business Machines;
- the BPO divisions of IT service companies located in India such as Infosys BPO (owned by Infosys Technologies Limited), Tata Consultancy Services Limited and Wipro BPO (owned by Wipro Technologies Limited); and
- leading accounting and management consulting firms.

We compete against these entities by establishing ourselves as a service provider with deep industry expertise, superior operational capabilities and process expertise, and unique transformation service capabilities, which enables us to respond rapidly to market trends and the evolving needs of our clients in this sector. See “—Business Strategy—Offering a Broad Range of Outsourcing and Transformation Services”, “—Extending Our Industry Expertise” and “—Continuing to Focus on Complex Processes.”

We expect that competition may increase. A significant part of our competitive advantage has historically been a wage cost advantage relative to companies in the United States and Europe and the ability to attract and retain highly experienced and skilled employees. We believe, however, that as a result of rising wage costs in India and other locations of our operations centers and the infrastructure improvements that are taking place in other emerging markets around the world, our ability to compete effectively will increasingly depend on our ability to provide high quality, on-time, complex services that require expertise in certain technical areas, to utilize proprietary tools and methodologies and to expand geographically.

### **Intellectual Property**

We generally use our clients’ software systems and third-party software platforms to provide our services. We customarily enter into licensing and nondisclosure agreements with our clients with respect to the use of their software systems and platforms. Our contracts usually provide that all intellectual property created specifically for use of our clients will automatically be assigned to our clients.

Our principal intellectual property consists of proprietary software and the know-how of our management. We have received approvals for several trademark applications, including applications for our logo and mark, with the U.S. Patent and Trademark Office and the U.K. Trademark Office. In addition, we have filed trademark applications for the EXL and INDUCTIS marks in India. We have four unregistered trademarks that are publicly used: MOST, EXL Collections System (ECS), B-ProMPT and MICROANALYTIX. MOST is a proprietary opportunity identification and migration methodology for processes that we have used in connection with a substantial majority of our process migrations. Our proprietary software includes our insurance policy administration platform called LifePRO®, our collections software called ECS, an automated web-enabled reconciliation software called E-Track, a software to analyze large data sets called MICROANALYTIX and our web based process management and performance tracking service called B-ProMPT. B-ProMPT uses advanced analytics and assists our managers in process management and performance evaluation, including tracking individual performance of agents, supervisors and other employees. We consider our business processes and implementation methodologies to be confidential, proprietary information and to include trade secrets that are important to our business. Clients and business partners sign a nondisclosure agreement requiring confidential treatment of our information. Our employees are also required to sign confidentiality agreements as a condition to their employment.

### **Technology**

We have a well-developed international telecommunications capacity to support our business operations. We use an international wide area network from India, the Philippines, the Czech Republic and Romania to connect to our points of presence in the United States and the United Kingdom. Our networking and telecommunications hubs are situated in Sunnyvale, California, Jersey City, New Jersey and New York,

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New York, providing technology interface locations on the east and west coasts of the United States. Our business continuity management plan includes plans to eliminate certain risks inherent in critical applications by building redundancies and resilience into the connectivity and telecommunications infrastructure, network, systems, power availability, transportation, physical security, and trained manpower availability, as well as utilizing distributed computing.

To increase stable data and telecommunications capacity, we lease bandwidth from a number of different providers globally, including AT&T, Tata Communications, Verizon, Orange and British Telecom. Currently, we have a bandwidth of over 190 megabits-per-second, or Mbps, in the United States and over 185 Mbps in the United Kingdom, which we believe is adequate for our business. We have implemented multiprotocol label switching connectivity across all processing centers and technology hubs, which should allow seamless transition from one center to the other in case of an outage.

Our infrastructure is built on industry standards and we work closely with several leading original equipment manufacturers and principal technology partners. The robustness of our telecommunications network has allowed us to achieve an average network availability of over 99.7% for day-to-day operations.

We customize our technology solutions in line with our clients' business and outsourcing requirements. Our technology teams are comprised of expert professionals from technology project management, infrastructure management, information security and technology operational service delivery, thereby permitting us to adapt our infrastructure services to our clients through various phases of our client engagements. We seek to understand our clients' business and outsourcing requirements and their process platforms, develop and implement customized services to our clients and deliver reliable services that facilitate the offshore conduct and management of their business processes.

Our methodology on business continuity management and information security involves implementation of an organization-wide framework, including our business operations, human resources, technology, facilities and marketing and communications divisions. The framework involves strategic planning, rigorous operational implementation, scheduled testing and simulations, reviews and strategy formulation.

We have the following systems in place to protect the privacy of our clients and their customers and to ensure compliance with the laws and regulations governing our activities:

- our information security policies comply with International Standards, including ISO 27001, for optimal management of various aspects of information security, including personnel, physical, systems and operations center security;
- our information security framework addresses compliance requirements and protection of our clients' and their customers' information;
- specific provisions for complying with the FDIC Safe Harbor Provisions, the Gramm-Leach-Bliley Act, the Health Insurance Portability and Accountability Act, the EU Privacy Directive and other client-specific needs;
- information systems teams formed for each client for the development, implementation and coordination of policies and procedures specific to that client's processes; and
- periodic internal and external audits and vulnerability assessments of both our information security management system and implemented controls.

### **Process Compliance and Management**

We have an independent quality compliance team to monitor, analyze, provide feedback on and report process performance and compliance. In addition, we have a customer experience team to assess and improve end customer experience for all processes. Currently, we have over 290 quality compliance analysts and customer experience analysts.



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We report process performance on B-ProMPT, a web-based application accessible by both our clients and us that includes process control capabilities such as digital dashboards for evaluating process management and performance at any level within an organization, including tracking the individual performance of agents, supervisors and other employees. B-ProMPT includes advanced analytics capacity to provide Six Sigma-based process analysis, including trend analysis, distribution analysis and correlation analysis and tracking.

### **Employees**

As of December 31, 2010, we had a headcount of approximately 12,700 individuals, the substantial portion of whom are based in India. We have approximately 200 employees in the United States and United Kingdom, approximately 900 employees in the Philippines and an aggregate of approximately 300 employees in the Czech Republic and Romania. Our employees are not unionized. We have never experienced any work stoppages and believe that our employee relations are good.

### ***Hiring and Recruiting***

Our employees are critical to the success of our business. Accordingly, we focus heavily on recruiting, training and retaining our professionals.

We have developed effective strategies that enable an efficient recruitment process. We have approximately 40 employees dedicated to recruitment. Some of the strategies we have adopted to increase efficiency in our hiring practices include online voice assessment and a centralized hiring center. Our hiring policies focus on identifying high quality employees who demonstrate a high propensity for learning, contribution to client services and growth. Candidates must undergo numerous tests and interviews before we extend offers for employment. We also conduct extensive background checks on candidates, including criminal background checks as required by clients or on a sample basis. In addition, we perform random drug testing on the workforce on a regular basis. In 2010, we received more than 45,000 applications for employment and hired approximately 7,000 new professionals. We also have an employee referral program that provides us with a cost effective way of accessing qualified potential employees.

We offer our professionals competitive compensation packages that include significant incentive-based compensation and offer a variety of benefits, including free transport to and from home in certain circumstances, subsidized meals and free access to recreational facilities that are located within our operations centers. Our turnover rate for billable employees—employees who execute business processes for our clients following the completion of our six-month probationary period—has increased from approximately 22.6% for the year ended December 31, 2009 to approximately 34.4% for the year ended December 31, 2010. The increased turnover rate is largely attributable to the increase in demand for professionals as a result of an improved economic environment in India and the Philippines where a substantial portion of our professionals are based. However, as competition in our industry increases, our turnover rate could increase further. See “Item 1A. Risk Factors—Risks Related to Our Business—We may fail to attract and retain enough sufficiently trained professionals to support our operations, as competition for highly skilled personnel is intense and we experience significant employee turnover rates.”

### ***Training and Development***

We dedicate significant resources to the training and development of our professionals. At December 31, 2010, we had over 250 certified trainers. Our trainers work with professionals in our recruitment, operations and quality control teams to create an end-to-end process for value addition, skill evaluation, skill enhancement and certification. We also use training to provide continuity by linking skill assessment at the point of recruitment to subsequent assessment and on-the-job training.

We customize our training design to country, client, industry and service, closely collaborating with the client throughout the training process. Approximately 4,800 employees received training on the insurance

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industry and processes at an insurance academy established by us in 2009. Training for new employees includes culture, voice and accent training. We also have ongoing training that includes refresher training programs and personality development programs. In addition, we develop our employees' leadership skills through various capability development programs, other talent identification and performance management mechanisms and significant monetary and non-monetary incentives. In 2010, we launched an e-learning platform for web-based in-house programs for associates and trained over 4,000 associates across a range of educational programs during the year. We have also created career development programs for our middle and junior management employees that help them define and identify their career paths within the company. In 2010, we launched the EXL School of Management Development and provided training to over 1,000 of our junior and middle managers.

### **Regulation**

Because of the diversity and highly complex nature of our service offerings, our operations are subject to a variety of rules and regulations and several U.S. and foreign federal and state agencies regulate aspects of our business. In addition, our clients may contractually require that we comply with certain rules and regulations, even if those rules and regulations do not actually apply to us. Failure to comply with any applicable laws and regulations could result in restrictions on our ability to provide our products and services, as well as the imposition of civil fines and criminal penalties, which could have a material adverse effect on our operations.

We are one of the few service providers that can provide third-party administrator insurance services from India in 45 states of the United States and from the Philippines in 20 states of the United States, having been licensed or exempted from, or not subject to, licensing in each of those states, which may help make us an attractive service provider to future clients.

Our debt collection services may be subject to the Fair Debt Collection Practices Act, which regulates debt collection practices. In addition, many states require a debt collector to apply for, be granted and maintain a license to engage in debt collection activities within a state. We are currently licensed (or exempt from licensing requirements) to provide debt collection services from India in all but two states in the United States and from the Philippines in 35 states of the United States that have non-exempt requirements and have separate conditional exemptions with respect to our ongoing collection obligations.

Our operations are also subject to compliance with a variety of other laws, federal and state regulations that apply to certain portions of our business such as the Fair Credit Reporting Act, the Gramm-Leach-Bliley Act, the Health Insurance Portability and Accountability Act of 1996, the HITECH Act of 2009, the Truth in Lending Act, the Fair Credit Billing Act, the Fair Debt Collection Practices Act and U.S. Federal Deposit Insurance Company, or FDIC, rules and regulations. Our client contracts specify what particular regulatory requirements we must meet in connection with the services we provide. We train our employees regarding the applicable laws and regulations.

Regulation of our business by the Indian government affects our business in several ways. We benefit from certain tax incentives promulgated by the Indian government, including a tax holiday from Indian corporate income taxes for the operation of some of our Indian operations centers. The tax benefit for some of our operations centers in India has already expired and is set to expire for some of our other operations centers on April 1, 2011. Our operations centers in Noida and Jaipur, India, which were established in special economic zones during 2010, are eligible for tax incentives until 2025. We also benefit from certain tax incentives for our operations in the Philippines. See "Item 1A. Risk Factors—Risks Related to the International Nature of our Business—Our financial condition could be negatively affected if foreign governments reduce or withdraw tax benefits and other incentives currently provided to companies within our industry, or if the same are not available for other reasons." Our subsidiaries in India are also subject to certain currency transfer restrictions. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Foreign Exchange" and "—Income Taxes."

**ITEM 1A. Risk Factors**

**Risks Related To Our Business**

*We have a limited number of clients and provide services to few industries. In 2010, approximately 41.2% of our total revenues came from three clients.*

We have derived and believe that we will continue to derive a substantial portion of our total revenues from a limited number of large clients. In 2010, our three largest clients, Centrica, Travelers and American Express, accounted for approximately 41.2% of our total revenues. We generated 15.2% of our total revenues in 2010 from Centrica, 14.4% of our total revenues in 2010 from Travelers and 11.6% of our total revenues in 2010 from American Express. We provide services to Centrica under an agreement that expires in April 2012. Centrica has the option to extend the contract for two annual extension periods. This contract can be terminated by Centrica without cause upon three months prior notice and payment of a breakup fee. We provide services to Travelers under a services agreement and work assignments and orders generated thereunder. Although the services agreement does not have a fixed term, the work assignments and work orders expire in December 2013 and renew every year thereafter unless either party elects not to renew within a specified period before the next renewal date. Travelers may terminate the services agreement, or any work assignment or work order, without cause upon 60 days prior notice. We provide services to American Express under a separate agreement for each of our BPO services and our transformation services. The agreement for transformation services can be terminated by American Express without cause upon five days prior written notice. We expect that a significant portion of our total revenues will continue to be contributed by a limited number of large clients in the near future. The loss or financial difficulties of either of our large clients would have a material adverse effect on our business, results of operations, financial condition and cash flows.

*General economic and business conditions could negatively affect our business in multiple ways.*

The recent global economic downturn adversely impacted companies in the industries to which we provide services including the banking, financial services and insurance industries. In 2010, approximately 61.7% of our total revenues were derived from clients in those industries, including 52.2% of our total revenues that were derived from clients in the insurance industry. Our business largely depends on continued demand for our services from clients and potential clients in these industries. Adverse developments in these industries could further unfavorably affect our business. In particular, we currently derive, and are likely to continue to derive, a significant portion of our revenues from clients located in the United States. Any future decreases in the general level of economic activity, such as decreases in business and consumer spending, could result in a decrease in demand for our services, particularly our transformation services, thus reducing our revenue. Continued high unemployment rates in the United States could also adversely affect the demand for our services. Other developments in response to economic events, such as consolidations, restructurings or reorganizations, particularly involving our clients, could also cause the demand for our services to decline.

While economic conditions have recently improved, that trend may not continue and the extent of the current economic improvement is unknown. Any future disruptions in the commercial credit markets may impact liquidity in the global credit market as greatly, or even more, than in recent years, and we may not be able to predict the impact such worsening conditions will have on our targeted industries in general, and our results of operations specifically. Future turbulence in global markets and economies may adversely affect our liquidity and financial condition, and the liquidity and financial condition of our clients, and they may limit our ability to access financing or increase our cost of financing to meet liquidity needs, and affect the ability of our customers to use credit to purchase our services or to make timely payments to us, resulting in adverse effects on our financial condition and results of operations. Changes in global economic conditions could also shift demand to services for which we do not have competitive advantages, and this could negatively affect the amount of business that we are able to obtain.

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### ***Our industry may not develop in ways that we currently anticipate due to negative public reaction in the United States and elsewhere to offshore outsourcing, recently proposed legislation or otherwise.***

We have based our strategy of future growth on certain assumptions regarding our industry and future developments in the market for outsourcing services. For example, we believe that there will continue to be changes in product and service requirements, and investments in the products offered by our clients will continue to increase. However, the trend to outsource business processes may not continue and could reverse. Offshore outsourcing is a politically sensitive topic in the United States and elsewhere, and many organizations and public figures have publicly expressed concern about a perceived association between offshore outsourcing providers and the loss of jobs in the United States and elsewhere. In addition, there has been limited publicity about the negative experience of certain companies that use offshore outsourcing, particularly in India. Current or prospective clients may elect to perform such services themselves or may be discouraged from transferring these services to offshore providers to avoid any negative perception that may be associated with using an offshore provider. Any slowdown or reversal of existing industry trends would harm our ability to compete effectively with competitors that operate out of facilities located in the United States and elsewhere.

A variety of U.S. federal and state legislation has been proposed that, if enacted, could restrict or discourage U.S. companies from outsourcing their services to companies outside the United States. For example, legislation has been proposed that would require offshore providers to identify where they are located and that would require notice to individuals whose personal information is disclosed to non-U.S. companies. Because most of our clients are located in the United States, any expansion of existing laws or the enactment of new legislation restricting offshore outsourcing could adversely impact our ability to do business with U.S. clients and have a material and adverse effect on our business, results of operations, financial condition and cash flows. In addition, it is possible that legislation could be adopted that would restrict U.S. private sector companies that have federal or state government contracts or financing from outsourcing their services to offshore service providers. Such restrictions could affect our ability to attract or retain clients that have such contracts in the future.

In other countries, such as the United Kingdom, which comprised 24.3% of our total revenues in 2010, there has also been some negative publicity and concern expressed regarding the possible effect of job losses caused by outsourcing. Legislation introduced in the United Kingdom (consolidating past case law) in 2006 provides that if a company transfers or outsources its business or a part of its business to a transferee or a service provider, the employees who were employed in such business are entitled to become employed by the transferee or service provider on the same terms and conditions as they had been employed before the transfer. The dismissal of such employees as a result of such transfer of business is deemed unfair dismissal and entitles the employees to compensation. As a result, we may become liable for redundancy payments to the employees of our clients in the United Kingdom who outsource business to us. We are generally indemnified in our existing contracts with clients in the United Kingdom to the extent we incur losses or additional costs due to the application of this legislation to us, and we intend to obtain indemnification in future contracts with clients. However, if we are unable to obtain indemnification in future contracts with clients, we may be liable under any agreements we enter into in the future with United Kingdom clients. Similar legislation has also been enacted in certain other European jurisdictions.

### ***Our client contracts contain certain termination and other provisions that could have an adverse effect on our business, results of operations and financial condition.***

Most of our client contracts may be terminated by our clients without cause and do not commit our clients to provide us with a specific volume of business. Any failure to meet a client's expectations could result in a cancellation or non-renewal of a contract or a decrease in business provided to us. We may not be able to replace any client that elects to terminate or not renew its contract with us, which would reduce our revenues. For example, we provide services to Centrica under an agreement that can be terminated by Centrica without cause upon three months prior notice and payment of a breakup fee, we provide services to Travelers under a services agreement that Travelers may terminate without cause upon 60 days prior notice and we provide transformation services to American Express under an agreement that can be terminated by American Express without cause.

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upon five days prior written notice. We generated 15.2% of our total revenues in 2010 from Centrica, 14.4% of our total revenues in 2010 from Travelers and 11.6% of our total revenues in 2010 from American Express. The termination of any of these contracts with or without cause could have a material adverse impact on the predictability of our expected revenue stream.

A limited number of our contracts allow a client, in certain limited circumstances, to request a benchmark study comparing our pricing and performance with that of an agreed list of other service providers for comparable services. Based on the results of the study and depending on the reasons for any unfavorable variance, we may be required to make improvements in the services we provide or reduce the pricing for services on a prospective basis to be performed under the remaining term of the contract or our client could elect to terminate the contract, which could have an adverse effect on our business, results of operations and financial condition. Many of our contracts contain provisions that would require us to pay penalties to our clients and/or provide our clients with the right to terminate the contract if we do not meet pre-agreed service level requirements or if we do not provide certain productivity benefits. Failure to meet these requirements or accurately estimate the productivity benefits could result in the payment of significant penalties by us to our clients which in turn could have a material adverse effect on our business, results of operations and financial condition. Many of our contracts with clients specify that if a change of control of our company occurs during the term of the contract, the client has the right to terminate the contract. These provisions may result in our contracts being terminated if there is such a change in control, resulting in a potential loss of revenues. In addition, these provisions may act as a deterrent to any attempt by a third party to acquire our company.

***We may fail to attract and retain enough sufficiently trained employees to support our operations, as competition for highly skilled personnel is intense and we experience significant employee turnover rates.***

The BPO industry is very labor intensive and our success depends to a significant extent on our ability to attract, hire, train and retain qualified employees, including our ability to attract employees with needed skills in the geographic areas in which we operate. The industry, including us, experiences high employee turnover. In 2010, our turnover rate for billable employees was approximately 34.4%. There is significant competition for professionals with skills necessary to perform the services we offer to our clients. Increased competition for these professionals, in the BPO industry or otherwise, could have an adverse effect on us. A significant increase in the turnover rate among our employees, particularly among the highly skilled workforce needed to provide BPO services, would increase our recruiting and training costs and decrease our operating efficiency, productivity and profit margins, and could lead to a decline in demand for our services. High turnover rates generally do not impact our revenues as we factor the attrition rate into our pricing models by maintaining additional employees for each process. However, high turnover rates do increase our cost of revenues and therefore impact our profit margins due to higher recruitment, training and retention costs as a result of maintaining larger hiring, training and human resources departments and higher operating costs due to having to reallocate certain business processes among our operations centers where we have access to the skilled workforce needed for the business. In 2010, we incurred approximately \$1.7 million on recruitment and approximately \$1.0 million on training costs due to employee turnover, thereby increasing our costs and reducing our profit margins for that period by \$2.7 million.

In addition, our ability to maintain and renew existing engagements and obtain new business will depend, in large part, on our ability to attract, train and retain personnel with skills that keep pace with the demand for outsourcing, evolving industry standards and changing client preferences. A lack of sufficiently qualified personnel could also inhibit our ability to establish operations in new markets and our efforts to expand geographically. Our failure to attract, train and retain personnel with the qualifications necessary to fulfill the needs of our existing and future clients or to assimilate new employees successfully could have a material adverse effect on our business, results of operations, financial condition and cash flows.

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***We have a long selling cycle for our BPO services that requires significant funds and management resources and a long implementation cycle that requires significant resource commitments.***

We have a long selling cycle for our BPO services, which requires significant investment of capital, resources and time by both our clients and us. Before committing to use our services, potential clients require us to expend substantial time and resources educating them as to the value of our services and assessing the feasibility of integrating our systems and processes with theirs. Our clients then evaluate our services before deciding whether to use them. Therefore, our selling cycle, which generally ranges from six to eighteen months, is subject to many risks and delays over which we have little or no control, including our clients' decision to choose alternatives to our services (such as other providers or in-house offshore resources) and the timing of our clients' budget cycles and approval processes. In addition, we may not be able to successfully conclude a contract after the selling cycle is complete.

Implementing our services involves a significant commitment of resources over an extended period of time from both our clients and us. Our clients may also experience delays in obtaining internal approvals or delays associated with technology or system implementations, thereby delaying further the implementation process. Our clients and future clients may not be willing or able to invest the time and resources necessary to implement our services, and we may fail to close sales with potential clients to which we have devoted significant time and resources, which could have a material adverse effect on our business, results of operations, financial condition and cash flows.

***Once we are engaged by a client, it may take us several months before we start to recognize significant revenues.***

When we are engaged by a client after the selling process for our BPO services, it takes from four to six weeks to integrate the client's systems with ours, and up to three months thereafter to build up our services to the client's requirements. Depending on the complexity of the processes being implemented, these time periods may be significantly longer. Implementing processes can be subject to potential delays similar to certain of those affecting the selling cycle. Therefore, we do not recognize significant revenues until after we have completed the implementation phase.

***We enter into long-term contracts with our BPO clients, and our failure to estimate the resources and time required for our contracts may negatively affect our profitability.***

The initial terms of our BPO client contracts typically range from three to five years. In many of our BPO contracts we commit to long-term pricing with our clients and therefore bear the risk of cost overruns, completion delays, wage inflation and adverse movements in exchange rates in connection with these contracts. If we fail to estimate accurately the resources and time required for a contract, future wage inflation rates or currency exchange rates (or fail to accurately hedge our currency exchange rate exposure) or if we fail to complete our contractual obligations within the contracted timeframe, our revenues and profitability may be negatively affected.

***Consistency in our revenues from period to period depends in part on our ability to reflect the changing demands and needs of our existing and potential BPO clients. If we are unable to adjust our pricing terms or the mix of products and services we provide to meet the changing demands of our BPO clients and potential BPO clients, our business, results of operations and financial condition may be adversely affected.***

Most of our BPO contracts use a pricing model that provides for hourly or annual billing rates. Industry pricing models are evolving, however, and we anticipate that clients may increasingly request transaction-based or other pricing models. If we are unable to adapt our operations to evolving pricing protocols, our results of operations may be adversely affected or we may not be able to offer pricing that is attractive relative to our competitors.

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In addition, the BPO services we provide to our clients and the revenues and income from those services may decline or vary as the type and quantity of services we provide under those contracts changes over time, including as a result of a shift in the mix of products and services we provide. Furthermore, our clients, some of which have experienced significant and adverse changes in their prospects, substantial price competition and pressures on their profitability, have in the past and may in the future demand price reductions, automate some or all of their processes or change their outsourcing strategy by moving more work in-house or to other providers, any of which could reduce our profitability. Any significant reduction in or the elimination of the use of the services we provide to any of our clients, or any requirement to lower our prices, would harm our business.

***Our transformation services are cyclical and based on specific projects involving short-term contracts.***

Our transformation services, such as our decision analytics services and our risk and financial management services, are cyclical and can be significantly affected by variations in business cycles. Changes in the deadlines or the scope of work required for compliance with the requirements of legislation applicable to our clients could have a significant impact on certain service offerings of our risk and financial management services business.

In addition, a majority of our decision analytics services and our risk and financial management services consist of specific projects with contract terms generally not exceeding one year and may not produce ongoing or recurring business for us once the project is completed. These contracts also usually contain provisions permitting termination of the contract after a short notice period. The short-term nature and specificity of these projects could lead to material fluctuations and uncertainties in the revenues generated from these businesses.

***Our operating results may experience significant variability and as a result it may be difficult for us to make accurate financial forecasts.***

Our operating results may vary significantly from period to period. Although our existing agreements with original terms of three or more years provide us with a relatively predictable revenue base for a substantial portion of our business, the long selling cycle for our services and the budget and approval processes of prospective clients make it difficult to predict the timing of new client acquisitions. The timing of revenue recognition under new client agreements also varies depending on when we complete the implementation phase. The completion of implementation varies significantly based upon the complexity of the processes being implemented.

Our period-to-period results have in the past and may also in the future fluctuate due to other factors, including client losses, delays or failure by our clients to provide anticipated business, variations in employee utilization rates resulting from changes in our clients' operations, delays or difficulties in expanding our operations centers and infrastructure (including hiring new employees or constructing new operations centers), changes to our pricing structure or that of our competitors, currency fluctuation, seasonal changes in the operations of our clients and other events identified in this Annual Report on Form 10-K. Our revenues are also affected by changes in pricing under our contracts at the time of renewal or by pricing under new contracts. For example, because the majority of our revenues are denominated in U.K. pounds sterling or U.S. dollars while most of our expenses are incurred and paid in Indian rupees and the Philippine peso, our revenues can decrease or increase significantly if the exchange rates among the Indian rupee, the U.K. pound sterling, the Philippine peso and the U.S. dollar fluctuate significantly. In addition, some of our contracts do not commit our clients to provide us with a specific volume of business. These factors may make it difficult to make accurate financial forecasts or replace anticipated revenues that we do not receive as a result of delays in implementing our services or client losses. If our actual results do not meet any estimated results that we announce, or if we underperform market expectations as a result of such factors, trading prices for our common stock could be adversely affected.

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### ***Our senior management team is critical to our continued success and the loss of one or more members of our senior management team could harm our business.***

Our future success substantially depends on the continued services and performance of the members of our management team and other key employees possessing technical and business capabilities, including industry expertise, that are difficult to replace. Specifically, the loss of the services of Vikram Talwar, our Executive Chairman until March 31, 2011 and our non-Executive Chairman thereafter, or of Rohit Kapoor, our President and Chief Executive Officer, could seriously impair our ability to continue to manage and expand our business. There is intense competition for experienced senior management and personnel with technical and industry expertise in the industry in which we operate, and we may not be able to retain these officers or key employees. Although we have entered into employment and non-competition agreements with all of our executive officers, certain terms of those agreements may not be enforceable and in any event these agreements do not ensure the continued service of these executive officers. Messrs. Talwar and Kapoor and certain of their affiliates have certain registration rights with respect to their shares of common stock.

In addition, we currently do not maintain “key person” insurance covering any member of our management team. The loss of any of our key employees, particularly to competitors, could have a material adverse effect on our business, results of operations, financial condition and cash flows.

### ***Our inability to effectively manage our rapid infrastructure and personnel growth could have a material adverse effect on our operations, results of operations and financial condition.***

Since we were founded in April 1999, we have experienced rapid growth and significantly expanded our operations. We have twelve operations centers in India and one each in the Philippines, the Czech Republic, the U.S. and Romania. Our headcount has increased from approximately 1,800 on December 31, 2002 to approximately 12,700 on December 31, 2010. We expect to develop and improve our internal systems in the locations where we operate in order to address the anticipated growth of our business. We are in the process of establishing new operation centers in India and are also continuing to look for operation centers at additional locations outside of India, the Philippines, the Czech Republic, the U.S. and Romania. We believe expanding our geographic base of operations will provide higher value to our clients by decreasing the risks of operating from a single country (including potential shortages of skilled employees, increases in wage costs during strong economic times and currency fluctuations), while also giving our clients access to a wider talent pool and establishing a base in countries that may be competitive in the future. However, we may not be able to effectively manage our infrastructure and employee expansion, open additional operations centers or hire additional skilled employees as and when they are required to meet the ongoing needs of our clients, and we may not be able to develop and improve our internal systems. Our inability to execute our growth strategy, to ensure the continued adequacy of our current systems or to manage our expansion effectively could have a material adverse effect on our business, results of operations, financial condition and cash flows.

### ***We may engage in strategic acquisitions or transactions, which could have a material adverse effect on our business, results of operations and financial condition.***

As part of our business strategy, we intend to continue to selectively consider acquisitions or investments, some of which may be material. Through the acquisitions we pursue, we may seek opportunities to expand the scope of our existing services we provide, add new clients or to enter new geographic markets. We have made acquisitions in the past, including our acquisition in 2009 of the back office operations of Schneider S.R.O. in the Czech Republic and our acquisition in 2010 of the American Express Global Travel Services Center located in Gurgaon, India and PDMA, developer of the LifePRO® insurance policy administration platform. There can be no assurance that we will successfully identify suitable candidates in the future for strategic transactions at acceptable prices, have sufficient capital resources to finance potential acquisitions or be able to consummate any desired transactions. Our failure to close transactions with potential acquisition targets for which we have invested significant time and resources could have a material adverse effect on our financial condition and cash flows.



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Acquisitions, including completed acquisitions, involve a number of risks, including diversion of management's attention, ability to finance the acquisition on attractive terms, failure to retain key personnel or valuable customers, legal liabilities and the need to amortize acquired intangible assets, any of which could have a material adverse effect on our business, results of operations, financial condition and cash flows. Future acquisitions may also result in the incurrence of indebtedness or the issuance of additional equity securities.

We could also experience financial or other setbacks if transactions encounter unanticipated problems, including problems related to execution, integration or underperformance relative to prior expectations. Our management may not be able to successfully integrate any acquired business into our operations or maintain our standards, controls and policies, which could have a material adverse effect on our business, results of operations and financial condition. Consequently, any acquisition we do complete may not result in long-term benefits to us.

Following the completion of an acquisition, we may have to rely on the seller to provide administrative and other support, including financial reporting and internal controls, to the acquired business for a period of time. There can be no assurance that the seller will do so in a manner that is acceptable to us.

***If more stringent labor laws become applicable to us or if our employees unionize, our profitability may be adversely affected.***

India has stringent labor legislation that protects employee interests, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes financial obligations on employers upon retrenchment. Though we are exempt from some of these labor laws at present under exceptions in some states for providers of IT-enabled services, there can be no assurance that such laws will not become applicable to us in the future. If these labor laws become applicable to our employees, it may become difficult for us to maintain flexible human resource policies and attract and employ the numbers of sufficiently qualified candidates that we need or discharge employees, and our compensation expenses may increase significantly.

In addition, our employees may in the future form unions. If employees at any of our operations centers become eligible for union membership, we may be required to raise wage levels or grant other benefits that could result in an increase in our compensation expenses, in which case our profitability may be adversely affected.

***Employee wage increases may prevent us from sustaining our competitive advantage and may reduce our profit margin.***

Our most significant costs are the salaries and related benefits of our operations staff and other employees. For example, wage costs in India have historically been significantly lower than wage costs in the United States and Europe for comparably skilled professionals, which has been one of our competitive advantages. However, because of rapid economic growth in India, increased demand for BPO services from India and increased competition for skilled employees in India, wages for comparably skilled employees in India are increasing at a faster rate than in the United States and Europe, which may reduce this competitive advantage. We may need to increase the levels of employee compensation more rapidly than in the past to remain competitive in attracting and retaining the quality and number of employees that our business requires. Wages are generally higher for employees performing decision analytics services and risk and financial management services than for employees performing BPO services. As the scale of our decision analytics services and our risk and financial management services increases, wages as a percentage of revenues will likely increase. To the extent that we are not able to control or share wage increases with our clients, wage increases may reduce our margins. We will attempt to control such costs by our efforts to add capacity in locations where we consider wage levels of skilled personnel to be satisfactory, but we may not be successful in doing so. Additionally, because a majority of our employees are based in India and paid in Indian rupees, while our revenues are primarily in U.S. dollars and U.K. pounds sterling, our employee costs as a percentage of revenues may increase or decrease significantly if the exchange rates among the Indian rupee, the U.K. pound sterling and the U.S. dollar fluctuate significantly.

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***We face significant competition from U.S.-based and non-U.S.-based outsourcing and information technology companies and from our clients, who may perform outsourcing services themselves, either in-house, in the United States or through offshore groups or other arrangements.***

The market for outsourcing services is highly competitive, and we expect competition to intensify and increase from a number of sources. We believe that the principal competitive factors in our markets are breadth and depth of process expertise, service quality, the ability to attract, train and retain qualified people, compliance rigor, global delivery capabilities, price, knowledge of industries served and marketing and sales capabilities. We also face competition from non-U.S.-based outsourcing and IT companies (including those in the United Kingdom and India) and U.S.-based outsourcing and IT companies. In addition, the trend toward offshore outsourcing, international expansion by foreign and domestic competitors and continuing technological changes, such as cloud computing, will result in new and different competition for our services. These competitors may include entrants from the communications, software and data networking industries or entrants in geographic locations with lower costs than those in which we operate. Some of these existing and future competitors have greater financial, personnel and other resources, a broader range of service offerings, greater technological expertise, more recognizable brand names and more established relationships in industries that we currently serve or may serve in the future. In addition, some of our competitors may enter into strategic or commercial relationships among themselves or with larger, more established companies in order to increase their ability to address client needs, or enter into similar arrangements with potential clients. The trend in multi-vendor relationships has been growing, which could reduce our revenues to the extent that we are required to modify the terms of our relationship with clients or that clients obtain services from other vendors. Increased competition, our inability to compete successfully against competitors, pricing pressures or loss of market share could result in reduced operating margins, which could harm our business, results of operations, financial condition and cash flows.

We expect competition to intensify in the future as more companies enter our markets. Increased competition may result in lower prices and volumes, higher costs for resources, especially people, and lower profitability. We may not be able to supply clients with services that they deem superior and at competitive prices and we may lose business to our competitors. Any inability to compete effectively would adversely affect our business, results of operations and financial condition.

***We may disrupt our clients' operations as a result of inadequate service or other factors, including telecommunications or technology downtime or interruptions.***

The services we provide are often critical to our clients' businesses, and any failure to provide those services could result in a reduction in revenues or a claim for substantial damages against us, regardless of whether we are responsible for that failure. Most of our agreements with clients contain service level and performance requirements, including requirements relating to the quality of our services. Failure to consistently meet service requirements of a client or errors made by our employees in the course of delivering services to our clients could disrupt the client's business and result in a reduction in revenues or a claim for damages against us. Additionally, we could incur liability if a process we manage for a client were to result in internal control failures or impair our client's ability to comply with its own internal control requirements. Under a majority of our agreements with our clients, our liability for breach of certain of our obligations is generally limited to actual damages suffered by the client and is typically capped at the greater of an agreed amount or the fees paid or payable to us for a period of time under the relevant agreement. These limitations and caps on liability may be unenforceable or otherwise may not protect us from liability for damages. In addition, certain liabilities, such as claims of third parties for which we may be required to indemnify our clients or liability for breaches of confidentiality, are generally not limited under those agreements. Our agreements are governed by laws of multiple jurisdictions, therefore the interpretation of such provisions, and the availability of defenses to us, may vary, which may contribute to the uncertainty as to the scope of our potential liability.

Our dependence on our offshore operations centers requires us to maintain active voice and data communications among our operations centers, our international technology hubs and our clients' offices.

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Although we maintain redundant facilities and communications links, disruptions could result from, among other things, technical breakdowns, computer glitches and viruses and weather conditions. We also depend on certain significant vendors for facility storage and related maintenance of our main technology equipment and data at those technology hubs. Any failure by these vendors to perform those services, any temporary or permanent loss of our equipment or systems, or any disruptions to basic infrastructure like power and telecommunications could impede our ability to provide services to our clients, have a negative impact on our reputation, cause us to lose clients, reduce our revenues and harm our business.

***Our business could be materially and adversely affected if we do not protect our intellectual property or if our services are found to infringe on the intellectual property of others.***

Our success depends in part on certain methodologies, practices, tools and technical expertise we utilize in designing, developing, implementing and maintaining applications and other proprietary intellectual property rights. In order to protect our rights in these various intellectual properties, we rely upon a combination of nondisclosure and other contractual arrangements as well as trade secret, copyright and trademark laws. We also generally enter into confidentiality agreements with our employees, consultants, clients and potential clients and limit access to and distribution of our proprietary information. We also have submitted United States federal and foreign trademark applications for the names of additional service offerings. We may not be successful in maintaining or obtaining trademarks for these trade names. India is a member of the Berne Convention, an international intellectual property treaty, and has agreed to recognize protections on intellectual property rights conferred under the laws of other foreign countries, including the laws of the United States. There can be no assurance that the laws, rules, regulations and treaties in effect in the United States, India and the other jurisdictions in which we operate and the contractual and other protective measures we take, are adequate to protect us from misappropriation or unauthorized use of our intellectual property, or that such laws will not change. We may not be able to detect unauthorized use and take appropriate steps to enforce our rights, and any such steps may not be successful. Infringement by others of our intellectual property, including the costs of enforcing our intellectual property rights, may have a material adverse effect on our business, results of operations and financial condition.

Although we believe that we are not infringing on the intellectual property rights of others, claims may nonetheless be successfully asserted against us in the future. The costs of defending any such claims could be significant, and any successful claim may require us to modify, discontinue or rename any of our services. Any such changes may have a material adverse effect on our business, results of operations and financial condition.

***Unauthorized disclosure of sensitive or confidential client and customer data, whether through breach of our computer systems or otherwise, could expose us to protracted and costly litigation and cause us to lose clients.***

We are typically required to collect and store sensitive data in connection with our services, including names, addresses, social security numbers, credit card account numbers, checking and savings account numbers and payment history records, such as account closures and returned checks. In addition, many of our agreements with our clients do not include any limitation on our liability to them with respect to breaches of our obligation to keep the information we receive from them confidential. We take precautions to protect confidential client and customer data. However, if any person, including any of our employees, penetrates our network security or otherwise mismanages or misappropriates sensitive data, we could be subject to significant liability and lawsuits from our clients or their own customers for breaching contractual confidentiality provisions or privacy laws. Penetration of the network security of our data centers could have a negative impact on our reputation, which could have a material adverse effect on our business, results of operations, financial condition and cash flows.

***We may not be fully insured for all losses we may incur.***

Although we attempt to limit and mitigate our liability for damages arising from negligent acts, errors or omissions through contractual provisions, limitations of liability set forth in our contracts may not be enforceable

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in all instances or may not otherwise protect us from liability for damages. In addition, certain liabilities, such as claims of third parties for which we may be required to indemnify our clients, are generally not limited under those agreements. Although we have general liability insurance coverage, including coverage for errors or omissions, property damage or loss and breaches of privacy and network security, that coverage may not continue to be available on reasonable terms or to be available in sufficient amounts to cover one or more large claims, and our insurers may disclaim coverage as to any future claim. The successful assertion of one or more large claims against us that exceed available insurance coverage, or changes in our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), could have a material adverse effect on our business, reputation, results of operations, financial condition and cash flows.

***Oak Hill Capital Partners and its affiliates, and Vikram Talwar and Rohit Kapoor exercise significant influence over us, and their interests in our business may be different than yours.***

A majority of the issued and outstanding shares of our common stock are currently beneficially owned by Oak Hill Capital Partners L.P. and certain of its affiliates, and our Executive Chairman, Vikram Talwar, and our President and Chief Executive Officer, Rohit Kapoor. As of December 31, 2010, Oak Hill Capital Partners L.P. and certain of its affiliates beneficially owned 10,542,504 shares (or 35.8%) of our outstanding common stock; Mr. Talwar and certain trusts for his benefit and that of his family collectively beneficially owned 1,069,318 shares (or 3.6%) of our outstanding common stock; and Mr. Kapoor and certain trusts for his benefit and that of his family collectively beneficially owned 1,777,647 shares (6.0%) of our outstanding common stock. Accordingly, each of these parties can exercise significant influence over our business policies and affairs and all matters requiring a stockholders' vote, including the composition of our board of directors, the adoption of amendments to our certificate of incorporation and the approval of mergers or sales of substantially all of our assets. This concentration of ownership also may delay, defer or even prevent a change in control of our company and may make some transactions more difficult or impossible without the support of these stockholders. The interests of these stockholders may conflict with your interests.

***We may choose to expand operations to additional countries and may not be successful in maintaining our current profit margins in our new locations due to factors beyond our control.***

We are currently continuing to evaluate additional locations other than India, the Philippines, the Czech Republic, the U.S. and Romania in which to invest in an operations center. We cannot predict the extent of government support, availability of qualified workers, or monetary and economic conditions in other countries. Although some of these factors will influence our decision to establish operations in another country, there are inherent risks beyond our control, including exposure to currency fluctuations, political uncertainties, foreign exchange restrictions and foreign regulatory restrictions. One or more of these factors or other factors relating to expanded international operations could result in increased operating expenses and make it more difficult for us to manage our costs and operations, which could harm our business and negatively impact our operating results.

***We may increase the range of services that we provide to our clients and our business and future prospects are difficult to evaluate.***

We are exploring opportunities to provide outsourced services that we have not provided to date. Should we decide to expand our service offerings, our results of operations may be negatively affected during any transition or growth period before such offerings achieve profitability. For example, we may need to expand our training of our existing employees or recruit new, specially-trained employees to provide these services, which could increase our costs of revenues disproportionately to the revenues generated by such services. Other challenges we may face include the diversion of our management's attention, attracting and retaining clients for such services, integrating any new services into our current suite of services and managing any resulting growth in our operations.

***Failure to adhere to the regulations that govern our business could have an adverse impact on our operations.***

Our clients are often subject to regulations that may require that we comply with certain rules and regulations in performing services for them that would not otherwise apply to us. Debt collection services, for example, may be subject to the Fair Debt Collection Practices Act, which regulates debt collection practices. In addition, many U.S. states require a debt collector to apply for, be granted and maintain a license to engage in debt collection activities in a state. We are currently licensed (or exempt from licensing requirements) to provide debt collection services in the United States from India in all but two U.S. states and from the Philippines in 35 U.S. states that have non-exempt requirements and have separate conditional exemptions with respect to our ongoing collection obligations. Other U.S. federal laws and regulations that apply to certain portions of our business include the Fair Credit Reporting Act, the Gramm-Leach-Bliley Act, the Health Insurance Portability and Accountability Act of 1996, the Truth in Lending Act, the Fair Credit Billing Act and the FDIC rules and regulations. If we do not maintain our licenses or other qualifications to provide our services, we may not be able to provide services to existing customers or be able to attract new clients and could lose revenues, which could have a material adverse effect on our business. Our agreements with some of our clients require us to remain knowledgeable about and comply with a number of relevant consumer protection laws. Failure to perform our services in a manner that complies with any such requirement could result in breaches of contracts with our clients. Our failure to comply with any applicable laws and regulations could subject us to civil fines and criminal penalties.

**Risks Related to the International Nature of our Business**

***Our financial condition could be negatively affected if foreign governments reduce or withdraw tax benefits and other incentives currently provided to companies within our industry, or if the same are not available for other reasons.***

Under the Income-Tax Act, 1961 of India, we have benefited from a holiday from Indian corporate income taxes applicable under the Software Technology Parks of India or STPI scheme. As a result, our service operations have to date been subject to relatively lower tax liabilities. We incurred lower income tax expense in 2010 as a result of the STPI tax holiday, compared to approximately \$4.2 million that we would have additionally incurred if the STPI tax holiday had not been available for that period (without accounting for double taxation treaty set-offs). The STPI tax holiday in respect of some of our operations centers has already expired and is set to expire for some of our other operations centers in India on April 1, 2011. Consequently, for operations centers that are not eligible for the STPI tax holiday, our tax expense will materially increase and our after-tax profitability will materially decrease. During 2010, we have established operations centers in Noida and Jaipur, India in special economic zones that are eligible for tax incentives for services provided from such locations until 2025 under the Special Economic Zones Act, 2005. If we are not able to establish or acquire operations in India that are located in special economic zones, our tax expense will materially increase and our after-tax profitability will materially decrease.

We currently benefit from a four-year income tax holiday in the Philippines that is extendable for an additional two years. Our current income tax holidays in the Philippines are expected to expire in the middle of 2012, unless extended. While we intend to apply for extensions of these holidays, it is possible that such extensions could be denied, or these holidays could be removed entirely due to changes in the government of the Philippines. Should either of these events occur, our Philippine tax liability could increase.

***We may be required to pay additional taxes in connection with audits by the Indian taxing authorities.***

U.S. and Indian transfer pricing regulations require that any international transaction involving associated enterprises be at an arm's-length price. Transactions among the Company's subsidiaries and the Company may be required to satisfy such requirements. Accordingly, the Company determines the pricing among its associated enterprises on the basis of detailed functional and economic analysis involving benchmarking against transactions among entities that are not under common control. The tax authorities have jurisdiction to review this arrangement and in the event that they determine that the transfer price applied was not appropriate, the

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Company may incur increased tax liability, including accrued interest and penalties. The Company is currently involved in disputes with the Indian tax authorities over the application of some of its transfer pricing policies for past years. Please see note 16 to our consolidated financial statements for details.

Based on advice from our Indian tax advisors, the facts underlying our position and our experience with these types of assessments, we continue to believe that the probability of loss is remote and have not accrued any amount with respect to these matters in our consolidated financial statements. Any amount paid by us as deposits will be refunded to us with interest or applied toward outstanding disputes at such time if we succeed in our appeals with the appropriate tax authorities. We cannot assure you that our appeals will be successful or that these appeals will be finally resolved in the near future.

### ***Introduction of tax legislation and disputes with tax authorities may have an adverse effect on our operations and our overall tax rate.***

Governments in countries in which we operate or provide services could enact new tax legislation which would have a material adverse effect on our business, results of operations and financial condition. In addition, our ability to repatriate surplus earnings from our operations centers in a tax-efficient manner is dependent upon interpretations of local laws, possible changes in such laws and the renegotiation of existing double tax avoidance treaties. Changes to any of these may adversely affect our overall tax rate, which would have a material adverse effect on our business, results of operations and financial condition. Additionally, if a tax authority in any jurisdiction reviews any of our tax returns and determines that the transfer prices and terms we have applied are not appropriate, or that other income of our affiliates should be taxed in that jurisdiction, we may incur increased tax liability, including accrued interest and penalties, which would cause our tax expense to increase, possibly materially, thereby reducing our profitability and cash flows.

### ***Currency fluctuations among the Indian rupee, the U.K. pound sterling, the Philippine peso and the U.S. dollar could have a material adverse effect on our results of operations.***

Although a substantial portion of our revenues are denominated in U.K. pounds sterling (24.3% in 2010) or U.S. dollars (72.0% in 2010), most of our expenses (58.4% in 2010) are incurred and paid in Indian rupees. We report our financial results in U.S. dollars. The exchange rates among the Indian rupee, the U.K. pound sterling, the Philippine peso and the U.S. dollar have changed substantially in recent years and may fluctuate substantially in the future. Although we take steps to hedge a substantial portion of our Indian rupee/U.S. dollar foreign currency exposures, our results of operations may be adversely affected if the Indian rupee fluctuates significantly against the U.K. pound sterling or the U.S. dollar, the U.K. pound sterling further depreciates against the U.S. dollar, our hedging strategy is unsuccessful or if the hedging markets have insufficient liquidity or depth to allow us to implement our hedging strategy in a cost-effective manner. Any failure by our hedging counterparties to meet their contractual obligations could materially and adversely affect our profitability. We are subject to legal restrictions on hedging activities as well as the convertibility of currencies in India. This could limit our ability to use cash generated in one country in another country and could limit our ability to hedge our exposures. Finally, our hedging policies only provide near term protection from exchange rate fluctuations.

### ***Terrorist attacks and other acts of violence involving India, the Philippines, the United States or other countries could adversely affect the financial markets, result in a loss of client confidence and adversely affect our business, results of operations and financial condition.***

Terrorist attacks and other acts of violence or war, including those involving India, the Philippines, the United States or other countries, may adversely affect worldwide financial markets and could potentially lead to economic recession, which could adversely affect our business, results of operations and financial condition. These events could adversely affect our clients' levels of business activity and precipitate sudden significant changes in regional and global economic conditions and cycles. These events also pose significant risks to our people and to our operations centers. South Asia has, from time to time, experienced instances of civil unrest and

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hostilities among neighboring countries, including India, Pakistan and China. In recent years there have been several instances of military confrontations along the Indo-Pakistan border. There continues to be potential for hostilities between India and Pakistan due to recent terrorist activities and the geopolitical climate along the border. Although this has not been the case to date, such political tensions could create a perception that there is a risk of disruption of services provided by India-based companies, which could have a material adverse effect on the market for our services. Furthermore, if India were to become engaged in armed hostilities, particularly hostilities that were protracted or involved the threat or use of nuclear weapons, we might not be able to continue to operate. Our insurance policies may not insure us against losses and interruptions caused by terrorist attacks and other acts of violence or war.

***We may face difficulties as we expand our operations into countries in which we have no prior operating experience.***

We intend to continue to expand our global footprint in order to maintain an appropriate cost structure and meet our clients' delivery needs. This may involve expanding into countries other than those in which we currently operate. It may involve expanding into less developed countries, which may have less political, social or economic stability and less developed infrastructure and legal systems. As we expand our business into new countries we may encounter regulatory, personnel, technological and other difficulties that increase our expenses or delay our ability to start up our operations or become profitable in such countries. This may affect our relationships with our clients and could have an adverse effect on our business, results of operations and financial condition.

***A substantial portion of our assets and operations are located in India, and we are subject to regulatory, economic and political uncertainties in India.***

Our principal operating subsidiaries are incorporated in India, and a majority of our assets and our professionals are located in India. We intend to continue to develop and expand our offshore facilities in India. In the early 1990s, India experienced significant inflation, low growth in gross domestic product and shortages of foreign currency reserves. The Indian government, however, has exercised and continues to exercise significant influence over many aspects of the Indian economy. India's government has provided significant tax incentives and relaxed certain regulatory restrictions in order to encourage foreign investment in specified sectors of the economy, including the BPO industry. Certain of those programs, which have benefited us, include tax holidays, liberalized import and export duties and preferential rules on foreign investment and repatriation. We cannot assure you that liberalization policies will continue. Various factors, such as changes in the current federal government, could trigger significant changes in India's economic liberalization and deregulation policies and disrupt business and economic conditions in India generally and our business in particular.

In addition, the Government of India is considering introducing a reservation policy to the private sector in India, pursuant to which all private sector companies operating in India, including our subsidiaries, would be required to reserve a certain percentage of jobs for the economically underprivileged population in the states where such companies are incorporated. If this policy is adopted, our ability to hire employees of our choice may be affected due to restrictions on our pool of potential employees and competition for these professionals.

The choice of India as an outsourcing destination and our financial performance may be adversely affected by general economic conditions and economic and fiscal policy in India, including changes in exchange rates and controls, interest rates and taxation policies, as well as social stability and political, economic or diplomatic developments affecting India in the future. In particular, India has experienced significant economic growth over the last several years, but faces major challenges in sustaining that growth in the years ahead. These challenges include the need for substantial infrastructure development and improving access to healthcare and education. Our ability to recruit, train and retain qualified employees, develop and operate our operations centers, and attract and retain clients could be adversely affected if India does not successfully meet these challenges.

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***The Philippines periodically experiences political or economic instability, which could disrupt our operations, increase our costs and harm our business.***

The Philippines has experienced significant inflation, currency declines and shortages of foreign exchange. We are exposed to the risk of cost increases due to inflation in the Philippines, which has historically been at a much higher rate than in the United States. These conditions could create political or economic instability that could harm businesses operating in the Philippines.

In addition, the Philippines has and may continue to experienced civil unrest, terrorism and political turmoil, resulting in temporary work stoppages and telecommunication or other technology outages. These instabilities and any adverse changes in the political environment in the Philippines could increase our operational costs, increase our exposure to legal and business risks and make it more difficult for us to operate our business in the Philippines.

***Restrictions on entry visas may affect our ability to compete for and provide services to clients in the United States, which could have a material adverse effect on future revenues.***

The vast majority of our employees are Indian nationals. The ability of some of our executives and employees to work with and meet our U.S. and European clients and our clients from other countries depends on their ability to obtain the necessary visas and entry permits. In response to terrorist attacks, the global economic downturn and public sentiments about the high unemployment rates in their respective economies, U.S. and European immigration authorities have increased the level of scrutiny in granting visas. Immigration laws in those countries may also require us to meet certain levels of compensation and comply with other legal requirements as a condition to obtaining or maintaining entry visas. These restrictions have increased the application fees for certain types of visas and have significantly lengthened the time requirements to obtain visas for our personnel, which has in the past resulted, and may continue to result, in delays in the ability of our personnel to meet with our clients. In addition, immigration laws are subject to legislative change and varying standards of application and enforcement due to political forces, economic conditions or other events, including terrorist attacks. We cannot predict the political or economic events that could affect immigration laws or any restrictive impact those events could have on obtaining or monitoring entry visas for our professionals. If we are unable to obtain the necessary visas for personnel who need to get to our clients' sites, or if the duration of such visas is shortened or if such visas are delayed, we may not be able to provide services to our clients or to continue to provide these services on a timely and cost effective basis, which could have a material adverse effect on our business, results of operations, financial condition and cash flows.

***An outbreak of an infectious disease or any other serious public health concerns in Asia or elsewhere could have a material adverse effect on our business and results of operations.***

The outbreak of an infectious disease in Asia or elsewhere or any other serious public health concerns could have a negative impact on the economies, financial markets and business activities in the countries in which our end markets are located, which could have a material adverse effect on our business. Past outbreaks of Severe Acute Respiratory Syndrome, avian influenza, or bird flu, or H1N1 across Asia and Europe have adversely affected a number of countries and companies. Although we have not been adversely impacted by these recent outbreaks, we can give no assurance that a future outbreak of an infectious disease among humans or animals or any other serious public health concerns will not have a material adverse effect on our business.

***We are vulnerable to natural disasters that could severely disrupt the normal operation of our business and adversely affect our business, results of operation and financial condition.***

India is susceptible to natural disasters, including typhoons, tsunamis, floods and earthquakes. The Philippines is additionally susceptible to volcanic eruptions. Substantially all of our operations centers and employees are located in India and the Philippines. If our operations centers are damaged by a typhoon, tsunami, flood, earthquake, volcanic eruption or other natural disaster, our operations and our ability to provide services to



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our clients could be interrupted or delayed significantly. Our insurance coverage may not be sufficient to cover all of our potential losses. In addition, although all of our operations centers have access to other power sources, disaster management facilities in India may not be adequate to protect against potential losses. In addition, clients may terminate their contracts with us if we cannot resume providing services quickly enough. As a result, a natural disaster in India or the Philippines could have a material adverse effect on our business, results of operation and financial condition.

***If more stringent labor laws or other industry standards in India become applicable to us, our profitability may be adversely affected.***

India has stringent labor legislation that protects the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes financial obligations on employers upon retrenchment. In addition, we are subject to certain industry standards regarding our employees, particularly with regard to overtime and transportation of employees. Our employees may also in the future form unions. If these labor laws or industry standards become more stringent or are more strictly enforced, or if our employees unionize, it may become difficult for us to maintain flexible human resource policies, discharge employees or downsize, any of which could have a material adverse effect on our business, results of operations, financial condition and cash flows.

The Government of India has recently focused on the occupational health and safety concerns experienced by workers in the outsourcing industry. The introduction of legislation imposing restrictions on working hours or conditions of professionals in the outsourcing industry could have an adverse effect on our business, results of operations and financial condition.

***Investors may have difficulty effecting service of process or enforcing judgments obtained in the United States against our subsidiaries in India or our executive officers.***

Our primary operating subsidiaries are organized outside the United States and a number of our executive officers reside outside of the United States. Most of our assets are located in India. As a result, you may be unable to effect service of process upon our affiliates who reside in India outside their jurisdiction of residence. In addition, you may be unable to enforce against these persons outside the jurisdiction of their residence judgments obtained in courts of the United States, including judgments predicated solely upon the federal securities laws of the United States.

Sections 44A and Section 13 of the Indian Civil Procedure Code, 1908, or the Civil Code, govern recognition and enforcement of foreign judgments. Section 44A of the Civil Code provides for recognition and enforcement of a foreign judgment without having to file an original suit in India, provided such judgments have been rendered by courts in a country or territory outside India which the Government of India has declared to be a reciprocating territory. We have been advised by our Indian counsel that the United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments (other than certain arbitration awards) in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States based on civil liability, whether or not it is predicated upon the federal securities laws of the United States, would not be enforceable in India as such.

However, if the party in whose favor such final judgment is rendered brings a new suit in a competent court in India based on a final judgment that has been obtained in the United States, Section 13 of the Civil Code provides that the foreign judgment will be conclusive as to certain matters. The suit must be brought in India within three years of the date of the foreign judgment. It is unlikely, however, that a court in India would award damages on the same basis as a court in the United States if an action is brought in India. It is also unlikely that an Indian court would enforce judgments obtained in the United States if it viewed the amount of damages awarded as excessive or inconsistent with Indian practice.

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**ITEM 1B. Unresolved Staff Comments.**

None.

**ITEM 2. Properties.**

Our corporate headquarters is located in New York, New York. We have twelve operations centers in India, one in Manila, Philippines, one in Olomouc, Czech Republic and one in Cluj, Romania with an aggregate area of approximately 968,889 sq.ft. and a current installed capacity of approximately 9,243 agent workstations that operate on an uninterrupted 24/7 basis and are available to be staffed on a three-shift basis. We also have an operations center in Indianapolis, Indiana and a sales office in London, U.K. Our networking and telecommunication hubs are located in Sunnyvale, California, Jersey City, New Jersey and New York, New York. All of our operations centers are equipped with fiber connectivity and have access to other power sources. Substantially, all of our operations centers are leased under long-term leases with varying expiration dates, except for an operation center in Pune, India with an approximate area of 86,361 sq. ft. and containing 1,141 agent workstations which we own. We do not have the option under our present lease agreements to buy any of these properties should we desire to do so except for our operations center in a special economic zone in Noida, India.

**ITEM 3. Legal Proceedings**

In the course of our normal business activities, various lawsuits, claims and proceedings may be instituted or asserted against us. We believe that the disposition of matters instituted or asserted will not have a material adverse effect on our consolidated financial position, results of operations or cash flows. Please see note 16 to our consolidated financial statements for details regarding our tax proceedings.

**ITEM 4. (Removed and Reserved)**

**PART II.**

**ITEM 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

Our common stock trades on the Nasdaq Global Select Market under the symbol “EXLS.”

The following table sets forth for the periods indicated the high and low sales prices for shares of our common stock as reported by the Nasdaq Global Select Market.

<u>Calendar Period</u>	<u>Price Range</u>	
	<u>High</u>	<u>Low</u>
<b>2010</b>		
First Quarter	\$19.51	\$15.64
Second Quarter	\$19.00	\$14.61
Third Quarter	\$20.00	\$15.96
Fourth Quarter	\$22.05	\$18.36
<b>2009</b>		
First Quarter	\$ 9.49	\$ 5.86
Second Quarter	\$11.40	\$ 8.10
Third Quarter	\$14.99	\$ 9.75
Fourth Quarter	\$18.39	\$13.43

As of February 28, 2011, there were 24 holders of record of our outstanding common stock.

We have not paid or declared any cash dividends on our common stock. We currently expect to retain all of our earnings for use in developing our business and do not anticipate paying any cash dividends in the foreseeable future. Future cash dividends, if any, will be paid at the discretion of our board of directors and will depend, among other things, upon our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and such other factors as our board of directors may deem relevant.

**Issuer Purchases of Equity Securities**

During the three months ended December 31, 2010, the Company did not acquire any shares of common stock from employees in connection with withholding tax payments related to the vesting of restricted stock. During the year ended December 31, 2010, the Company acquired 5,472 shares of common stock from employees in connection with withholding tax payments related to the vesting of restricted stock for a total consideration of \$92,500. The purchase price of \$16.96 per share was the average of the high and low price of the Company’s shares of common stock on the Nasdaq Global Select Market on the trading day prior to the vesting date of the shares of restricted stock. These shares are held as treasury stock.

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The following table provides information as of December 31, 2010 with respect to the shares of our common stock that may be issued under our existing equity compensation plans. We have the following equity compensation plans, each of which has been approved by our stockholders: (1) our 2003 Stock Option Plan, (2) our 2003 India Stock Employee Option Plan and (3) our 2006 Omnibus Award Plan (including two India sub plans thereunder). For a description of each of our equity compensation plans, please see note 13 to our consolidated financial statements.

<u>Plan Category</u>	<u>Number of Securities to be Issued Upon Exercise/Vesting of Outstanding Equity Awards</u>	<u>Weighted Average Exercise Price of Outstanding Options</u>	<u>Number of Securities Available for Future Issuance Under Equity Compensation Plans</u>
Equity compensation plans that have been approved by security holders	4,028,317	\$ 12.17	3,430,472
Equity compensation plans not approved by security holders	—	—	—
Total	<u>4,028,317</u>	<u>\$ 12.17</u>	<u>3,430,472</u>

**Performance Graph**

The following graph compares the cumulative total stockholder return on our common stock with the cumulative total return of the Nasdaq 100 Index (capitalization weighted), our peer group of companies for the period beginning October 20, 2006. Our peer group of companies is comprised of two companies that we believe are our closest reporting issuer competitors: WNS and Genpact. The returns of the component entities of our peer group index are weighted according to the market capitalization of each entity as of the beginning of each period for which a return is presented. The stock performance shown on the graph below is not indicative of future price performance.



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**ITEM 6. Selected Financial Data**

The following table sets forth our selected consolidated historical financial data as of the dates and for the periods indicated. Our selected consolidated financial data set forth below as of December 31, 2010 and 2009 and for each of the three years in the period ended December 31, 2010 has been derived from our consolidated financial statements included elsewhere in this Annual Report on Form 10-K. Our selected consolidated financial data set forth below as of December 31, 2008, 2007 and 2006 and for each of the years ended December 31, 2007 and 2006 are derived from our audited financial statements, which are not included in this Annual Report on Form 10-K. Our selected consolidated financial information for 2010, 2009 and 2008 should be read in conjunction with our consolidated financial statements and the notes thereto and “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” which are included elsewhere in this Annual Report on Form 10-K.

	Year ended December 31,				2006
	2010	2009	2008	2007	(Unaudited)
	(in millions, except share and per share data)				
<b>Consolidated Statement of Operations Data:</b>					
Total revenues <sup>(1)</sup>	\$ 252.8	\$ 191.0	\$ 181.7	\$ 152.0	\$ 98.7
Cost of revenues (exclusive of depreciation and amortization) <sup>(2)</sup>	151.3	109.4	112.4	100.1	62.6
Gross profit	101.5	81.6	69.3	51.9	36.1
Selling, general and administrative expenses <sup>(3)</sup>	59.1	45.8	42.4	37.9	23.4
Depreciation and amortization expenses <sup>(4)</sup>	15.9	11.4	11.2	9.2	7.1
Income from continuing operations	26.5	24.4	15.7	4.8	5.6
Total other income/(expense)	5.6	(4.9)	(5.9)	11.8	0.8
Income from continuing operations before income taxes	32.1	19.5	9.8	16.6	6.4
Income tax provision/(benefit)	5.5	3.7	(1.3)	(1.0)	(0.3)
Income from continuing operations	26.6	15.8	11.1	17.6	6.7
Income/(loss) from discontinued operations, net of taxes	—	(0.1)	3.3	9.4	7.3
Net income	26.6	15.7	14.4	27.0	14.0
Dividend and accretion to preferred stock	—	—	—	—	(0.6)
Net income to common stockholders	\$ 26.6	\$ 15.7	\$ 14.4	\$ 27.0	\$ 13.4
Earnings per share:					
Basic:					
Continuing operations	\$ 0.91	\$ 0.55	\$ 0.39	\$ 0.62	\$ 0.27
Discontinued operations	\$ —	\$ —	\$ 0.11	\$ 0.33	\$ 0.32
Diluted:					
Continuing operations	\$ 0.88	\$ 0.54	\$ 0.38	\$ 0.60	\$ 0.26
Discontinued operations	\$ —	\$ —	\$ 0.11	\$ 0.32	\$ 0.32
Weighted average number of common shares outstanding:					
Basic	29,281,364	28,963,770	28,811,040	28,480,033	22,863,539
Diluted	30,388,520	29,417,910	29,212,045	29,191,199	23,033,266

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	Year ended December 31,				
	2010	2009	2008	2007	2006
<b>Consolidated Statement of Financial Position Data:</b>			(in millions)		
Cash and cash equivalents	\$111.2	\$132.2	\$112.2	\$101.4	\$ 84.7
Working capital <sup>(5)</sup>	123.6	139.5	118.8	119.6	85.0
Total assets	305.7	249.6	212.0	218.4	169.2
Other long term obligations <sup>(6)</sup>	6.4	5.6	0.2	0.3	0.2
Stockholders' equity	\$248.5	\$205.7	\$171.3	\$174.0	\$127.2

- (1) Revenues include reimbursable expenses of \$11.8 million in 2010, \$9.6 million in 2009, \$11.8 million in 2008, \$7.1 million in 2007 and \$4.4 million in 2006. Revenues also include contract-termination fee of \$5.1 million in 2009 and \$0.4 million in 2008.
- (2) Cost of revenues for the years ended December 31, 2010, 2009, 2008, 2007 and 2006 include \$1.6 million, \$1.4 million, \$1.1 million, \$1.1 million and \$0.5 million, respectively, as non-cash amortization of stock compensation expense relating to the issuance of equity awards to employees directly involved in providing services to our clients.
- (3) SG&A expenses for the years ended December 31, 2010, 2009, 2008, 2007 and 2006 include \$6.9 million, \$5.7 million, \$4.2 million, \$3.2 million and \$1.5 million, respectively, as non-cash amortization of stock compensation expense relating to the issuance of equity awards to our non-operations staff.
- (4) Depreciation and amortization for the years ended December 31, 2010, 2009, 2008, 2007 and 2006 includes \$2.0 million, \$0.2 million, \$0.5 million, \$1.6 million and \$1.2 million, respectively, as amortization of intangibles.
- (5) Working capital means total current assets less total current liabilities.
- (6) Other long-term obligations include "ASC No. 740-10" reserves, retirement benefits and capital leases.

**ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*You should read the following discussion in connection with our consolidated financial statements and the related notes included elsewhere in this Annual Report on Form 10-K. Some of the statements in the following discussion are forward looking statements. See "—Forward looking statements."*

**Overview**

We are a leading provider of outsourcing and transformation services focused on providing a competitive edge to our clients. Our outsourcing services provide front-, middle- and back-office process outsourcing services for our primarily U.S.-based and U.K.-based clients. Outsourcing services involve the transfer to us of select business operations of a client, such as claims processing, finance and accounting and customer service, after which we administer and manage the operations for our client on an ongoing basis. We also offer a number of transformation services that include decision analytics, risk and financial management and operations and process excellence services. These transformation services help our clients improve their operating environments through cost reduction, enhanced efficiency and productivity initiatives, and improve the risk and control environments within our clients' operations whether or not they are outsourced to us. A significant portion of our business relates to processes that we believe are integral to our clients' operations, and the close nature of our relationships with our clients assists us in developing strong strategic long-term relationships with them. We serve primarily the needs of Fortune Global 500 and Fortune 1000 companies in the insurance, utilities, banking and financial services, transportation and logistics and travel sectors.

We market our services directly through our sales and marketing and client management teams, which operate out of the United States and the United Kingdom, and our business development team, which operates out of Noida, India. We currently operate twelve operations centers in India, including two new operations centers in Jaipur and Noida, India, which became operational in July 2010 and November 2010, respectively, one operations center in Cluj, Romania which became operational in February 2010, one operations center in the Philippines, one operations center in Olomouc, the Czech Republic and one operations center in Indianapolis, Indiana. We are also in the process of expanding some of our operations centers in India.

On March 1, 2010, we acquired the operations of GTSC, a business unit of American Express located in Gurgaon, India, that provides the travel-related business process outsourcing services of American Express. The purchase price of the transaction, which was paid in cash, was approximately \$29.1 million. Through this transaction, we have started to provide services to the travel sector, deepened our relationship with a significant client and expanded our capability set in analytics, exception processing and transaction processing.

On May 1, 2010, we acquired a 100% stake in PDMA, developer of the LifePRO® insurance policy administration platform used by approximately 40 insurance companies. The purchase price for PDMA, which was paid in cash, was approximately \$14.1 million (including cash acquired of \$1.0 million), net of working capital adjustments. The PDMA acquisition has provided us a policy administration platform for our insurance clients along a wide range of products.

**Revenues**

We generate revenues principally from contracts to provide outsourcing and transformation services. For the year ended December 31, 2010, we had total revenues of \$252.8 million compared to total revenues of \$191.0 million in 2009, an increase of \$61.8 million or 32.3%. Revenues from outsourcing services were higher by \$44.6 million in 2010 when compared to 2009 (excluding the receipt of a one-time contract termination fee of \$5.1 million in 2009), primarily due to revenues of \$29.1 million from new clients, including the acquisitions of



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GTSC and PDMA, net volume increases within existing clients of approximately \$12.5 million and an increase of \$3.0 million, primarily due to the appreciation of the Indian rupee against the U.S. dollar, excluding the impact of currency movements on the acquired businesses. Revenues from transformation services were higher by \$22.3 million in 2010 when compared to 2009, primarily due to a combination of increased revenues in recurring or annuity decision analytics services and an increase in project-based engagements in our decision analytics, risk and financial management and operations and process excellence practices.

We anticipate that our revenues will grow as we expand our service offerings and client base, both organically and through acquisitions. We provide our clients with a range of outsourcing services, including insurance services, banking and financial services, utilities support services, finance and accounting services and collection services. Our clients transfer the management and execution of their processes or business functions to us. As part of this transfer, we hire and train employees to work at our operations centers on the relevant outsourcing services, implement a process migration to these operations centers and then provide services either to the client or directly to the client's customers. Each client contract has different terms based on the scope, deliverables and complexity of the engagement. The outsourcing services we provide to any of our clients (particularly under our general framework agreements), and the revenues and income that we derive from those services, may decline or vary as the type and quantity of services we provide under those contracts change over time, including as a result of a shift in the mix of products and services we provide.

For outsourcing services, we enter into long-term agreements with our clients with initial terms ranging from three to five years. Some client contracts have significantly longer terms. Although these agreements provide us with a relatively predictable revenue base for a substantial portion of our business, the long selling cycle for our outsourcing services and the budget and approval processes of prospective clients make it difficult to predict the timing of new client acquisitions. Revenues under new client contracts also vary depending on when we complete the selling cycle and the implementation phase.

Our transformation services include various services such as decision analytics services, which are intended to facilitate more effective data-based strategic and operating decisions by our clients, risk and financial management services and operations and process excellence services.

Our transformation services can be significantly affected by variations in business cycles. In addition, our transformation services consist primarily of specific projects with contract terms generally not exceeding one year and may not produce ongoing or recurring business for us once the project is completed. These contracts also usually contain provisions permitting termination of the contract after a short notice period. The short-term nature and specificity of these projects could lead to further material fluctuations and uncertainties in the revenues generated from these businesses.

We serve clients mainly in the United States and the United Kingdom, with these two regions generating approximately 72.0% and 24.3%, respectively, of our total revenues for the year ended December 31, 2010 and approximately 63.8% and 33.9%, respectively, of our total revenues for the year ended December 31, 2009.

We derive a significant portion of our revenues from a limited number of large clients. In the years ended December 31, 2010 and 2009, our total revenues from our three largest clients were \$104.2 million and \$81.3 million, respectively, accounting for 41.2% and 42.6% of our total revenues, respectively, during these periods.

We provide services to Centrica, which represented \$38.5 million, or 15.2%, of our total revenues for the year ended December 31, 2010 and \$39.2 million, or 20.5% of our total revenues for the year ended December 31, 2009, under an agreement that is scheduled to expire in April 2012. Centrica may terminate the agreement without cause upon three months prior notice and payment of a breakup fee.

We provide services to Travelers, which represented \$36.3 million, or 14.4%, of our total revenues for the year ended December 31, 2010 and \$25.1 million, or 13.2% of our total revenues for the year ended

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December 31, 2009, under a services agreement. Travelers may terminate the services agreement, or any work assignment or work order thereunder, each of which expires in December 2013, without cause upon 60 days prior notice.

We provide services to subsidiaries of American Express Company (American Express) under (i) a master services agreement for our outsourcing services, which agreement cannot be terminated by American Express without cause and which provides us with a minimum volume commitment over a period of eight years and (ii) a master agreement for our transformation services, which agreement may be terminated by American Express without cause upon five days prior written notice. Our aggregate revenues from outsourcing services and transformation services to American Express represented \$29.3 million, or 11.6% of our total revenues for the year ended December 31, 2010 and \$4.5 million or 2.3% of our total revenues for the year ended December 31, 2009.

We derived revenues from twenty-one and nineteen new clients for our services in the years ended December 31, 2010 and 2009, respectively. Although we are increasing and diversifying our client base, we expect in the near future that a significant portion of our revenues will continue to be contributed by a limited number of large clients.

Revenues also include amounts representing reimbursable expenses that are billed to and reimbursed by our clients and typically include telecommunication and travel-related costs. The amount of reimbursable expenses that we incur, and any resulting revenues, can vary significantly from period to period depending on each client's situation and on the type of services provided. For the years ended December 31, 2010 and 2009, 4.7% and 5.0%, respectively, of our total revenues represent reimbursement of such expenses.

To the extent our client contracts do not contain provisions to the contrary, we bear the risk of inflation and fluctuations in currency exchange rates with respect to our contracts. We hedge a substantial portion of our Indian rupee/U.S. dollar, Philippine peso/U.S. dollar and U.K. pound sterling/U.S. dollar foreign currency exposure.

Our management has observed in recent periods a shift in industry pricing models toward transaction-based pricing and other pricing models. We believe this trend will continue and we have begun to use transaction-based and other pricing models with some of our current clients and are seeking to move certain other clients from a billing rate model to a transaction-based or other pricing model. Such models place the focus on operating efficiency in order to maintain our operating margins. In addition, we have also observed that prospective larger clients are entering into multi-vendor relationships with regard to their outsourcing needs. We believe that the trend toward multi-vendor relationships will continue. A multi-vendor relationship allows a client to seek more favorable pricing and other contract terms from each vendor, which can result in significantly reduced operating margins from the provision of services to such client for each vendor.

## **Expenses**

### *Cost of Revenues*

Our cost of revenues primarily consists of:

- employee costs, which include salary, retention and other compensation expenses; recruitment and training costs; non-cash amortization of stock compensation expense; and traveling and lodging costs; and
- costs relating to our facilities and communications network, which include telecommunication and IT costs; facilities and customer management support; operational expenses for our outsourcing centers; and rent expenses.

The most significant components of our cost of revenues are employee compensation, recruitment, training and retention. Salary levels in India, employee turnover rates and our ability to efficiently manage and utilize our

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employees significantly affect our cost of revenues. Salary increases are generally awarded each year effective April 1. Accordingly, employee costs are generally lower in the first quarter of each year compared to the rest of the year. We make every effort to manage employee and capacity utilization and continuously monitor service levels and staffing requirements. Although we generally have been able to reallocate our employees as client demand has fluctuated, a contract termination or significant reduction in work assigned to us by a major client could cause us to experience a higher-than-expected number of unassigned employees, which would increase our cost of revenues as a percentage of revenues until we are able to reduce or reallocate our headcount. A significant increase in the turnover rate among our employees in India, particularly among the highly skilled workforce needed to execute outsourcing services, would increase our recruiting and training costs and decrease our operating efficiency, productivity and profit margins. In addition, cost of revenues also includes a non-cash amortization of stock compensation expense relating to our issuance of equity awards to employees directly involved in providing services to our clients.

We expect our cost of revenues to continue to increase as we continue to add professionals in India and in our other operating centers globally to service additional business and as wages continue to increase in India. In particular, we expect training costs to continue to increase as we continue to add staff to service new clients. There is significant competition for professionals with skills necessary to perform the services we offer to our clients. As our existing competitors continue to grow, and as new competitors enter the market, we expect competition for skilled professionals in each of these areas to continue to increase, with corresponding increases in our cost of revenues to reflect increased compensation levels for such professionals. However, a significant portion of our client contracts include adjustments towards inflation to our billing rates year over year which partially offset such increase in cost of revenues. We also expect our cost of revenues to increase due to employee turnover resulting in higher recruitment and training costs. See Item 1A—"Risk Factors—Employee wage increases may prevent us from sustaining our competitive advantage and may reduce our profit margin."

Cost of revenues is also affected by our long selling cycle and implementation period for our outsourcing services, which require significant commitments of capital, resources and time by both our clients and us. Before committing to use our services, potential clients require us to expend substantial time and resources educating them as to the value of our services and assessing the feasibility of integrating our systems and processes with theirs. In addition, once a client engages us in a new contract, our cost of revenues may represent a higher percentage of revenues until the implementation phase for that contract, generally three to four months, is completed.

### *SG&A Expenses*

Our general and administrative expenses are comprised of expenses relating to salaries of senior management and other support personnel, legal and other professional fees, telecommunications, utilities and other miscellaneous administrative costs. Selling and marketing expenses primarily consist of salaries of sales and marketing and client management personnel, travel and brand building. We expect that sales and marketing expenses will continue to increase as we invest in our front-end sales and client management functions to better serve our clients. We also expect our costs to increase as we continue to strengthen our back-end support and enabling functions and invest in leadership development, performance management and training programs. However, our SG&A as a percentage of revenues has declined from 24.0% in 2009 to 23.4% in 2010. SG&A expenses also includes professional fees, which represent the costs of third party legal, tax, accounting and other advisors, bad debt allowance and non-cash amortization of stock compensation expense related to our issuance of equity awards to senior management, members of our board of directors and advisory board, other support personnel and consultants.

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### *Depreciation and Amortization*

Depreciation and amortization pertains to depreciation and amortization of our tangible assets, including network equipment, cabling, computers, office furniture and equipment, motor vehicles and leasehold improvements and intangible assets. As we add facilities, including our three new operations center in Cluj Romania, Noida, India and Jaipur, India which became operational in 2010, we expect that depreciation expense will increase, reflecting additional investments in equipment such as desktop computers, servers and other infrastructure. Amortization of intangible assets acquired is included in depreciation and amortization. Amortization of intangible assets has increased substantially in 2010 due to our recent acquisitions of GTSC and PDMA and we expect this to increase further as we pursue strategic relationships and acquisitions.

### **Foreign Exchange**

#### *Exchange Rates*

We report our financial results in U.S. dollars. However, a significant portion of our total revenues is earned in U.K. pounds sterling (24.3% and 33.9%, respectively, of our total revenues for the year ended December 31, 2010 and 2009) while a significant portion of our expenses are incurred and paid in Indian rupees (58.4% and 57.1%, respectively, of our total costs for the year ended December 31, 2010 and 2009) and the Philippine peso (5.9% and 6.0%, respectively, of our total costs for the year ended December 31, 2010 and 2009). The exchange rates among the Indian rupee, the Philippine peso, the U.K. pound sterling and the U.S. dollar have changed substantially in recent years and may fluctuate in the future. The results of our operations could be substantially impacted as the Indian rupee and U.K. pound sterling appreciate or depreciate against the U.S. dollar. See notes 2 and 7 to our consolidated financial statements and Item 7A—"Quantitative and Qualitative Disclosures about Market Risk—Foreign Currency Risk."

#### *Currency Regulation*

According to the prevailing foreign exchange regulations in India, an exporter of outsourcing and transformation services that is registered with a software technology park in India, such as our Indian subsidiaries in India, is required to realize its export proceeds within a period of 12 months from the date of exports. Similarly, in the event that such exporter has received any advance against exports in foreign exchange from its overseas customers, it will have to render the requisite services so that the advances so received are earned within a period of 12 months. If those subsidiaries in India did not meet these conditions, they would be required to obtain permission from the Reserve Bank of India.

### **Income Taxes**

The fiscal year under the Indian Income Tax Act ends on March 31. Certain of our operations centers in India qualify for an exemption from corporate tax under section 10A or 10B of the Indian Income Tax Act. This exemption is available for a period of ten consecutive years beginning with the financial year in which the operations center begins to manufacture or produce eligible goods and services and expires on April 1, 2011. The tax holiday period for some of our operations centers has already expired and is set to expire for some of our other operations centers on April 1, 2011. Therefore, any profits generated from the services provided from such operations centers will be fully taxable after that date. As a result of the expiration of the tax holiday period during 2011, our tax expense will significantly increase in and after 2011.

During 2010, we have established operations centers in Noida and Jaipur, India in special economic zones that are eligible for tax incentives for services provided from such locations until 2025 under the Special Economic Zones Act, 2005.

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Exl Philippines, our subsidiary that conducts our operations in the Philippines, enjoys a four year income tax holiday extendable up to six years beginning April 2008, the date of commencement of operations. The income tax holiday is subject to validation by the Philippines Economic Zone Authority based on certain minimum investments. If Exl Philippines does not attain the required investments it will not qualify for the income tax holiday and will be subject to a 5% gross income tax.

We recognize deferred tax assets and liabilities for temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss carry forwards. We determine if a valuation allowance is required or not on the basis of an assessment of whether it is more likely than not that a deferred tax asset will be realized.

### **Critical Accounting Policies and Estimates**

The discussion and analysis of our financial condition and results of operations are based upon the financial statements included in this Annual Report on Form 10-K, which have been prepared in accordance with U.S. GAAP. The notes to our consolidated financial statements contain a summary of our significant accounting policies. We consider the policies discussed below to be critical to an understanding of our consolidated financial statements, as their application places the most significant demands on management's judgment regarding matters that are inherently uncertain. These policies include revenue recognition, estimating tax liabilities, stock-based compensation, goodwill, intangibles and long-lived assets, derivative instruments and pension plan liabilities. These accounting policies and the associated risks are set out below. Future events may not develop exactly as forecast and estimates routinely require adjustment.

### ***Revenue Recognition***

The Company derives its revenues from outsourcing and transformation services. Revenues from outsourcing services are recognized primarily on a time-and-material, cost-plus or unit-priced basis; revenues from transformation services are recognized primarily on a time-and-material, fixed price or contingent fee basis. The services provided within our contracts generally contain one unit of accounting. Revenues are recognized under our contracts generally when persuasive evidence of an arrangement exists, the sales price is fixed or determinable, services have been performed and collection of amounts billed is reasonably assured.

Revenues under time-and-material contracts are recognized as the services are performed. Revenues are recognized on cost-plus contracts on the basis of contractually agreed direct and indirect costs incurred on a client contract plus an agreed upon profit markup. Revenues are recognized on unit-price based contracts based on the number of specified units of work (such as the number of email responses) delivered to a client. Such revenues are recognized as the related services are provided in accordance with the client contract. When the terms of the client contract specify service level parameters that must be met (such as turnaround time or accuracy), we monitor such service level parameters to determine if any service credits or penalties have been incurred. Revenues are recognized net of any service credits that are due to a client. We have experienced minimal service credits and penalties to date.

Revenues from software licensing arrangements are recognized at the later of time of delivery or expiration of significant termination rights. Revenues from fixed-term maintenance and support contracts are recognized ratably on a monthly basis over the period of the contract. Revenues from contracts for software modification are generally fixed price contracts and are recognized under the proportional performance method as described below.

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Revenues are recognized on fixed-price contracts using the proportional performance method. We estimate the proportional performance of a contract by comparing the actual number of hours or days worked to the estimated total number of hours or days required to complete each engagement. The use of the proportional performance method requires significant judgment relative to estimating the number of hours or days required to complete the contracted scope of work, including assumptions and estimates relative to the length of time to complete the project and the nature and complexity of the work to be performed. We regularly monitor our estimates for completion of a project and record changes in the period in which a change in an estimate is determined. If a change in an estimate results in a projected loss on a project, such loss is recognized in the period in which it is first identified.

We make accruals for revenues and receivables for services rendered between the last billing date and the balance sheet date. Accordingly, our accounts receivable include amounts for services that we have performed and for which an invoice has not yet been issued to the client. These are included in accounts receivable on our consolidated balance sheet and the amounts are disclosed in the notes to our consolidated financial statements.

### ***Goodwill, Intangible Assets and Long-lived Assets***

Accounting Standards Codification (ASC) topic 850, “*Business Combinations*” (ASC No. 805), requires that the purchase method of accounting be used for all business combinations. The guidance specifies criteria as to intangible assets acquired in a business combination that must be recognized and reported separately from goodwill. In accordance with ASC topic 350, “*Intangibles—Goodwill and Other*” (ASC No. 350), all assets and liabilities of the acquired businesses including goodwill are assigned to reporting units. We evaluate goodwill for impairment at least annually, or as circumstances warrant. When determining the fair value of our reporting units, we utilize various assumptions, including projections of future cash flows. Any adverse changes in key assumptions about our businesses and their prospects or an adverse change in market conditions may cause a change in the estimation of fair value and could result in an impairment charge.

We review long-lived assets and certain identifiable intangibles for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In general, we will recognize an impairment loss when the sum of undiscounted expected future cash flows is less than the carrying amount of such asset. The estimate of undiscounted cash flows and the fair value of assets require several assumptions and estimates like the weighted average cost of capital, discount rates, risk-free rates, market rate of return and risk premiums and can be affected by a variety of factors, including external factors such as industry and economic trends, and internal factors such as changes in our business strategy and our internal forecasts. Although we believe the historical assumptions and estimates we have made are reasonable and appropriate, different assumptions and estimates could materially impact our reported financial results.

### ***Stock-based Compensation***

Under the fair value recognition provisions of ASC topic 718, “*Compensation—Stock Compensation*” (ASC No. 718), cost is measured at the grant date, based on the fair value of the award and is amortized on a straight-line basis over the requisite service periods of the awards, which is generally the vesting periods. Determining the fair value of stock-based awards at the grant date requires significant judgment, including estimating the expected term over which the stock awards will be outstanding before they are exercised, the expected volatility of our stock and the number of stock-based awards that are expected to be forfeited. In order to determine the estimated period of time that we expect employees to hold their share-based options, we have used data on the historical exercise pattern of employees. We use the historical volatility of our common stock and the volatility of stocks of our comparative companies in order to estimate future share price trends. We use historical data to estimate pre-vesting option forfeitures and record stock-based compensation expense only for those awards that are expected to vest. The risk-free interest rate that we use in the option valuation model is based on U.S. treasury zero-coupon bonds with a remaining term similar to the expected term of the options. We do not anticipate paying any cash dividends in the foreseeable future and therefore use an expected dividend yield of

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zero in the option valuation model. If the actual forfeiture rate differs significantly from our estimates, our stock-based compensation expense and our results of operations could be materially impacted.

### ***Derivative Instruments and hedging activities***

In the normal course of business, we actively look to mitigate the exposure of foreign currency market risk by entering into various hedging instruments, authorized under our policies, with counterparties that are highly rated financial institutions. Our primary exchange rate exposure is with the U.K. pound sterling and the Indian rupee. We also have exposure in Philippine pesos, Czech koruna and other local currencies where we operate. We use derivative instruments for the purpose of mitigating the underlying exposure from foreign currency fluctuation risks associated with forecasted transactions denominated in certain foreign currencies and to minimize earnings and cash flow volatility associated with the changes in foreign currency exchange rates and not for speculative trading purposes.

We hedge anticipated transactions that are subject to foreign exchange exposure with foreign currency exchange contracts that are designated effective and that qualify as cash flow hedges under ASC topic 815, “*Derivatives and Hedging*” (ASC No. 815). Changes in the fair value of these cash flow hedges which are deemed effective, are deferred and recorded as a component of accumulated other comprehensive income/(loss), net of tax (AOCI) until the hedged transactions occur and are then recognized in the consolidated statements of income. Changes in the fair value of cash flow hedges deemed ineffective are recognized in the consolidated statement of income and are included in foreign exchange gain/(loss).

We also use derivatives consisting of foreign currency exchange contracts not designated as hedging instruments under ASC No. 815 to hedge intercompany balances and other monetary assets or liabilities denominated in currencies other than the functional currency. Changes in the fair value of these derivatives are recognized in the consolidated statements of income and are included in foreign exchange gain/(loss).

We value our derivatives based on market observable inputs including both forward and spot prices for currencies. Derivative assets and liabilities included in Level 2 primarily represent foreign currency forward contracts. The quotes are taken primarily from highly rated financial institutions.

We evaluate hedge effectiveness at the time a contract is entered into as well as on an ongoing basis. If during this time, a contract is deemed ineffective, the change in the fair value is recorded in the consolidated statements of income and is included in foreign exchange gain/(loss). For hedge relationships that are discontinued because the forecasted transaction is not expected to occur by the end of the originally specified period, any related derivative amounts recorded in equity are reclassified to earnings.

### ***Income Taxes***

We utilize the asset and liability method of accounting for income taxes. Under this method, income tax expense is recognized for the amount of taxes payable or refundable for the current year. In addition, deferred tax assets and liabilities are recognized in respect of future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their tax bases and operating losses carried forward, if any. Deferred tax assets and liabilities are measured using the anticipated tax rates for the years in which such temporary differences are expected to be recovered or settled. We recognize the effect of a change in tax rates on deferred tax assets and liabilities during the period in which the new tax rate was enacted or the change in tax status was filed or approved. Deferred tax assets are recognized in full, subject to a valuation allowance that reduces the amount recognized to that which is more likely than not to be realized. In assessing the likelihood of realization, we consider estimates of future taxable income. With respect to any entity that benefits from a corporate tax holiday, deferred tax assets or liabilities for existing temporary differences are recorded only to the extent such temporary differences are expected to reverse following the expiration of the tax holiday.

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We also evaluate potential exposures related to tax contingencies or claims made by the tax authorities in various jurisdictions in order to determine whether a reserve may be required. A reserve is recorded if we believe that a loss is more likely than not to occur and if the amount of such loss can be reasonably estimated. Such reserves are based on estimates and, consequently, are subject to changing facts and circumstances, including the progress of ongoing audits, changes in case law and the passage of new legislation. We believe that we have established adequate reserves to cover any potential additional tax assessments.

We generally anticipate that we will indefinitely reinvest the undistributed earnings of our foreign subsidiaries or have the ability to repatriate in a tax-free manner. Accordingly, we do not accrue any material income, distribution or withholding taxes that would otherwise arise if such earnings were repatriated in a taxable manner.

We employ a two-step process for recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining, based on the technical merits, that the position will, more likely than not, be sustained upon examination. The second step is to measure the tax benefit as the largest amount of the tax benefit that has a greater than 50% likelihood of being realized upon settlement. Our provision for income tax expense also takes into account any interest or penalties related to unrecognized tax benefits.

### ***Retirement Benefits***

We provide our employees in India and the Philippines with benefits under a defined benefit plan, which we refer to as the Gratuity Plan. The Gratuity Plan provides a lump sum payment to vested employees on retirement or on termination of employment in an amount based on the respective employee's salary and years of employment with us. We determine our liability under the Gratuity Plan by actuarial valuation using the projected unit credit method. Under this method, we determine our liability based upon the discounted value of salary increases until the date of separation arising from retirement, death, resignation or other termination of services. Critical assumptions used in measuring the plan expense and projected liability under the projected unit credit method include the discount rate, expected return on assets and the expected increase in the compensation rates. We evaluate these critical assumptions at least annually. If actual results differ significantly from our estimates, our gratuity expense and our results of operations could be materially impacted.



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### Results of Operations

The following table summarizes our results of operations:

	Year ended December 31,		
	2010	2009	2008
	(in million)		
Revenues <sup>(1)</sup>	\$252.8	\$191.0	\$181.7
Cost of revenues (exclusive of depreciation and amortization) <sup>(2)</sup>	151.3	109.4	112.4
Gross profit	101.5	81.6	69.3
Operating expenses:			
General and administrative expenses <sup>(3)</sup>	40.3	31.9	31.1
Selling and marketing expenses <sup>(3)</sup>	18.8	13.9	11.3
Depreciation and amortization expenses <sup>(4)</sup>	15.9	11.4	11.2
Total operating expenses	75.0	57.2	53.6
Income from continuing operations	26.5	24.4	15.7
Other income/(expense):			
Foreign exchange gain/(loss)	4.2	(5.9)	(9.4)
Interest and other income	1.4	1.0	3.5
Income from continuing operations before income taxes	32.1	19.5	9.8
Income tax provision/(benefit)	5.5	3.7	(1.3)
Income from continuing operations	26.6	15.8	11.1
Income/(Loss) from discontinued operations, net of taxes	—	(0.1)	3.3
Net income	\$ 26.6	\$ 15.7	\$ 14.4

- (1) Revenues include reimbursable expenses of \$11.8 million in 2010, \$9.6 million in 2009 and \$11.8 million in 2008. Revenues also include contract termination fees of \$5.1 million in 2009 and \$0.4 million in 2008.
- (2) Cost of revenues includes \$1.6 million, \$1.4 million and \$1.1 for the years ended December 31, 2010, 2009 and 2008, respectively, as non-cash amortization of stock compensation expense relating to the issuance of equity awards to employees directly involved in providing services to our clients as described in note 13 to our consolidated financial statements.
- (3) General and administrative expenses and selling and marketing expenses include \$6.9 million, \$5.7 million and \$4.2 million for the years ended December 31, 2010, 2009 and 2008, respectively, as non-cash amortization of stock compensation expense relating to the issuance of equity awards to our non-operations staff as described in note 13 to our consolidated financial statements.
- (4) Depreciation and amortization includes \$2.0 million, \$0.2 million and \$0.5 million for the years ended December 31, 2010, 2009 and 2008, respectively, of amortization of intangibles as described in note 5 to our consolidated financial statements.

### *Year Ended December 31, 2010 Compared to Year Ended December 31, 2009*

**Revenues.** Revenues increased 32.3% from \$191.0 million for the year ended December 31, 2009 to \$252.8 million for the year ended December 31, 2010. Revenues from outsourcing services increased from \$152.6 million during the year ended December 31, 2009 to \$192.1 million during the year ended December 31, 2010. The increase in revenues from outsourcing services of \$44.6 million (excluding the receipt of a one-time contract termination fee of \$5.1 million in 2009) is primarily driven by revenues of \$29.1 million from new clients, including the acquisitions of GTSC and PDMA, net volume increases from existing clients aggregating to \$12.5 million and revenues of \$3.0 million due to the appreciation of the Indian rupee against the U.S. dollar during the year ended December 31, 2010 compared to the year ended December 31, 2009.

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Revenues from transformation services increased from \$38.4 million during the year ended December 31, 2009 to \$60.7 million during the year ended December 31, 2010. The increase is primarily due to a combination of increased revenues in recurring or annuity decision analytics services and an increase in project-based engagements both in our decision analytics and risk and financial management practices. Revenues from new clients for transformation services were \$4.1 million and \$1.8 million during the years ended December 31, 2010 and 2009, respectively.

**Cost of Revenues.** Cost of revenues increased 38.3% from \$109.4 million for the year ended December 31, 2009 to \$151.3 million for the year ended December 31, 2010. The increase in cost of revenues is primarily due to a \$13.4 million increase in employee-related costs as a result of an increase in the number of our personnel directly involved in providing services to our clients. The increase in costs of revenues can also be attributed to \$13.7 million of employee-related costs incurred in connection with acquisitions, a \$2.3 million increase in reimbursable expenses (resulting in an increase in revenues), a \$7.1 million increase in facilities and other operating expenses (primarily due to acquisitions and the creation of new operating centers to meet business growth), and a \$5.4 million aggregate increase due to the appreciation of the Indian rupee and the Philippine peso against the U.S. dollar during the year ended December 31, 2010 compared to the year ended December 31, 2009. Cost of revenues as a percentage of revenues increased from 57.3% for the year ended December 31, 2009 to 59.9% for the year ended December 31, 2010.

**Gross Profit.** Gross profit increased 24.3% from \$81.6 million for the year ended December 31, 2009 to \$101.5 million for the year ended December 31, 2010. The increase in gross profit was primarily due to an increase in revenues of \$61.8 million, offset by the increase in cost of revenues of \$41.9 million. Gross profit as a percentage of revenues decreased from 42.7% for the year ended December 31, 2009 to 40.1% for the year ended December 31, 2010, primarily due to the receipt of a contract termination fee of \$5.1 million in 2009 and the impact of appreciation of the Indian rupee against the U.S. dollar.

**SG&A Expenses.** SG&A expenses increased 29.1% from \$45.8 million for the year ended December 31, 2009 to \$59.1 million for the year ended December 31, 2010. The increase in SG&A expenses is primarily due to an increase in employee-related costs of \$8.0 million, including our continued investment in front-end sales and client management personnel, an increase in facilities-related costs of \$2.2 million, primarily related to our new operations centers in Jaipur and Noida, India, an increase in other SG&A costs of \$1.9 million including our acquisition related expenses and an increase of \$1.0 million due to the appreciation of the Indian rupee against the U.S. dollar during the year ended December 31, 2010 compared to the year ended December 31, 2009. As a percentage of revenues, SG&A decreased from 24.0% for the year ended December 31, 2009 to 23.4% for the year ended December 31, 2010.

**Depreciation and Amortization.** Depreciation and amortization increased 38.8% from \$11.4 million for the year ended December 31, 2009 to \$15.9 million for the year ended December 31, 2010. The increase is primarily due to the increase in amortization of acquisition-related intangibles of \$1.8 million, depreciation related to our new operations centers including our acquisitions of \$2.0 million and an increase of \$0.7 million due to the appreciation of the Indian rupee against the U.S. dollar. As we add more operations centers, we expect that depreciation expense will increase to reflect the additional investment in equipment and operations centers necessary to meet our service requirements.

**Income from Operations.** Income from operations increased 8.7% from \$24.4 million for the year ended December 31, 2009 to \$26.5 million for the year ended December 31, 2010. As a percentage of revenues, income from operations decreased from 12.8% for the year ended December 31, 2009 to 10.5% for the year ended December 31, 2010. The decrease in income from operations as a percentage of revenues was primarily due to the receipt of a contract termination fee of \$5.1 million during the year ended December 31, 2009.

**Other Income/(Expense).** Other income/(expense) is comprised of foreign exchange gains and losses, interest income, interest expense and other items. Other income/(expense) increased from (\$4.9) million for the

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year ended December 31, 2009 to \$5.6 million for the year ended December 31, 2010, primarily as a result of net foreign exchange gain of \$4.2 million during the year ended December 31, 2010 compared to net foreign exchange losses of (\$5.9) million during the year ended December 31, 2009 attributable to movement of the U.S. dollar against the Indian rupee. The average exchange rate of the Indian rupee against the U.S. dollar was 45.65 during the year ended December 31, 2010 compared to 48.39 during the year ended December 31, 2009.

**Provision for Income Taxes.** Provision for income taxes increased from \$3.7 million for the year ended December 31, 2009 to \$5.5 million for the year ended December 31, 2010. The effective tax rate decreased from 19.0% for the year ended December 31, 2009 to 17.1% for the year ended December 31, 2010. The decrease in effective tax rate in 2010 was primarily due to the realization of a contract termination fee of \$5.1 million in 2009 and was partially offset by the higher income in the U.S and our recent acquisitions which are fully taxable. Please see note 12 to our consolidated financial statements for further details.

**Net Income.** Net income increased from \$15.7 million for the year ended December 31, 2009 to \$26.6 million for the year ended December 31, 2010, primarily due to an increase in operating income of \$2.1 million and other income of \$10.5 million, partially offset by an increase in provision for income taxes of \$1.8 million. As a percentage of revenues, net income increased from 8.2% for the year ended December 31, 2009 to 10.5% for the year ended December 31, 2010.

### **Year Ended December 31, 2009 Compared to Year Ended December 31, 2008**

**Revenues.** Revenues increased 5.1% from \$181.7 million for the year ended December 31, 2008 to \$191.0 million for the year ended December 31, 2009. Revenues from outsourcing services increased from \$138.8 million during the year ended December 31, 2008 to \$152.6 million during the year ended December 31, 2009. The increase is primarily due to volume increases within existing clients and the addition of approximately 120 processes during 2009 aggregating to \$12.5 million, receipt of a contract termination fee of \$5.1 million, revenues of \$4.2 million from new clients, including the acquisition of Schneider S.R.O., which increases were partially offset by a \$7.9 million reduction due to the appreciation of the U.S. dollar against the U.K. pound sterling.

Revenues from transformation services decreased from \$42.9 million during the year ended December 31, 2009 to \$38.4 million during the year ended December 31, 2008. The decrease in revenue is primarily due to reduced client spending on discretionary projects in 2009 and \$1.3 million of the reduction is due to the appreciation of the U.S. dollar against the U.K. pound sterling. Revenues from new clients for transformation services were \$1.8 million and \$3.8 million during the year ended December 31, 2009 and 2008, respectively.

**Cost of Revenues.** Cost of revenues decreased 2.7% from \$112.4 million for the year ended December 31, 2008 to \$109.4 million for the year ended December 31, 2009. Employee costs decreased from \$78.4 million for the year ended December 31, 2008 to \$76.1 million for the year ended December 31, 2009. The decrease is primarily due to the depreciation of the Indian rupee against the U.S. dollar, resulting in a decrease in of \$6.2 million and a decrease in employee transportation costs of \$2.1 million as part of our cost management initiatives. This decrease is partially offset by an annual increase in salaries and other related costs of \$3.8 million and costs of \$2.2 million related to our new operations center in Olomouc, the Czech Republic. Other operating costs decreased from \$34.1 million for the year ended December 31, 2008 to \$33.3 million for the year ended December 31, 2009, primarily due to the depreciation of the Indian rupee against the U.S. dollar. As a percentage of revenues, cost of revenues decreased from 61.9% for the period ended December 31, 2008 to 57.3% for the year ended December 31, 2009.

**Gross Profit.** Gross profit increased 17.8% from \$69.3 million for the year ended December 31, 2008 to \$81.6 million for the year ended December 31, 2009. The increase in gross profit was primarily due to an increase in revenues of \$9.3 million and decrease in cost of revenues of \$3.0 million. Gross profit as a percentage of revenues increased from 38.1% for the year ended December 31, 2008 to 42.7% for the year ended December 31, 2009, primarily due to an improvement of 160 basis points as a result of the receipt of a contract

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termination fee, approximately 200 basis points as a result of higher productivity in our outsourcing services and a balance increase due to a decrease in cost of revenues, as mentioned above.

**SG&A Expenses.** SG&A expenses increased 7.9% from \$42.4 million for the year ended December 31, 2008 to \$45.8 million for the year ended December 31, 2009. The increase in SG&A expenses is primarily due to an increase in selling and marketing expenses of \$2.6 million and acquisition-related transaction costs of \$0.5 million. As a percentage of revenues, SG&A increased from 23.4% for the year ended December 31, 2008 to 24.0% for the year ended December 31, 2009.

**Depreciation and Amortization.** Depreciation and amortization increased 2.2% from \$11.2 million for the year ended December 31, 2008 to \$11.4 million for the year ended December 31, 2009, primarily due to an increase in depreciation related to our operations centers in India and Philippines of \$1.0 million and \$0.2 million related to our new operations center in Olomouc, the Czech Republic. This increase is offset by the depreciation of the Indian rupee against the U.S. dollar, resulting in a decrease in cost of \$1.0 million. As we add more operations centers, we expect that depreciation expense will increase to reflect the additional investment in equipment and operations centers necessary to meet our service requirements.

**Income from Operations.** Income from operations increased 55.8% from \$15.7 million for the year ended December 31, 2008 to \$24.4 million for the year ended December 31, 2009. As a percentage of revenues, income from operations increased from 8.6% for the year ended December 31, 2008 to 12.8% for the year ended December 31, 2009. The increase in income from operations was primarily due to an increase in revenues.

**Other Income/(expense).** Other income/(expense) is comprised of foreign exchange gains and losses, interest income, interest expense and other. Other expenses decreased from \$(5.9) million for the year ended December 31, 2008 to \$(4.9) million for the year ended December 31, 2009 as a result of a decrease in net foreign exchange losses by \$3.4 million attributable to movement of the Indian rupee against the U.S. dollar and the U.K. pound sterling relative to our foreign exchange hedged position. This decrease is partially offset by lower interest income of \$2.4 million during the year ended December 31, 2009, due to lower interest rates.

**Provision for Income Taxes.** Provision for income taxes increased from a benefit of \$1.3 million for the year ended December 31, 2008 to an expense of \$3.7 million for the year ended December 31, 2009. The effective rate of taxes has increased significantly from a benefit of 13.7% for the year ended December 31, 2008 to an expense of 19.0% for the year ended December 31, 2009, primarily due to higher income in the U.S. and realization of a contract termination fee of \$5.1 million. Please see note 12 to our consolidated financial statements for further details.

**Income/(loss) from Continuing Operations.** Income from continuing operations increased from \$11.1 million for the year ended December 31, 2008 to \$15.8 million for the year ended December 31, 2009, primarily due to increase in higher operating income, partially offset by a higher provision for taxes. As a percentage of revenues, income from continuing operations increased from 6.1% for the year ended December 31, 2008 to 8.3% for the year ended December 31, 2009.

## **Liquidity and Capital Resources**

At December 31, 2010, we had \$114.3 million in cash and cash equivalents and short-term investments.

Cash flows provided by operating activities increased from \$35.7 million in the year ended December 31, 2009 to \$36.5 million in the year ended December 31, 2010. Generally, factors that affect our earnings—including pricing, volume of services, costs and productivity—affect our cash flows provided by or used for operations in a similar manner. However, while management of working capital, including timing of collections and payments, affects operating results only indirectly, the impact on the working capital and cash flows provided by operating activities can be significant. The increase in cash flows provided by operations for the year ended December 31, 2010 was predominantly due to an increase in net income adjusted for non-cash items by

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\$23.3 million, offset by a decrease in working capital of \$22.5 million. The increase in net income adjusted for non-cash items is primarily due to an increase in net income of \$10.9 million, depreciation and amortization of \$4.4 million and decrease in deferred taxes of \$6.0 million during the year ended December 31, 2010 as compared to the year ended December 31, 2009.

Changes in working capital are primarily due to an increase in trade accounts receivable of \$8.2 million as a result of higher revenues, income taxes payable of \$8.4 million due to payment of advance tax and an increase in other assets of \$5.3 million as of December 31, 2010 compared to December 31, 2009. Our days' sales outstanding decreased from 58 days as of December 31, 2009 to 57 days as of December 31, 2010.

Cash flows used for investing activities increased from \$17.3 million in the year ended December 31, 2009 to \$61.0 million in the year ended December 31, 2010. The increase is primarily due to the payment of the purchase consideration of approximately \$29.1 million for the GTSC acquisition and \$13.0 million for the acquisition of PDMA (net of cash acquired) during the year ended December 31, 2010.

Cash flows provided by financing activities increased from \$0.5 million in the year ended December 31, 2009 to \$2.9 million during the year ended December 31, 2010, primarily representing the increase in proceeds from exercises of stock options.

We expect to use cash from operating activities to maintain and expand our business. As we have focused on expanding our cash flow from operating activities, we continue to make capital investments, primarily related to new facilities and capital expenditures associated with leasehold improvements to build out our facilities and purchase of telecommunications equipment and computer hardware and software in connection with managing client operations. We incurred approximately \$19.9 million of capital expenditures in the year ended December 31, 2010. We expect to incur capital expenditures of between \$20.0 million to \$25.0 million in the calendar year 2011, primarily to meet the growth requirements of our clients, including additions to our existing facilities in India as well as to improve our internal technology. The timing and volume of such capital expenditures in the future will be affected by new client contracts we may enter into or the expansion of business under our existing client contracts.

In connection with the tax assessment orders issued against Exl India and Exl Inc. we may be required to deposit additional amounts with respect to the assessment orders received by us and for similar orders for subsequent years that may be received by us. Refer to note 16 to our consolidated financial statements for further details.

We anticipate that we will continue to rely upon cash from operating activities to finance our smaller acquisitions, capital expenditures and working capital needs. Based on economic conditions as of December 31, 2010, we believe that cash flow from operations will be sufficient to meet our ongoing capital expenditure, working capital and other cash needs in the near term. If we have significant growth through acquisitions, we may need to obtain additional financing.

### **Off-Balance Sheet Arrangements**

As of December 31, 2010, we had no off-balance sheet arrangements or obligations.

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### Contractual Obligations

The following table sets forth our contractual obligations as of December 31, 2010:

	Payment Due by Period				Total
	Less than 1 year	1-3 years	4-5 years (in millions)	After 5 years	
Capital leases	\$ 0.3	\$ 0.4	\$ —	\$ —	\$ 0.7
Operating leases	5.1	5.7	1.2	1.8	13.8
Purchase obligations	4.1	—	—	—	4.1
Other obligations(a)	1.0	1.8	1.6	2.4	6.8
Total contractual cash obligations(b)	<u>\$ 10.5</u>	<u>\$ 7.9</u>	<u>\$ 2.8</u>	<u>\$ 4.2</u>	<u>\$ 25.4</u>

- (a) Represents estimated payments under the Company's Gratuity Plan.
- (b) Excludes \$4.1 million related to uncertain tax positions, since the extent of the amount and timing of payment is currently not reliably estimable or determinable.

Certain units of our Indian subsidiaries have been established as 100% Export-Oriented units under the Export Import Policy or Software Technology Parks of India units (STPI) under the STPI guidelines issued by the Government of India that has provided us with certain incentives on imported and indigenous capital goods on fulfillment of certain conditions. In the event that these units are unable to meet those conditions over the specified period, we may be required to refund those incentives along with penalties and fines. However, we believe that these units have in the past and will continue to satisfy those conditions.

Exl Philippines is registered as an Ecozone IT Enterprise with the Philippines Economic Zone Authority. The registration has provided the Company with certain incentives on the import of capital goods. Exl Philippines has an export obligation of approximately \$39.3 million during the three year period ending March 2011.

### Recent Accounting Pronouncements

In May 2009, the Financial Accounting Standards Board (FASB) issued ASC 855, *Subsequent Events*, which provides guidance on events that occur after the balance sheet date but prior to the issuance of the financial statements. ASC 855 distinguishes events requiring recognition in the financial statements and those that may require disclosure in the financial statements. In February 2010, the FASB released Accounting Standards Update (ASU) No. 2010-09, an update to ASC 855, *Subsequent Events*, which revised various terms and definitions within the guidance and provided new guidance upon the date which entities must evaluate subsequent events. This ASU requires that we must evaluate subsequent events through the date on which the financial statements are issued, rather than the date the financial statements are available to be issued, and the disclosure of this date is no longer required in the notes to the financial statements. We have evaluated subsequent events through the date of this Annual Report on Form 10-K.

In September 2009, the FASB issued Update No. 2009-13, "*Multiple-Deliverable Revenue Arrangements—a consensus of the FASB Emerging Issues Task Force*." It updates the existing multiple-element revenue arrangements guidance currently included under ASC topic 605-25, which originated primarily from the guidance in EITF Issue No. 00-21, "*Revenue Arrangements with Multiple Deliverables*." The revised guidance primarily provides two significant changes: (1) eliminates the need for objective and reliable evidence of the fair value for the undelivered element in order for a delivered item to be treated as a separate unit of accounting, and (2) eliminates the residual method to allocate the arrangement consideration. In addition, the guidance also expands the disclosure requirements for revenue recognition. ASU 2009-13 will be effective for the first annual reporting period beginning on or after June 15, 2010, with early adoption permitted provided that the revised guidance is retroactively applied to the beginning of the year of adoption. We have chosen to adopt the new

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guidance from January 1, 2011. Currently we do not expect there to be any impact from the adoption of ASU 2009-13 as the number of multiple-deliverable revenue arrangements are insignificant.

In January 2010, the FASB issued Update No. 2010-6, “*Improving Disclosures about Fair Value Measurement*” to amend the disclosure requirements related to recurring and nonrecurring fair value measurements. The guidance requires new disclosures on the transfers of assets and liabilities between Level 1 (quoted prices in active market for identical assets or liabilities) and Level 2 (significant other observable inputs) of the fair value measurement hierarchy, including the reasons and the timing of the transfers. Additionally, the guidance requires a roll forward of activities on purchases, sales, issuance and settlements of the assets and liabilities measured using significant unobservable inputs (Level 3 fair value measurements). This guidance is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures regarding Level 3 fair value measurements which are effective for fiscal years beginning after December 15, 2010. The adoption of this new guidance did not have a material impact on our consolidated financial statements. See note 6 to our consolidated financial statements for further details.

In December 2010, the FASB issued authoritative guidance which specifies that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combinations that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. Furthermore, this guidance expands the supplemental pro forma disclosure requirement. This authoritative guidance is effective prospectively for business combinations with an acquisition date on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. We do not expect the adoption of this guidance to have a material effect on our consolidated financial statements.

### **Forward Looking Statements**

This Annual Report on Form 10-K contains forward looking statements. You should not place undue reliance on those statements because they are subject to numerous uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control. Forward looking statements include information concerning our possible or assumed future results of operations, including descriptions of our business strategy. These statements often include words such as “may,” “will,” “should,” “believe,” “expect,” “anticipate,” “intend,” “plan,” “estimate” or similar expressions. These statements are based on assumptions that we have made in light of our experience in the industry as well as our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances. As you read and consider this Annual Report on Form 10-K, you should understand that these statements are not guarantees of performance or results. They involve known and unknown risks, uncertainties and assumptions. Although we believe that these forward looking statements are based on reasonable assumptions, you should be aware that many factors could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward looking statements. These factors include but are not limited to:

- our dependence on a limited number of clients in a limited number of industries;
- worldwide political, economic or business conditions;
- negative public reaction in the United States or elsewhere to offshore outsourcing;
- fluctuations in our earnings;
- our ability to attract and retain clients;
- restrictions on immigration;
- our ability to hire and retain enough sufficiently trained employees to support our operations;

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- our ability to grow our business or effectively manage growth and international operations;
- increasing competition in our industry;
- telecommunications or technology disruptions;
- fluctuations in exchange rates between the currencies in which we receive our revenues and the currencies in which we incur our costs;
- regulatory, legislative and judicial developments, including changes to or the withdrawal of governmental fiscal incentives;
- technological innovation;
- political or economic instability in the geographies in which we operate;
- our ability to successfully consummate or integrate strategic acquisitions; and
- adverse outcome of our disputes with the Indian tax authorities.

These and other factors are more fully discussed elsewhere in this Annual Report on Form 10-K. These and other risks could cause actual results to differ materially from those implied by forward looking statements in this Annual Report on Form 10-K.

You should keep in mind that any forward looking statement made by us in this Annual Report on Form 10-K, or elsewhere, speaks only as of the date on which we make it. New risks and uncertainties come up from time to time, and it is impossible for us to predict these events or how they may affect us. We have no obligation to update any forward looking statements in this Annual Report on Form 10-K after the date of this Annual Report on Form 10-K, except as required by federal securities laws.

### **ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk**

#### ***General***

Market risk is the loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market sensitive financial instruments including foreign currency receivables and payables.

Our exposure to market risk is a function of our expenses and revenue generating activities in foreign currencies. The objective of market risk management is to avoid excessive exposure of our earnings and equity to loss. We manage market risk through our treasury operations. Our senior management and our board of directors approve our treasury operation's objectives and policies. The activities of our treasury operations include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, if any, and ensuring compliance with market risk limits and policies.

#### ***Components of Market Risk***

***Foreign Currency Risk.*** Our exposure to market risk arises principally from exchange rate risk. Although substantially all of our revenues are denominated in U.S. dollars (72.0% in the year ended December 31, 2010) or U.K. pounds sterling (24.3% in the year ended December 31, 2010), substantial portion of our expenses were incurred and paid in Indian rupees and Philippine pesos (58.4% and 5.9%, respectively, in the year ended December 31, 2010). We also incur expenses in U.S. dollars, the Czech koruna and the currencies of the other countries in which we have operations. The exchange rates primarily among the Indian rupee, the Philippine peso, U.K. pound sterling, Czech koruna and the U.S. dollar have changed substantially in recent years and may fluctuate substantially in the future.



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Our exchange rate risk primarily arises from our foreign currency revenues, expenses incurred by our foreign subsidiaries and foreign currency accounts receivable and payable. Based upon our level of operations during the year ended December 31, 2010 and excluding any hedging arrangements that we had in place during that period, a 5.0% appreciation/depreciation in the U.K. pound sterling against the U.S. dollar would have increased/decreased revenues in the year ended December 31, 2010 by approximately \$0.5 million. Similarly, a 5.0% appreciation/depreciation in the Indian rupee against the U.S. dollar would have increased/decreased our expenses incurred and paid in Indian rupees in the year ended December 31, 2010 by approximately \$6.4 million.

We have sought to reduce the effect of Indian rupee and Philippine peso and certain other local currency exchange rate fluctuations on our operating results by purchasing forward foreign exchange contracts to cover a substantial portion of our expected cash flows. Further, a significant number of our customer contracts include protection against foreign exchange rate fluctuations which minimizes the impact of volatility in the exchange rates on our operating results. Forward exchange contracts with notional amounts of \$129.1 million were outstanding at December 31, 2010 and of \$80.7 million were outstanding at December 31, 2009. At December 31, 2010, the cash flow hedging derivatives had maturity periods of one to thirty-three months. These contracts must be settled on the day of maturity or may be cancelled subject to the payment of any gains or losses in the difference between the contract exchange rate and the market exchange rate on the date of cancellation. We use these instruments as cash flow hedges and not for any speculative purposes. We may not purchase contracts adequate to insulate ourselves from Indian rupee and Philippine pesos foreign exchange currency risks. In addition, any such contracts may not perform adequately as a hedging mechanism. We may, in the future, adopt more active hedging policies, and have done so in the past.

We hedge our net recognized foreign currency assets and liabilities with foreign exchange forward contracts to reduce the risk that our earnings and cash flows will be adversely affected by changes in foreign currency exchange rates. These derivative instruments hedge assets and liabilities that are denominated in foreign currencies and are carried at fair value with changes in the fair value recorded as foreign exchange gain/(loss). These derivative instruments do not subject us to material balance sheet risk due to exchange rate movements because gains and losses on the settlement of these derivatives are intended to offset revaluation losses and gains on the assets and liabilities being hedged. Forward exchange contracts with notional amounts of \$36.9 million, GBP 8.4 million and EUR 0.79 million were outstanding at December 31, 2010 and of \$9.3 million and GBP 7.7 million were outstanding at December 31, 2009. At December 31, 2010, the outstanding balance sheet hedging derivatives had maturities of 30 days or less.

**Interest Rate Risk.** We had cash, cash equivalents and short-term investments totaling \$114.3 million at December 31, 2010. These amounts were invested principally in a short-term investment portfolio primarily comprised of highly-rated mutual funds, money market accounts and time deposits. The cash and cash equivalents are held for potential acquisitions of complementary businesses or assets, working capital requirements and general corporate purposes. We do not enter into investments for trading or speculative purposes. We believe that we have no material exposure to changes in the fair value of our investment portfolio as a result of changes in interest rates. The interest income from these funds will be subject to fluctuations due to changes in interest rates. Declines in interest rates would reduce future investment income. A 1.0% change in short term rates would impact our interest income for the year ended December 31, 2010 by approximately \$0.9 million.

**Credit Risk.** As of December 31, 2010, we had accounts receivable of \$44.2 million. Accounts receivable from our two largest clients accounted for 17% and 15% of our total outstanding receivable as of December 31, 2010. We believe that our credit policies reflect normal industry terms and business risk. We do not anticipate non-performance by the counterparties and, accordingly, do not require collateral. Credit losses and write-offs of accounts receivable balances have historically not been material to our financial statements and have not exceeded our expectations.

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**ITEM 8. Financial Statements and Supplementary Data**

The financial statements required to be filed pursuant to this Item 8 are appended to this Annual Report on Form 10-K. A list of the financial statements filed herewith is found at “Item 15. Exhibits and Financial Statement Schedules.”

**ITEM 9. Changes in and Disagreement with Accountants on Accounting and Financial Disclosure**

None.

**ITEM 9A. Controls and Procedures.**

***Evaluation of Disclosure Controls and Procedures***

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports the Company files under the Securities Exchange Act of 1934 (the Exchange Act) is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to the Company’s management, including its Chief Executive Officer (CEO) and Chief Financial Officer (CFO), to allow timely decisions regarding required financial disclosure. In connection with the preparation of this Annual Report on Form 10-K, the Company’s management carried out an evaluation, under the supervision and with the participation of the CEO and CFO, of the effectiveness and operation of our disclosure controls and procedures as of December 31, 2010. Based upon that evaluation, the CEO and CFO have concluded that, as of December 31, 2010, our disclosure controls and procedures were effective.

***Management’s Responsibility for Financial Statements***

Responsibility for the objectivity, integrity and presentation of the accompanying financial statements and other financial information presented in this report rests with the Company’s management. The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States. The financial statements include amounts that are based on estimates and judgments which management believes are reasonable under the circumstances.

Ernst & Young LLP, an independent registered public accounting firm, is retained to audit the Company’s consolidated financial statements and the effectiveness of the Company’s internal control over financial reporting. Its accompanying reports are based on audits conducted in accordance with the standards of the Public Company Accounting Oversight Board.

The Audit Committee of the board of directors is composed solely of independent directors and is responsible for recommending to the Board the independent public accounting firm to be retained for the coming year. The Audit Committee meets regularly and privately with the independent public accountants, with the company’s internal auditors and with management to review accounting, auditing, internal control and financial reporting matters.

***Management’s Annual Report on Internal Control over Financial Reporting***

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Exchange Act. Those rules define internal control over financial reporting as a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States. The Company’s internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions of the Company;

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- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States;
- provide reasonable assurance that receipts and expenditures of the Company are being made only in accordance with the authorization of management and board of directors of the Company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2010. In making this assessment, management used the criteria described in "*Internal Control—Integrated Framework*" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management's assessment included an evaluation of the design of the Company's internal control over financial reporting and testing of the operational effectiveness of its internal control over financial reporting. Management reviewed the results of its assessment with the Audit Committee of the board of directors. Based on this assessment and those criteria, management concluded that the Company maintained effective internal control over financial reporting as of December 31, 2010. See Ernst & Young LLP's accompanying report on their audit of the Company's internal controls over financial reporting.

### ***Changes in Internal Control over Financial Reporting***

During the three months ended December 31, 2010, there were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### **ITEM 9B. Other Information.**

On March 15, 2011, ExlService Holdings, Inc. executed severance protection arrangements for two of its named executive officers, Pavan Bagai and Rembert de Villa. Each severance protection arrangement provides that in the event the executive is terminated by us without "cause" (as defined in the severance agreement) or if the executive resigns for "good reason" (as defined in the severance agreement) following a "change of control" (as defined in the ExlService Holdings, Inc. 2006 Omnibus Award Plan), the executive will receive an amount equal to twelve months' of the executive's then-current base salary. Mr. Bagai's severance payments are payable in twelve equal monthly installments, and Mr. de Villa's severance payments are payable in part as a lump sum equal to three months' of base salary and nine equal monthly installments beginning three months following Mr. de Villa's termination of employment. Each executive's severance payments are subject to his execution of a waiver and release of all claims against us. Mr. de Villa's arrangement requires that he remain employed for at least six months following a change in control before he may resign for good reason. Additionally, Mr. de Villa must actively seek comparable employment during the last nine months of the severance period. Our severance obligation will be reduced by the amount of Mr. de Villa's new base salary, if any.

**PART III.**

**ITEM 10. Directors and Executive Officers of the Registrant.**

*Code of Ethics.*

We have adopted a code of conduct and ethics that applies to all of our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer, and persons performing similar functions. Our code of conduct and ethics can be found posted in the investor relations section on our website at <http://www.exlservice.com>.

We incorporate by reference the information responsive to this Item appearing in the definitive proxy statement for our 2011 Annual Meeting of Stockholders, which we refer to as our Proxy Statement, which we intend to file with the SEC within 120 days after the fiscal year end of December 31, 2010.

**ITEM 11. Executive Compensation.**

We incorporate by reference the information responsive to this Item appearing in our Proxy Statement.

**ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

We incorporate by reference the information responsive to this Item appearing in our Proxy Statement.

**ITEM 13. Certain Relationships and Related Transactions, and Director Independence.**

We incorporate by reference the information responsive to this Item appearing in our Proxy Statement.

**ITEM 14. Principal Accountant Fees and Services.**

We incorporate by reference the information responsive to this Item appearing in our Proxy Statement.

**PART IV.**

**ITEM 15. Exhibits and Financial Statement Schedules.**

(a) 1. Financial Statements.

The consolidated financial statements are listed under Item 8 of this Annual Report on Form 10-K.

2. Financial Statement Schedules.

Financial statement schedules as of December 31, 2010 and 2009, have been omitted since they are either not required, not material or the information is otherwise included in our consolidated financial statements or the notes to our consolidated financial statements.

3. Exhibits.

The Exhibits filed as part of this Annual Report on Form 10-K are listed on the Exhibit Index immediately preceding such Exhibits, which Exhibit Index is incorporated in this Annual Report on Form 10-K by reference.

(b) Exhibits—see Item 15(a)(3) above.

(c) Financial Statement Schedules—see Item 15(a)(2) above.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 16, 2011

**EXLSERVICE HOLDINGS, INC.**

By:    /s/ VISHAL CHHIBBAR     
**Vishal Chhibbar**  
**Chief Financial Officer**  
**(Duly Authorized Signatory, Principal Financial and Accounting Officer)**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Annual Report on Form 10-K has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>  /s/  ROHIT KAPOOR   </u> <b>Rohit Kapoor</b>	Chief Executive Officer, President and Director (Principal Executive Officer)	March 16, 2011
<u>  /s/  VISHAL CHHIBBAR   </u> <b>Vishal Chhibbar</b>	Chief Financial Officer (Principal Financial and Accounting Officer)	March 16, 2011
<u>  /s/  VIKRAM TALWAR   </u> <b>Vikram Talwar</b>	Executive Chairman	March 16, 2011
<u>  /s/  STEVEN B. GRUBER   </u> <b>Steven B. Gruber</b>	Director	March 16, 2011
<u>  /s/  EDWARD V. DARDANI   </u> <b>Edward V. Dardani</b>	Director	March 16, 2011
<u>  /s/  KIRAN KARNIK   </u> <b>Kiran Karnik</b>	Director	March 16, 2011
<u>  /s/  DAVID B. KELSO   </u> <b>David B. Kelso</b>	Director	March 16, 2011
<u>  /s/  CLYDE W. OSTLER   </u> <b>Clyde W. Ostler</b>	Director	March 16, 2011
<u>  /s/  DR. MOHANBIR SAWHNEY   </u> <b>Dr. Mohanbir Sawhney</b>	Director	March 16, 2011
<u>  /s/  GAREN K. STAGLIN   </u> <b>Garen K. Staglin</b>	Director	March 16, 2011

## INDEX TO EXHIBITS

The following exhibits are being filed as part of this Annual Report on Form 10-K:

- 3.1 Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on October 25, 2006).
- 3.2 Second Amended and Restated By-laws (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on April 30, 2008).
- 4.1 Specimen Stock Certificate (incorporated by reference to Exhibit 4.1 of Amendment 6 to our Registration Statement on Form S-1 (No. 333-121001)).
- 4.2 Registration Rights Agreement (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed on October 25, 2006).
- 10.1\*\* Professional Services Agreement, dated March 7, 2006, between The Travelers Indemnity Company and ExlService Holdings, Inc as amended by Amendment 3, effective January 1, 2009 (incorporated by reference to Exhibit 10.1 to Annual Report on Form 10-K filed on March 16, 2010).
- 10.2 Employment Agreement, dated May 1, 2009, between exlservice.com (India) Private Limited and Vishal Chhibbar (incorporated by reference to Exhibit 10.2 to Annual Report on Form 10-K filed on March 16, 2010).
- 10.3 Letter Agreement, effective June 1, 2009, between ExlService Holdings, Inc, and Vishal Chhibbar (incorporated by reference to Exhibit 10.3 to Annual Report on Form 10-K filed on March 16, 2010).
- 10.4 Employment Contract, as amended, effective October 3, 2006, by and between ExlService Inc. and Amit Shashank (incorporated by reference to Exhibit 10.12 of Amendment 6 to our Registration Statement on Form S-1 (No. 333-121001)).
- 10.5 Amended and Restated Employment and Non-Competition Agreement entered into by and among ExlService Holdings, Inc. and Vikram Talwar (incorporated by reference to Exhibit 10.10 to Annual Report on Form 10-K filed on March 16, 2009).
- 10.6 Amendment, effective June 2, 2010, to the Amended and Restated Employment and Non-Competition Agreement, dated December 16, 2008 between Vikram Talwar and ExlService Holdings, Inc. (incorporated by reference to Exhibit 10.1 to Quarterly Report on Form 10-Q filed on August 9, 2010).
- 10.7 Summary of terms of compensation for Vikram Talwar (incorporated by reference to Exhibit 10.1 to Quarterly Report on Form 10-Q filed on November 9, 2010).
- 10.8 Amended and Restated Employment and Non-Competition Agreement entered into by and among ExlService Holdings, Inc. and Rohit Kapoor (incorporated by reference to Exhibit 10.11 to Annual Report on Form 10-K filed on March 16, 2009).
- 10.9 Amendment to the Amended and Restated Employment and Non-Competition Agreement entered into by and among ExlService Holdings, Inc. and Rohit Kapoor (incorporated by reference to Exhibit 10.7 to Annual Report on Form 10-K filed on March 16, 2010).
- 10.10 ExlService Holdings, Inc. 2003 India Stock Option Plan (incorporated by reference to Exhibit 10.16 of Amendment 6 to our Registration Statement on Form S-1 (No. 333-121001)).
- 10.11 ExlService Holdings, Inc. 2003 Stock Option Plan (incorporated by reference to Exhibit 10.18 of Amendment 6 to our Registration Statement on Form S-1 (No. 333-121001)).
- 10.12 ExlService Holdings, Inc. 2006 Omnibus Plan (incorporated by reference to Exhibit 10.20 of Amendment 6 to our Registration Statement on Form S-1 (No. 333-121001)).
- 10.13 ExlService Holdings, Inc. 2006 Omnibus India Subplan 1 (incorporated by reference to Exhibit 10.21 of Amendment 6 to our Registration Statement on Form S-1 (No. 333-121001)).

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10.14	Form of Stock Option Agreement under the 2006 Omnibus India Subplan 1 (incorporated by reference to Exhibit 10.22 of Amendment 6 to our Registration Statement on Form S-1 (No. 333-121001)).
10.15	ExlService Holdings, Inc. Management Incentive Plan (incorporated by reference to Exhibit 10.23 of Amendment 6 to our Registration Statement on Form S-1 (No. 333-121001)).
10.16	Form of Restricted Stock Award Agreement under the 2006 Omnibus Award Plan (incorporated by reference to Exhibit 10.31 of Amendment 6 to our Registration Statement on Form S-1 (No. 333-121001)).
10.17	Form of Stock Option Agreement under the 2006 Omnibus Award Plan (incorporated by reference to Exhibit 10.32 of Amendment 6 to our Registration Statement on Form S-1 (No. 333-121001)).
10.18	Form of Restricted Stock Award Agreement under the 2006 Omnibus India Subplan 1 (incorporated by reference to Exhibit 10.33 of Amendment 6 to our Registration Statement on Form S-1 (No. 333-121001)).
10.19	Amended and Restated Nonqualified Stock Option Award Agreement between Amit Shashank and the Company dated June 1, 2005 (incorporated by reference to Exhibit 10.35 of Amendment 6 to our Registration Statement on Form S-1 (No. 333-121001)).
10.20	ExlService Holdings, Inc. 2006 Omnibus India Subplan 2 (incorporated by reference to Exhibit 10.38 of Amendment 6 to our Registration Statement on Form S-1 (No. 333-121001)).
10.21	Form of Stock Option Agreement under the 2006 Omnibus India Subplan 2 (incorporated by reference to Exhibit 10.39 of Amendment 6 to our Registration Statement on Form S-1 (No. 333-121001)).
10.22	Form of Restricted Stock Award Agreement under the 2006 Omnibus India Subplan 2 (incorporated by reference to Exhibit 10.40 of Amendment 6 to our Registration Statement on Form S-1 (No. 333-121001)).
10.23	Restricted Stock Award Agreement between Vikram Talwar and the Company dated July 27, 2006 (incorporated by reference to Exhibit 10.41 of Amendment 6 to our Registration Statement on Form S-1 (No. 333-121001)).
10.24	Non-Qualified Stock Option Agreement between Rohit Kapoor and the Company dated July 27, 2006 (incorporated by reference to Exhibit 10.42 of Amendment 6 to our Registration Statement on Form S-1 (No. 333-121001)).
10.25	Amendment to ExlService Holdings, Inc. 2006 Omnibus Award Plan (incorporated by reference to Exhibit 10.43 of Amendment 6 to our Registration Statement on Form S-1 (No. 333-121001)).
10.26	Form of Restricted Stock Unit Agreement 1 under the 2006 Omnibus Award Plan (incorporated by reference to Exhibit 10.44 of Amendment 6 to our Registration Statement on Form S-1 (No. 333-121001)).
10.27	Form of Restricted Stock Unit Agreement 2 under the 2006 Omnibus Award Plan (incorporated by reference to Exhibit 10.45 of Amendment 6 to our Registration Statement on Form S-1 (No. 333-121001)).
10.28	Amendment No. 2 to ExlService Holdings, Inc. 2006 Omnibus Award Plan (incorporated by reference to Exhibit 10.46 of Amendment 6 to our Registration Statement on Form S-1 (No. 333-121001)).
10.29	Letter Agreement, dated March 20, 2008, between ExlService.com, Inc. and Rembert de Villa.



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10.30	Form of 2010 Restricted Stock Unit Agreement 1 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed on February 4, 2010).
10.31	Form of 2010 Restricted Stock Unit Agreement 2 (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K filed on February 4, 2010).
10.32	Form of 2010 Restricted Stock Unit Agreement 3 (incorporated by reference to Exhibit 99.3 to the Current Report on Form 8-K filed on February 4, 2010).
10.33	Form of 2010 Restricted Stock Unit Agreement 4 (incorporated by reference to Exhibit 99.4 to the Current Report on Form 8-K filed on February 4, 2010).
10.34	Form of 2010 Restricted Stock Unit Agreement 5 (incorporated by reference to Exhibit 99.5 to the Current Report on Form 8-K filed on February 4, 2010).
10.35*	Framework Agreement, dated July 25, 2005, between Centrica plc, the Company and ExlService.com (India) Private Limited (incorporated by reference to Exhibit 10.37 to Annual Report on Form 10-K filed on March 16, 2009).
10.36	Notice of Extension between Centrica plc and the Company, dated July 11, 2008 (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q filed on November 10, 2008).
10.37**	Amendment No. 6, dated April 1, 2009, to the Framework Agreement between Centrica plc, the Company and ExlService.com (India) Private Limited (incorporated by reference to Exhibit 10.36 to Annual Report on Form 10-K filed on March 16, 2010).
10.38	Amendment No. 3 to ExlService Holdings, Inc. 2006 Omnibus Award Plan (incorporated by reference to Exhibit 4.6 to our Registration Statement on Form S-8 (No. 333-157076)).
21.1	Subsidiaries of the Registrant.
23.1	Consent of Independent Registered Public Accounting Firm.
31.1	Certification of the Executive Chairman of ExlService Holdings, pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer of ExlService Holdings, pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.3	Certification of the President and Chief Executive Officer of ExlService Holdings, pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Executive Chairman pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.3	Certification of the President and Chief Executive Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*	Portions of this exhibit have been omitted pursuant to confidential treatment granted by the Commission.
**	Certain portions of this exhibit have been omitted in connection with an application for confidential treatment therefor.

**EXLSERVICE HOLDINGS, INC.**  
**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To Board of Directors and Stockholders of  
ExlService Holdings, Inc.

We have audited the accompanying consolidated balance sheets of ExlService Holdings, Inc. and subsidiaries as of December 31, 2010 and 2009, and the related consolidated statements of income, stockholders' equity and comprehensive income (loss) and cash flows for each of the three years in the period ended December 31, 2010. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of ExlService Holdings, Inc. and subsidiaries as of December 31, 2010 and 2009, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2010, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), ExlService Holdings Inc. and subsidiaries' internal control over financial reporting as of December 31, 2010, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 16, 2011 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

New York, New York  
March 16, 2011

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Stockholders of ExlService Holdings, Inc.

We have audited ExlService Holdings, Inc. and subsidiaries' internal control over financial reporting as of December 31, 2010, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). ExlService Holdings, Inc. and subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, ExlService Holdings, Inc. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of ExlService Holdings Inc. and subsidiaries as of December 31, 2010 and 2009, and the related consolidated statements of income, stockholders' equity and comprehensive income (loss) and cash flows for each of the three years in the period ended December 31, 2010 and our report dated March 16, 2011 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

New York, New York  
March 16, 2011

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**EXLSERVICE HOLDINGS, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
**(In thousands, except share and per share amounts)**

	December 31, 2010	December 31, 2009
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 111,182	\$ 132,215
Short-term investments	3,084	4,009
Restricted cash	231	65
Accounts receivable, net of allowance for doubtful accounts of \$246 at December 31, 2010 and \$262 at December 31, 2009	44,186	34,856
Prepaid expenses	3,317	2,484
Deferred tax assets, net	1,721	1,125
Advance income-tax, net	5,364	—
Other current assets	5,244	3,045
Total current assets	<u>174,329</u>	<u>177,799</u>
Fixed assets, net	34,733	23,964
Restricted cash	3,432	3,895
Deferred tax assets, net	14,333	12,229
Intangible assets, net	18,591	627
Goodwill	43,370	19,619
Other assets	16,895	11,487
Total assets	<u>\$ 305,683</u>	<u>\$ 249,620</u>
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 4,860	\$ 5,345
Deferred revenue	5,108	4,745
Accrued employee cost	23,947	16,020
Accrued expenses and other current liabilities	16,560	11,530
Income taxes payable	—	543
Current portion of capital lease obligations	231	144
Total current liabilities	<u>50,706</u>	<u>38,327</u>
Capital lease obligations, less current portion	389	137
Non-current liabilities	6,042	5,438
Total liabilities	<u>57,137</u>	<u>43,902</u>
Commitments and contingencies		
Preferred stock, \$0.001 par value; 15,000,000 shares authorized, none issued	—	—
Stockholders' equity:		
Common stock, \$0.001 par value; 100,000,000 shares authorized, 29,690,463 shares issued and 29,437,961 shares outstanding as of December 31, 2010 and 29,278,103 shares issued and 29,031,073 shares outstanding as of December 31, 2009	30	29
Additional paid-in capital	136,173	124,493
Retained earnings	112,266	85,674
Accumulated other comprehensive income/(loss)	1,126	(3,515)
	<u>249,595</u>	<u>206,681</u>
Less: 252,502 shares as of December 31, 2010 and 247,030 shares as of December 31, 2009, held in treasury, at cost	(1,069)	(976)
ExlService Holdings, Inc. stockholders' equity	248,526	205,705
Non-controlling interest	20	13
Total stockholders' equity	<u>248,546</u>	<u>205,718</u>
Total liabilities and stockholders' equity	<u>\$ 305,683</u>	<u>\$ 249,620</u>

*See accompanying notes*

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**EXLSERVICE HOLDINGS, INC.**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**(In thousands, except share and per share amounts)**

	Year ended December 31,		
	2010	2009	2008
Revenues	\$ 252,753	\$ 190,995	\$ 181,714
Cost of revenues (exclusive of depreciation and amortization)	151,285	109,389	112,436
Gross profit	101,468	81,606	69,278
Operating expenses:			
General and administrative expenses	40,278	31,850	31,113
Selling and marketing expenses	18,832	13,950	11,344
Depreciation and amortization	15,835	11,405	11,156
Total operating expenses	74,945	57,205	53,613
Income from continuing operations	26,523	24,401	15,665
Other income/(expense):			
Foreign exchange gain/(loss)	4,199	(5,929)	(9,276)
Interest and other income, net	1,367	1,023	3,408
Income from continuing operations before income taxes	32,089	19,495	9,797
Income tax provision/(benefit)	5,497	3,703	(1,340)
Income from continuing operations	26,592	15,792	11,137
Income/(loss) from discontinued operations, net of taxes	—	(139)	3,271
Net income	<u>\$ 26,592</u>	<u>\$ 15,653</u>	<u>\$ 14,408</u>
Earnings per share(a):			
Basic:			
Continuing operations	\$ 0.91	\$ 0.55	\$ 0.39
Discontinued operations	—	—	0.11
	<u>\$ 0.91</u>	<u>\$ 0.54</u>	<u>\$ 0.50</u>
Diluted:			
Continuing operations	\$ 0.88	\$ 0.54	\$ 0.38
Discontinued operations	—	—	0.11
	<u>\$ 0.88</u>	<u>\$ 0.53</u>	<u>\$ 0.49</u>
Weighted-average number of shares used in computing earnings per share:			
Basic	29,281,364	28,963,770	28,811,040
Diluted	30,388,520	29,417,910	29,212,045

(a) Per share amounts may not foot due to rounding.

*See accompanying notes*

**EXLSERVICE HOLDINGS, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME/(LOSS)**  
(In thousands, except share and per share amounts)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Treasury Stock		Non - Controlling Interest	Total
	Shares	Amount				Shares	Amount		
Balance as of December 31, 2007	28,891,043	\$ 29	\$ 110,989	\$ 55,708	\$ 7,570	(163,690)	\$ (316)	\$ —	\$173,980
Adjustment for change in measurement date pursuant to FAS 158, net of taxes of \$6 Service cost and interest cost	—	—	—	(70)	—	—	—	—	(70)
Amortization of actuarial loss	—	—	—	(25)	25	—	—	—	—
Stock issued on exercise/vesting of equity awards	163,102	—	620	—	—	—	—	—	620
Non-employee stock options	—	—	(70)	—	—	—	—	—	(70)
Stock-based compensation	—	—	5,278	—	—	—	—	—	5,278
Excess tax expense from stock based compensation	—	—	(141)	—	—	—	—	—	(141)
Acquisition of treasury stock	—	—	—	—	—	(73,390)	(587)	—	(587)
Comprehensive income:									
Translation adjustments	—	—	—	—	(10,198)	—	—	—	(10,198)
Unrealized (loss) on cash flow hedges, net of taxes \$0	—	—	—	—	(15,641)	—	—	—	(15,641)
Retirement benefits, net of taxes \$0	—	—	—	—	82	—	—	—	82
Reclassification adjustments:									
Realized loss on cash flow hedges, net of taxes \$0	—	—	—	—	3,671	—	—	—	3,671
Net income	—	—	—	14,408	—	—	—	—	14,408
Total comprehensive loss	—	—	—	—	—	—	—	—	(7,678)
Balance as of December 31, 2008	29,054,145	\$ 29	\$ 116,676	\$ 70,021	\$ (14,491)	(237,080)	\$ (903)	\$ —	\$171,332
Stock issued on exercise/vesting of equity awards	223,958	—	979	—	—	—	—	—	979
Non-employee stock options	—	—	80	—	—	—	—	—	80
Stock-based compensation	—	—	7,093	—	—	—	—	—	7,093
Excess tax expense from stock based compensation	—	—	(343)	—	—	—	—	—	(343)
Acquisition of treasury stock	—	—	—	—	—	(9,950)	(73)	—	(73)
Non-controlling interest	—	—	8	—	—	—	—	13	21
Comprehensive income:									
Translation adjustments	—	—	—	—	3,026	—	—	—	3,026
Unrealized gain on cash flow hedges, net of taxes \$566	—	—	—	—	1,725	—	—	—	1,725
Retirement benefits, net of taxes \$137	—	—	—	—	(246)	—	—	—	(246)
Reclassification adjustments:									
Realized loss on cash flow hedges net of taxes \$0	—	—	—	—	6,398	—	—	—	6,398
Retirement benefits net of taxes \$0	—	—	—	—	73	—	—	—	73
Net income	—	—	—	15,653	—	—	—	—	15,653
Total comprehensive income	—	—	—	—	—	—	—	—	26,629
Balance as of December 31, 2009	29,278,103	\$ 29	\$ 124,493	\$ 85,674	\$ (3,515)	(247,030)	\$ (976)	\$ 13	\$205,718
Stock issued on exercise/vesting of equity awards	412,360	1	3,024	—	—	—	—	—	3,025
Non-employee stock options	—	—	58	—	—	—	—	—	58
Stock-based compensation	—	—	8,491	—	—	—	—	—	8,491
Excess tax benefit from stock based compensation	—	—	107	—	—	—	—	—	107
Acquisition of treasury stock	—	—	—	—	—	(5,472)	(93)	—	(93)
Non-controlling interest	—	—	—	—	—	—	—	7	7
Comprehensive income:									
Translation adjustments	—	—	—	—	3,484	—	—	—	3,484
Unrealized gain on cash flow hedges, net of taxes \$1,524	—	—	—	—	3,929	—	—	—	3,929
Retirement benefits, net of taxes \$30	—	—	—	—	(147)	—	—	—	(147)
Reclassification adjustments:									
Realized gain on cash flow hedges, net of taxes \$916	—	—	—	—	(2,745)	—	—	—	(2,745)
Retirement benefits, net of taxes \$47	—	—	—	—	120	—	—	—	120
Net income	—	—	—	26,592	—	—	—	—	26,592
Total comprehensive income	—	—	—	—	—	—	—	—	31,233
Balance as of December 31, 2010	29,690,463	\$ 30	\$ 136,173	\$ 112,266	\$ 1,126	(252,502)	\$ (1,069)	\$ 20	\$248,546

See accompanying notes

**EXLSERVICE HOLDINGS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOW**  
(In thousands, except share and per share amounts)

	Year ended December 31,		
	2010	2009	2008
Cash flows from operating activities:			
Net income	\$ 26,592	\$ 15,653	\$ 14,408
Loss/ (income) from discontinued operations, net of taxes	—	139	(3,271)
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	15,835	11,405	11,156
Stock-based compensation expense	8,491	7,093	5,278
Non-employee stock options	58	140	288
Unrealized foreign exchange (gain)/loss	1,050	(98)	1,597
Deferred income taxes	(2,375)	(8,400)	(2,065)
Excess tax expense/(benefit) from stock-based compensation	(107)	343	141
Non-controlling interest	7	—	—
Change in operating assets and liabilities (net of effect of acquisitions):			
Restricted cash	431	(3,258)	(51)
Accounts receivable	(8,443)	(287)	6,199
Prepaid expenses and other current assets	(2,166)	(54)	(2,796)
Accounts payable	(145)	1,211	(1,603)
Deferred revenue	(2,767)	3,333	(1,016)
Accrued expenses and other liabilities	9,082	3,844	6,536
Income taxes payable	(5,850)	2,514	(2,806)
Other assets	(3,187)	2,117	(3,123)
Net cash provided by operating activities—continuing operations	36,506	35,695	28,872
Net cash provided by operating activities—discontinued operations	—	—	5,501
Net cash provided by operating activities	36,506	35,695	34,373
Cash flows from investing activities:			
Purchase of fixed assets	(19,860)	(11,416)	(14,832)
Business acquisitions (net of cash acquired)	(42,144)	(3,529)	(2,156)
Purchase of short-term investments	(2,424)	(3,987)	—
Proceeds from redemption of short-term investments	3,456	153	—
Proceeds from sale of discontinued operations	—	1,448	1,038
Net cash used for investing activities—continuing operations	(60,972)	(17,331)	(15,950)
Net cash used for investing activities—discontinuing operations	—	—	(40)
Net cash used for investing activities	(60,972)	(17,331)	(15,990)
Cash flows from financing activities:			
Principal payments on capital lease obligations	(88)	(114)	(133)
Proceeds from exercise of stock options	3,024	979	620
Excess tax expense/(benefit) from stock-based compensation	107	(343)	(141)
Proceeds from issuance of stock to minority shareholders	—	21	—
Acquisition of treasury stock	(93)	(73)	(587)
Net cash provided by/ (used for) financing activities	2,950	470	(241)
Effect of exchange rate changes on cash and cash equivalents	483	1,207	(8,178)
Net increase/(decrease) in cash and cash equivalents	(21,033)	20,041	9,964
Cash and cash equivalents, beginning of period	132,215	112,174	102,210
Cash and cash equivalents, end of period	\$111,182	\$132,215	\$112,174
Supplemental disclosure of cash flow information:			
Cash paid for interest	\$ 43	\$ 22	\$ 52
Cash paid for taxes, net of refund	\$ 12,815	\$ 4,845	\$ 4,198
Assets acquired under capital lease	\$ 547	\$ 108	\$ 223

*See accompanying notes*



**EXLSERVICE HOLDINGS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2010**  
**(In thousands, except share and per share amounts)**

**1. Organization and Basis of Presentation**

*Organization*

ExlService Holdings, Inc. (ExlService Holdings) is organized as a corporation under the laws of the state of Delaware. ExlService Holdings, together with its subsidiaries (collectively, the Company), is a leading provider of outsourcing services and transformation services. The Company's clients are located principally in the United States and the United Kingdom.

*Basis of Presentation*

Certain amounts in the prior year's financial statements and related notes have been reclassified to conform to the 2010 presentation.

**2. Summary of Significant Accounting Policies**

*Basis of Preparation and Principles of Consolidation*

The accompanying consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles. The accompanying financial statements have been prepared on a consolidated basis and reflect the financial statements of ExlService Holdings and all of its subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

The non-controlling interest represents the minority partner's interest in the operation of exlService.com (India) Private Limited (Exl India) and the profits associated with the minority partner's interest in those operations, in the consolidated balance sheet and consolidated statement of income, respectively. The minority partner's interest in the operations for the year ended December 31, 2010 and 2009 was insignificant and is included under general and administrative expenses in the consolidated statements of income.

*Use of Estimates*

The preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the consolidated statements of income during the reporting period. Estimates are based upon management's best assessment of the current business environment. Actual results could differ from those estimates. The significant estimates and assumptions that affect the financial statements include, but are not limited to, allowance for doubtful receivables, future obligations under employee benefit plans, deferred tax valuation allowances, income-tax uncertainties and other contingencies, valuation of derivatives financial instruments, stock-based compensation expense, depreciation and amortization periods, recoverability of long-term assets including goodwill and intangibles, and estimates to complete fixed price contracts.

*Foreign Currency Translation*

The functional currency of each entity in the Company is its respective local country currency which is also the currency of the primary economic environment in which it operates except for ExlService Mauritius Limited. Monetary assets and liabilities in foreign currencies are re-measured into functional currency at the rates of exchange prevailing at the balance sheet dates. Transactions in foreign currencies are re-measured into functional currency at the rates of exchange prevailing on the date of the transaction. All transaction foreign exchange gains and losses are recorded in the accompanying consolidated statements of income.

**EXLSERVICE HOLDINGS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**  
**December 31, 2010**  
**(Unaudited)**  
**(In thousands, except share and per share amounts)**

The assets and liabilities of the subsidiaries for which the functional currency is other than the U.S. dollar are translated into U.S. dollars, the reporting currency, at the rate of exchange prevailing on the balance sheet dates. Revenues and expenses are translated into U.S. dollars at the exchange rates prevailing on the last business day of each month, which approximates the average monthly exchange rate. Resulting translation adjustments are included in accumulated other comprehensive income/(loss).

***Revenue Recognition***

The Company derives its revenues from outsourcing and transformation services. Revenues from outsourcing services are recognized primarily on a time-and-material, cost-plus or unit-priced basis; revenues from transformation services are recognized primarily on a time-and-material, fixed price or contingent fee basis. The services provided within our contracts generally contain one unit of accounting. Revenues are recognized under our contracts generally when persuasive evidence of an arrangement exists, the sales price is fixed or determinable, services have been performed and collection of amounts billed is reasonably assured.

Revenues under time-and-material contracts are recognized as the services are performed. Revenues are recognized on cost-plus contracts on the basis of contractually agreed direct and indirect costs incurred on a client contract plus an agreed upon profit mark-up. Revenues are recognized on unit-price based contracts based on the number of specified units of work (such as the number of e-mail responses) delivered to a client. Such revenues are recognized as the related services are provided in accordance with the client contract. When the terms of the client contract specify service level parameters that must be met (such as turnaround time or accuracy), we monitor such service level parameters to determine if any service credits or penalties have been incurred. Revenues are recognized net of any service credits that are due to a client. We have experienced minimal service credits and penalties to date.

Revenues from software licensing arrangements are recognized at the later of time of delivery or expiration of significant termination rights. Revenues from fixed-term maintenance and support contracts are recognized ratably on a monthly basis over the period of the contract. Revenues from contracts for software modification are generally fixed price contracts and are recognized under the proportional performance method as described below.

Revenues are recognized on fixed-price contracts using the proportional performance method. We estimate the proportional performance of a contract by comparing the actual number of hours or days worked to the estimated total number of hours or days required to complete each engagement. The use of the proportional performance method requires significant judgment relative to estimating the number of hours or days required to complete the contracted scope of work, including assumptions and estimates relative to the length of time to complete the project and the nature and complexity of the work to be performed. We regularly monitor our estimates for completion of a project and record changes in the period in which a change in an estimate is determined. If a change in an estimate results in a projected loss on a project, such loss is recognized in the period in which it is first identified.

The Company accrues for revenue and receivables for services rendered between the last billing date and the balance sheet date. Accordingly, our accounts receivable include amounts for services that we have performed and for which an invoice has not yet been issued to the client.

During the year ended December 31, 2010 and 2009, the Company received \$0 and \$5,075 of contract termination fees, respectively. These amounts are included in revenues in the consolidated statements of income.

**EXLSERVICE HOLDINGS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**  
**December 31, 2010**  
**(Unaudited)**  
**(In thousands, except share and per share amounts)**

Reimbursements of out-of-pocket expenses received from clients have been included as part of revenues in accordance with Accounting Standards Codification (ASC) topic 605-45-14, “*Income Statement Characterization of Reimbursements Received for “Out-of-Pocket” Expenses Incurred*”.

Revenues for the following periods include reimbursements of out-of-pocket expenses:

Year ended December 31, 2010	\$11,820
Year ended December 31, 2009	\$ 9,564
Year ended December 31, 2008	\$11,807

***Cash and Cash Equivalents and Restricted Cash***

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. Pursuant to the Company’s investment policy, its surplus funds are kept as cash or cash equivalents and are invested in highly-rated mutual funds, money market accounts and time deposits to reduce its exposure to market risk with regard to these funds.

Current restricted cash represents amounts on deposit with banks against bank guarantees issued through banks for equipment imports that will mature on various dates before December 31, 2011.

Non-current restricted cash represents amounts on deposit with banks against bank guarantees issued through banks for equipment imports, amounts in an escrow account related to acquisitions and for demands against pending income tax assessments (see note 16 for details), that will mature on various dates after December 31, 2011.

***Investments***

The Company’s investments consist of time deposits with financial institutions which are valued at cost and approximate fair value. Interest earned on such investments is included in interest income. Investments with maturities of less than twelve months from the balance sheet date are classified as short-term investments. Investments with maturities greater than twelve months from the balance sheet date are classified as long-term investments.

***Accounts Receivable***

Accounts receivable are recorded net of allowances for doubtful accounts. Allowances for doubtful accounts are established through the evaluation of accounts receivables ageing and prior collection experience to estimate the ultimate collectability of these receivables.

Accounts receivable include unbilled accounts receivable which represents revenues for services performed but yet to be billed to the client. As on December 31, 2010 and 2009, the Company had \$560 and \$1,000 of unbilled accounts receivable, respectively.

***Fixed Assets***

Fixed assets are stated at cost less accumulated depreciation and amortization. Equipment held under capital leases is stated at the lower of present value of minimum lease payments at the inception of the leases or its fair value. Advances paid towards acquisition of fixed assets and the cost of fixed assets not yet placed in service before the end of the period are classified as construction in progress.

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Fixed assets are reviewed for impairment at least annually or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable through an assessment of the estimated future undiscounted cash flows related to such assets. In the event that assets are found to be carried at amounts that are in excess of estimated undiscounted future cash flows, the carrying value of the related asset or group of assets is reduced to a level commensurate with fair value based on a discounted cash flow analysis.

Depreciation is computed using the straight-line method over the estimated useful lives of the assets. Depreciation and amortization on equipment held under capital leases and leasehold improvements are computed using the straight-line method over the shorter of the assets' estimated useful lives or the lease term.

The estimated lives used in determining depreciation are as follows:

	<u>Estimated Useful Life (Years)</u>
Network equipment, cabling and computers	3-5
Buildings	30
Land	—
Leasehold improvements	3-5
Office furniture and equipment	3-7
Motor vehicles	3-5

***Business Combinations, Goodwill and Other Intangible Assets***

ASC topic 850, "*Business Combinations*" (ASC No. 850), requires that the purchase method of accounting be used for all business combinations. The guidance specifies criteria as to intangible assets acquired in a business combination that must be recognized and reported separately from goodwill. Under ASC topic 350, "*Intangibles—Goodwill and Other*" (ASC No. 350), all assets and liabilities of the acquired businesses, including goodwill, are assigned to reporting units.

Goodwill represents the cost of the acquired businesses in excess of the fair value of identifiable tangible and intangible net assets purchased. Goodwill is not amortized but is tested for impairment at least on an annual basis, relying on a number of factors including operating results, business plans and estimated future cash flows. Recoverability of goodwill is evaluated using a two-step process. The first step involves a comparison of the fair value of a reporting unit with its carrying value. The fair value of the reporting unit is measured by discounting estimated future cash flows. If the carrying amount of the reporting unit exceeds its fair value, the second step of the process involves a comparison of the fair value and carrying value of the goodwill of that reporting unit. If the carrying value of the goodwill of a reporting unit exceeds the fair value of that goodwill, an impairment loss is recognized in an amount equal to the excess. Goodwill of a reporting unit will be tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of the reporting unit below its carrying amount.

Intangible assets are initially valued at fair market value using generally accepted valuation methods appropriate for the type of intangible asset. Intangible assets with definite lives are amortized over the estimated useful lives and are reviewed for impairment, if indicators of impairment arise. The evaluation of impairment is based upon a comparison of the carrying amount of the intangible asset to the estimated future undiscounted net cash flows expected to be generated by the asset. If estimated future undiscounted cash flows are less than the carrying amount of the asset, the asset is considered impaired. The impairment expense is determined by comparing the estimated fair value of the intangible asset to its carrying value, with any shortfall from fair value recognized as an expense in the current period.

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The Company's definite lived intangible assets are amortized over their estimated useful lives as listed below using a straight-line method or a method of amortization that reflects the pattern in which the economic benefits of the intangibles assets were consumed or otherwise realized:

Customer relationships	3-10 years
Leasehold benefits	3 years
Developed technology	10 years
Non-compete agreements	1-2 years
Trade names and trademarks	Indefinite

***Derivative Financial Instruments.***

In the normal course of business, the Company actively looks to mitigate the exposure of foreign currency market risk by entering into various hedging instruments, authorized under Company policies, with counterparties that are highly rated financial institutions. The Company uses derivative instruments for the purpose of mitigating the underlying exposure from foreign currency fluctuation risks associated with forecasted transactions denominated in certain foreign currencies and to minimize earnings and cash flow volatility associated with changes in foreign currency exchange rates, and not for speculative trading purposes.

The Company hedges anticipated transactions that are subject to foreign exchange exposure with foreign currency exchange contracts that are designated effective and that qualify as cash flow hedges under ASC topic No. 815, "*Derivatives and Hedging*" (ASC No. 815). Changes in the fair value of these cash flow hedges which are deemed effective, are recorded in accumulated other comprehensive income/(loss) (AOCI) until the hedged transactions occur and at that time are recognized in the consolidated statements of income. Changes in the fair value of cash flow hedges deemed ineffective are recognized in the consolidated statement of income and are included in foreign exchange gain/(loss). The Company also uses derivatives instruments consisting of foreign currency exchange contracts not designated as hedging instruments under ASC No. 815 to hedge intercompany balances and other monetary assets or liabilities denominated in currencies other than the functional currency. Changes in the fair value of these derivatives are recognized in the consolidated statements of income and are included in foreign exchange gain/(loss).

The Company evaluates hedge effectiveness at the time a contract is entered into as well as on an ongoing basis. If during this time, a contract is deemed ineffective, the change in the fair value is recorded in the consolidated statements of income and is included in foreign exchange gain/(loss). For hedge relationships that are discontinued because the forecasted transaction is not expected to occur by the end of the originally specified period, any related derivative amounts recorded in equity are reclassified to earnings.

***Retirement Benefits***

Contributions to defined contribution plans are charged to the consolidated statements of income in the period in which services are rendered by the covered employees. Current service costs for defined benefit plans are accrued in the period to which they relate. In accordance with ASC No. 715, "*Compensation-Retirement Benefit*", the liability in respect of defined benefit plans is calculated annually by the Company using the projected unit credit method. Prior service cost, if any, resulting from an amendment to a plan is recognized and amortized over the remaining period of service of the covered employees. The Company recognizes its liabilities for compensated absences in accordance with ASC topic 710, "*Compensation-General*".

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***Share-Based Compensation***

The Company follows ASC topic 718, “*Compensation—Stock Compensation*” (ASC No. 718), which requires the recognition of stock-based compensation expense in the consolidated financial statements for awards of equity instruments to employees and non-employee directors based on the grant-date fair value of those awards. The Company recognizes these compensation costs, net of an estimated forfeiture rate, over the requisite service period of the award.

***Income Taxes***

The Company accounts for income taxes in accordance with ASC topic 740, “*Income Taxes*” (ASC No. 740). Under ASC No. 740, deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying value of existing assets and liabilities and their respective tax basis and all operating losses carried forward, if any. Deferred tax assets and liabilities are measured using tax rates expected to apply to taxable income in the years in which the applicable temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates or tax status is recognized in the statement of income in the period in which the change is identified. Deferred tax assets are reduced by a valuation allowance if, based on available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

ASC No. 740 clarifies the accounting for income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. It also provides guidance on de-recognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. The guidance contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with ASC No. 740. The first step is to evaluate the tax position for recognition by determining, based on the technical merits, that the position will be more likely than not sustained upon examination. The second step is to measure the tax benefit as the largest amount of the tax benefit that is greater than 50% likely of being realized upon settlement. Interest and penalties related to unrecognized tax benefits are being included in provision for income-tax expense in the consolidated statements of income.

***Financial Instruments and Concentration of Credit Risk***

*Financial Instruments.* For certain financial instruments including cash and cash equivalents, short-term investments, accounts receivable, accounts payable, accrued expenses, and other current liabilities, recorded amounts approximate fair value due to the relatively short maturity periods of such instruments.

*Concentration of Credit Risk.* Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents, time deposits, accounts receivable and derivative financial instruments. By their nature, all such financial instruments involve risks including the credit risks of non-performance by counterparties. Pursuant to the Company’s investment policy, its surplus funds are maintained as cash or cash equivalents and are invested in highly-rated mutual funds, money market accounts and time deposits to reduce its exposure to market risk with regard to these funds. Trade accounts receivable are incurred pursuant to contractual terms with customers. Credit losses on accounts receivable have not been material because of a large concentration of revenues with a small number of large, established companies. The Company evaluates the creditworthiness of its clients in conjunction with its revenue recognition processes as well as through its ongoing collectability assessment processes for accounts receivable.

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As of December 31, 2010, two customers accounted for approximately 17% and 15% respectively, of the Company's total accounts receivable. As of December 31, 2009, two customers accounted for approximately 19% and 17% respectively, of the Company's total accounts receivable.

**Earnings Per Share**

Basic earnings per share is computed by dividing net income to common stockholders by the weighted average number of common shares outstanding during each period. Diluted earnings per share is computed using the weighted average number of common shares plus the potentially dilutive effect of common stock equivalents issued and outstanding at the reporting date, using the treasury stock method. Stock options, restricted stock and restricted stock units that are anti-dilutive are excluded from the computation of weighted average shares outstanding.

Any cash or in-kind dividends paid with respect to unvested shares of restricted stock and restricted stock units are withheld by the Company and paid to the holder of such shares of restricted stock, without interest, only if and when such shares of restricted stock and restricted stock units vest. Any unvested shares of restricted stock and restricted stock units are immediately forfeited without consideration upon the termination of holder's employment with the Company or its affiliates. Accordingly, the Company's unvested restricted stock and restricted stock units do not include non-forfeitable rights to dividends or dividend equivalents and are therefore not considered as participating securities for purposes of earnings per share calculations pursuant to the two-class method. However, the Company's vested restricted stock units against which the underlying common stock has not been issued, contain non-forfeitable rights to dividends or dividend equivalents and are therefore after vesting considered as participating securities for the purposes of computing basic earnings per share pursuant to the two-class method. Application of this treatment had an insignificant effect on the basic earnings per share.

The following table sets forth the computation of basic and diluted earnings per share:

	<b>Year ended December 31,</b>		
	<b>2010</b>	<b>2009</b>	<b>2008</b>
<b>Numerators:</b>			
Net income:			
Continuing operations	\$ 26,592	\$ 15,792	\$ 11,137
Discontinued operations	—	(139)	3,271
	<u>\$ 26,592</u>	<u>\$ 15,653</u>	<u>\$ 14,408</u>
<b>Denominators:</b>			
Basic weighted average common shares outstanding	29,281,364	28,963,770	28,811,040
Dilutive effect of share based awards	1,107,156	454,140	401,005
Diluted weighted average common shares outstanding	<u>30,388,520</u>	<u>29,417,910</u>	<u>29,212,045</u>
Weighted average common shares considered anti-dilutive in computing diluted earnings per share	674,507	2,193,147	1,537,124

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***Accumulated Other Comprehensive Income/(Loss)***

ASC topic 220, “Reporting Comprehensive Income”, establishes rules for the reporting of comprehensive income and its components. Comprehensive income is defined as all changes in equity from non-owner sources. For the Company, comprehensive income/(loss) consists of net earnings/(loss), amortization of actuarial gain/(loss) on retirement benefits and changes in the cumulative foreign currency translation adjustments. In addition, the Company enters into foreign currency exchange contracts, which are designated as cash flow hedges in accordance with ASC No. 815. Changes in the fair values of contracts that are deemed effective are recorded as a component of accumulated other comprehensive income until the settlement of that contract. The balances of different components as of December 31, 2010 and 2009 are as follows:

	<u>December 31,</u> <u>2010</u>	<u>December 31,</u> <u>2009</u>
Cumulative translation adjustments	\$ (1,493)	\$ (4,977)
Unrealized gain on cash flow hedges	3,026	1,842
Retirement benefits	(407)	(380)
Accumulated other comprehensive income/(loss)	<u>\$ 1,126</u>	<u>\$ (3,515)</u>

***Recent Accounting Pronouncements***

In May 2009, the FASB issued ASC 855, *Subsequent Events*, which provides guidance on events that occur after the balance sheet date but prior to the issuance of the financial statements. ASC 855 distinguishes events requiring recognition in the financial statements and those that may require disclosure in the financial statements. In February 2010, the FASB released Accounting Standards Update (ASU) No. 2010-09, an update to ASC 855, *Subsequent Events*, which revised various terms and definitions within the guidance and provided new guidance upon the date which entities must evaluate subsequent events. This ASU requires that the Company must evaluate subsequent events through the date on which the financial statements are issued, rather than the date the financial statements are available to be issued, and the disclosure of this date is no longer required in the notes to the financial statements. The Company has evaluated subsequent events through the date of this Annual Report on Form 10-K.

In September 2009, the FASB issued Update No. 2009-13, “*Multiple-Deliverable Revenue Arrangements—a consensus of the FASB Emerging Issues Task Force*” (ASU 2009-13). It updates the existing multiple-element revenue arrangements guidance currently included under ASC topic 605-25, which originated primarily from the guidance in EITF Issue No. 00-21, “*Revenue Arrangements with Multiple Deliverables*.” The revised guidance primarily provides two significant changes: (1) eliminates the need for objective and reliable evidence of the fair value for the undelivered element in order for a delivered item to be treated as a separate unit of accounting, and (2) eliminates the residual method to allocate the arrangement consideration. In addition, the guidance also expands the disclosure requirements for revenue recognition. ASU 2009-13 will be effective for the first annual reporting period beginning on or after June 15, 2010, with early adoption permitted provided that the revised guidance is retroactively applied to the beginning of the year of adoption. The Company has chosen to adopt the new guidance from January 1, 2011. Currently the Company does not expect there to be any impact from the adoption of ASU 2009-13 as the number of multiple-deliverable revenue arrangements are insignificant.



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In January 2010, the FASB issued Update No. 2010-6, “*Improving Disclosures about Fair Value Measurement*” to amend the disclosure requirements related to recurring and nonrecurring fair value measurements. The guidance requires new disclosures on the transfers of assets and liabilities between Level 1 (quoted prices in active market for identical assets or liabilities) and Level 2 (significant other observable inputs) of the fair value measurement hierarchy, including the reasons and the timing of the transfers. Additionally, the guidance requires a roll forward of activities on purchases, sales, issuance and settlements of the assets and liabilities measured using significant unobservable inputs (Level 3 fair value measurements). This guidance is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures regarding Level 3 fair value measurements which are effective for fiscal years beginning after December 15, 2010. The adoption of this new guidance did not have a material impact on the Company’s consolidated financial statements. See note 6 to our consolidated financial statements for further details.

In December 2010, the FASB issued authoritative guidance which specifies that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combinations that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. Furthermore, this guidance expands the supplemental pro forma disclosure requirement. This authoritative guidance is effective prospectively for business combinations with an acquisition date on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. The Company does not expect the adoption of this guidance to have a material effect on its consolidated financial Statements.

### 3. Quarterly Financial Data (Unaudited)

Summarized quarterly results for the years ended December 31, 2010 and 2009 are as follows:

2010	Three months ended				Full Year
	March 31	June 30	September 30	December 31	
Revenues	\$ 54,489	\$ 60,639	\$ 67,585	\$ 70,040	\$ 252,753
Gross profit	23,004	23,192	27,001	28,271	101,468
Net income to common stockholders	\$ 5,623	\$ 4,869	\$ 7,804	\$ 8,296	\$ 26,592
Earnings Per Share:					
Basic	\$ 0.19	\$ 0.17	\$ 0.27	\$ 0.28	\$ 0.91
Diluted	\$ 0.19	\$ 0.16	\$ 0.26	\$ 0.27	\$ 0.88
Weighted-average number of shares used in computing earnings per share:					
Basic	29,128,741	29,231,812	29,302,862	29,458,508	29,281,364
Diluted	30,157,956	30,201,092	30,385,308	30,806,190	30,388,520
Note:					
Stock-based compensation expense	\$ 1,828	\$ 2,404	\$ 2,121	\$ 2,138	\$ 8,491
Amortization of intangibles	\$ 181	\$ 520	\$ 688	\$ 635	\$ 2,024

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2009	Three months ended				Full Year
	March 31	June 30	September 30	December 31	
Revenues	\$ 40,986	\$ 42,385	\$ 48,186	\$ 59,438	\$ 190,995
Gross profit	16,630	16,558	19,383	29,035	81,606
Net income to common stockholders	\$ 2,883	\$ 1,252	\$ 3,994	\$ 7,524	\$ 15,653
Earnings Per Share:					
Basic	\$ 0.10	\$ 0.04	\$ 0.14	\$ 0.26	\$ 0.54
Diluted	\$ 0.10	\$ 0.04	\$ 0.14	\$ 0.25	\$ 0.53
Weighted-average number of shares used in computing earnings per share:					
Basic	28,843,190	28,906,052	28,930,344	29,044,346	28,963,770
Diluted	29,079,675	29,159,547	29,368,390	29,932,880	29,417,910
Note:					
Stock-based compensation expense	\$ 1,539	\$ 1,974	\$ 1,876	\$ 1,704	\$ 7,093
Amortization of intangibles	\$ —	\$ —	\$ 84	\$ 83	\$ 167

#### 4. Segment Information

The Company is organized around its outsourcing services and transformation services segments. The Company's recent acquisitions of the American Express Global Travel Service Center ("GTSC") and Professional Data Management Again, Inc. ("PDMA") are classified as part of the outsourcing services segment.

The chief operating decision maker generally reviews financial information at the consolidated statement of income level but does not review any information except for revenues and cost of revenues of the individual segments. Therefore, the Company does not allocate or evaluate operating expenses, interest expense or income, capital expenditures, and income taxes to its operating segments. Consequently, it is not practical to show assets, capital expenditures, depreciation or amortization by segment.

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Revenues and cost of revenues for each of the years ended December 31, 2010, 2009 and 2008, for outsourcing services and transformation services segments, respectively, are as follows:

	Year ended December 31, 2010			Year ended December 31, 2009		
	Outsourcing Services	Transformation Services	Total	Outsourcing Services	Transformation Services	Total
Revenues	\$ 192,095	\$ 60,658	\$252,753	\$ 152,638	\$ 38,357	\$190,995
Cost of revenues (exclusive of depreciation and amortization)	113,461	37,824	151,285	83,064	26,325	109,389
Gross profit	<u>\$ 78,634</u>	<u>\$ 22,834</u>	<u>\$101,468</u>	<u>\$ 69,574</u>	<u>\$ 12,032</u>	<u>\$ 81,606</u>
Operating expenses			74,945			57,205
Other income / (expense)			5,566			(4,906)
Income tax provision			5,497			3,703
Income from continuing operations			26,592			15,792
Loss from discontinued operations, net of taxes			—			(139)
Net income			<u>\$ 26,592</u>			<u>\$ 15,653</u>
	Year ended December 31, 2008					
	Outsourcing Services	Transformation Services	Total			
Revenues	\$ 138,770	\$ 42,944	\$181,714			
Cost of revenues (exclusive of depreciation and amortization)	85,197	27,239	112,436			
Gross profit	<u>\$ 53,573</u>	<u>\$ 15,705</u>	<u>\$ 69,278</u>			
Operating expenses			53,613			
Other income / (expense)			(5,868)			
Income tax provision/ (benefit)			(1,340)			
Income from continuing operations			11,137			
Income from discontinued operations, net of taxes			3,271			
Net income			<u>\$ 14,408</u>			

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**5. Business Combinations, Goodwill and Intangible Assets**

On March 1, 2010, the Company acquired the operations of the GTSC, a business unit of American Express located in Gurgaon, India, that provides the travel-related business process outsourcing services of American Express. The purchase price for the GTSC, which was paid in cash, was approximately \$29,122. The Company paid a premium for the GTSC acquisition to provide services to the travel sector, deepen the Company's relationship with a significant client and expand its capability set in analytics, exception processing and transaction processing.

On May 1, 2010, the Company acquired a 100% stake in PDMA, developer of the LifePRO® insurance policy administration platform used by approximately 40 insurance companies. The purchase price for PDMA, which was paid in cash, was approximately \$14,061 (including cash acquired of \$1,039), net of working capital adjustments. The Company paid a premium for the PDMA acquisition to expand its capability in providing a policy administration platform for its clients along a wide range of products.

	<u>GTSC</u>	<u>PDMA</u>
Tangible fixed assets	\$ 2,855	\$ 219
Current assets and liabilities, net of cash	(1,461)	(1,715)
Customer related intangible assets	10,328	5,200
Leasehold benefits	972	—
Developed technology	—	2,100
Non-compete agreement	—	200
Trade names and trademarks	—	900
Goodwill <sup>(1)</sup>	16,097	7,157
Deferred tax assets, net	331	—
	<u>\$29,122</u>	<u>\$14,061</u>

(1) Includes \$900 deposited in an escrow account in connection with the PDMA acquisition

Under ASC topic 805, "*Business Combinations*" (ASC No. 805), the preliminary allocation of the purchase price to the tangible and intangible assets and liabilities acquired may change up to a period of one year from the date of acquisition. The customer relationship and leasehold benefits from the GTSC acquisition are being amortized over a life of ten years and the remaining period of the lease (approximately three years), respectively. The customer relationship and developed technology from the PDMA acquisition are being amortized over a life of ten years each and the non-compete agreement is being amortized over a period of two years. The Company has considered the estimated useful life of trade names and trademarks to be indefinite and will test these for impairment at least annually.

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**Goodwill**

The following table sets forth details of the Company's goodwill balance as of December 31, 2010:

	<u>Outsourcing Services</u>	<u>Transformation Services</u>	<u>Total</u>
Balance at January 1, 2009	\$ 772	\$ 16,785	\$17,557
Goodwill arising from acquisition	2,062	—	2,062
Balance at December 31, 2009	2,834	16,785	19,619
Goodwill arising from acquisitions	28,557	—	28,557
Purchase accounting adjustments <sup>(1)</sup>	(5,303)	—	(5,303)
Currency translation adjustments	497	—	497
Balance at December 31, 2010	<u>\$ 26,585</u>	<u>\$ 16,785</u>	<u>\$43,370</u>

(1) Represent adjustments related to the GTSC and PDMA acquisitions.

Based on the results of its first step impairment tests performed during the year ended December 31, 2010, the Company's goodwill was not impaired. The Company makes every reasonable effort to ensure that it accurately estimates the fair value of the reporting units. However, future changes in the assumptions used to make these estimates could result in the recording of an impairment loss. In the event the Company records an impairment loss in the future, such amount will not be deductible for tax purposes.

**Intangible Assets**

Information regarding the Company's intangible assets is set forth below:

	<u>As of December 31, 2010</u>		
	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net Carrying Amount</u>
Customer relationships	\$16,595	\$ (1,726)	\$14,869
Leasehold benefits	1,002	(257)	745
Developed technology	2,100	(140)	1,960
Non-compete agreements	200	(83)	117
Trade names and trademarks	900	—	900
	<u>\$20,797</u>	<u>\$ (2,206)</u>	<u>\$18,591</u>
	<u>As of December 31, 2009</u>		
	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net Carrying Amount</u>
Customer relationships	\$ 794	\$ (167)	\$ 627
	<u>\$ 794</u>	<u>\$ (167)</u>	<u>\$ 627</u>

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Amortization expense for the year ended December 31, 2010, 2009 and 2008 was \$2,024, \$167 and \$534, respectively. The weighted average life of intangible assets was 9.7 years for customer relationships, 3.2 years for leasehold benefits, 10.0 years for developed technology and 1.7 years for non-compete agreements.

**Estimated amortization of intangible assets during the year ending December 31,**

2011	\$ 2,420
2012	\$ 2,192
2013	\$ 1,919
2014	\$ 1,790
2015	\$ 1,790

**6. Fair Value Measurements**

ASC topic 820, “*Fair Value Measurements and Disclosures*” (ASC No. 820) defines fair value as the price that would be received upon sale of an asset or paid upon transfer of a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability. The fair value should be calculated based on assumptions that market participants would use in pricing the asset or liability, not on assumptions specific to the entity. In addition, the fair value of liabilities should include consideration of non-performance risk, including the Company’s own credit risk.

ASC No. 820 establishes a three-level hierarchy of fair value measurements based on whether the inputs to those measurements are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company’s market assumptions. The fair-value hierarchy requires the use of observable market data when available and consists of the following levels:

- Level 1 – Quoted prices for identical instruments in active markets;
- Level 2 – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs are observable in active markets; and
- Level 3 – Valuations derived from valuation techniques in which one or more significant inputs are unobservable.

The following table sets forth the Company’s assets and liabilities that were accounted for at fair value as of December 31, 2010 and 2009. The table excludes short-term investments, accounts receivable, accounts payable and accrued expenses for which fair values approximate their carrying amounts.

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**Assets and Liabilities Measured at Fair Value**

The assets and liabilities measured at fair value on recurring basis are summarized below:

	Level 1	Level 2	Level 3	Total
<b>As of December 31, 2010</b>				
<b>Assets</b>				
Money market and mutual funds	\$ 83,335	\$ —	\$ —	\$ 83,335
Derivative financial instruments	—	4,214	—	4,214
<b>Total</b>	<b>\$ 83,335</b>	<b>\$4,214</b>	<b>\$ —</b>	<b>\$ 87,549</b>
<b>Liabilities</b>				
	—	—	—	—
<b>As of December 31, 2009</b>				
<b>Assets</b>				
Money market and mutual funds	\$117,370	\$ —	\$ —	\$117,370
Derivative financial instruments	—	2,470	—	2,470
<b>Total</b>	<b>\$117,370</b>	<b>\$2,470</b>	<b>\$ —</b>	<b>\$119,840</b>
<b>Liabilities</b>				
	—	—	—	—

*Derivative Financial Instruments:* The Company's derivative financial instruments consist of foreign currency forward exchange contracts. Fair values for derivative financial instruments are based on broker quotations and are classified as Level 2. See note 7 for further details on Derivatives and Hedge Accounting.

**7. Derivatives and Hedge Accounting**

The Company actively looks to mitigate the exposure of foreign currency market risk by entering into various hedging instruments, authorized under Company policies, with counterparties that are highly rated financial institutions. The Company's primary exchange rate exposure is with U.K. pound sterling and the Indian rupee. The Company also has exposure in Philippine pesos, Czech koruna and other local currencies in which it operates. The Company uses derivative instruments for the purpose of mitigating the underlying exposure from foreign currency fluctuation risks associated with forecasted transactions denominated in certain foreign currencies and to minimize earnings and cash flow volatility associated with changes in foreign currency exchange rates, and not for speculative trading purposes. These derivative financial instruments are largely forward foreign exchange contracts that are designated effective and that qualify as cash flow hedges under ASC topic 815, "Derivatives and Hedging" (ASC No. 815). The Company also uses derivatives consisting of foreign currency exchange contracts not designated as hedging instruments under ASC No. 815 to hedge intercompany balances and other monetary assets or liabilities denominated in currencies other than the functional currency.

The Company had outstanding foreign exchange contracts totaling \$166,030, GBP 8,434 and EUR 785 as of December 31, 2010 and totaling \$90,000 and GBP 7,662 as of December 31, 2009. The Company estimates that approximately \$3,171 of net derivative gains included in accumulated other comprehensive income could be reclassified into earnings within the next 12 months based on exchange rates prevailing as of December 31, 2010. At December 31, 2010, the maximum outstanding term of derivative instruments that hedge forecasted transactions was thirty three months.

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The Company evaluates hedge effectiveness at the time a contract is entered into as well as on an ongoing basis. If during this time, a contract is deemed ineffective, the change in the fair value is recorded in the consolidated statements of income and is included in foreign exchange gain/(loss). For hedge relationships that are discontinued because the forecasted transaction is not expected to occur by the end of the originally specified period, any related derivative amounts recorded in equity are reclassified to earnings. No significant amounts of gains or losses were reclassified from AOCI into earnings as a result of forecasted transactions that failed to occur during the year ended December 31, 2010 and 2009.

The following tables set forth the fair value of the foreign currency exchange contracts and their location on the consolidated financial statements:

*Derivatives designated as hedging instruments:*

	December 31, 2010	December 31, 2009
<b>Other current assets:</b>		
Foreign currency exchange contracts	\$ 3,171	\$ 1,451
<b>Other assets</b>		
Foreign currency exchange contracts	\$ 1,029	\$ 957

*Derivatives not designated as hedging instruments:*

	December 31, 2010	December 31, 2009
<b>Other current assets:</b>		
Foreign currency exchange contracts	\$ 14	\$ 62

The following tables set forth the effect of foreign currency exchange contracts on the consolidated statements of income for the years ended December 31, 2010 and 2009:

	Amount of Gain or (Loss) Recognized in AOCI on Derivative (Effective Portion)		Location of Gain or (Loss) Reclassified from AOCI into Income (Effective Portion)	Amount of Gain or (Loss) Reclassified from AOCI into Income (Effective Portion)		Location of Gain/ (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing)	Amount of Gain/ (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing)	
	2010	2009		2010	2009		2010	2009
	<b>Derivatives in Cash Flow Hedging Relationships</b>							
Foreign exchange contracts	\$ 5,453	\$ 1,725	Foreign exchange gain / (loss)	\$3,661	\$(6,398)	Foreign exchange gain / (loss)	\$ —	\$ (118)

<b>Derivatives not designated as Hedging Instruments</b>	Location of Gain or (Loss) Recognized in Income on Derivatives		Amount of Gain or (Loss) Recognized in Income on Derivatives	
	2010	2009	2010	2009
Foreign exchange contracts	Foreign exchange gain / (loss)		\$ 1,485	\$ 220



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**8. Fixed Assets:**

Fixed assets consist of the following:

	<u>December 31,</u> <u>2010</u>	<u>December 31,</u> <u>2009</u>
Network equipment, cabling and computers	\$ 50,282	\$ 36,313
Buildings	1,779	1,709
Land	1,164	1,118
Leasehold improvements	19,195	13,361
Office furniture and equipment	7,439	5,264
Motor vehicles	1,591	965
Construction in progress	<u>2,006</u>	<u>1,046</u>
	83,456	59,776
Less: Accumulated depreciation and amortization	<u>(48,723)</u>	<u>(35,812)</u>
	<u>\$ 34,733</u>	<u>\$ 23,964</u>

Depreciation and amortization expense excluding amortization of acquisition related intangibles for the year ended December 31, 2010, 2009 and 2008 was \$13,811, \$11,238 and \$10,622, respectively.

Construction in progress represents advances paid towards acquisition of fixed assets and the cost of fixed assets not yet ready to be placed in service. The cost and accumulated amortization of assets under capital leases at December 31, 2010 were \$879 and \$268, respectively, and at December 31, 2009 were \$500 and \$228, respectively.

**9. Capital Structure****Common Stock**

The Company has one class of common stock outstanding.

During the year ended December 31, 2010, the Company acquired 5,472 shares of common stock from employees in connection with withholding tax payments related to the vesting of restricted stock for a total consideration of \$93. The purchase price of \$16.96 per share was the average of the high and low price of the Company's shares of common stock on the Nasdaq Global Select Market on the trading day prior to the vesting date of the shares of restricted stock. These shares are held as treasury stock. During the year ended 2009, the Company acquired 4,329 shares of common stock from employees for a total consideration of \$39 and 5,621 shares of common stock as part of its previously announced share repurchase program for a total consideration of \$34. The Company's repurchase program ended in November 2009.

**10. Employee Benefit Plans**

The Company's Gratuity Plans in India and the Philippines provides a lump sum payment to vested employees on retirement or on termination of employment in an amount based on the respective employee's salary and years of employment with the Company. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation using the projected unit credit method. Current service costs for the Gratuity Plan are accrued in the year to which they relate. Actuarial gains or losses or prior service costs, if any, resulting from amendments to the plans are recognized and amortized over the remaining period of service of the employees.

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The benefit obligation has been measured as of December 31, 2010. The following table sets forth the activity and the funded status of the Gratuity Plan and the amounts recognized in the Company's consolidated financial statements at the end of the relevant periods:

	December 31,	
	2010	2009
Change in projected benefit obligation:		
Benefit obligation at the beginning of the year	\$1,804	\$1,101
Service cost	526	284
Interest cost	152	115
Benefits paid	(267)	(139)
Actuarial loss	156	376
Acquisitions	411	—
Effect of exchange rate changes	101	67
Projected benefit obligation at the end of the year	<u>\$2,883</u>	<u>\$1,804</u>
Unfunded amount—non-current	<u>\$1,903</u>	<u>\$1,282</u>
Unfunded amount—current	<u>\$ 980</u>	<u>\$ 522</u>
Total Accrued liability	<u>\$2,883</u>	<u>\$1,804</u>
Accumulated benefit obligation	<u>\$2,208</u>	<u>\$1,396</u>

Net gratuity cost includes the following components:

	Year ended December 31,		
	2010	2009	2008
Service cost	\$526	\$284	\$265
Interest cost	152	115	89
Actuarial loss	167	73	136
Net gratuity cost	<u>\$845</u>	<u>\$472</u>	<u>\$490</u>

The amount in accumulated other comprehensive loss that is expected to be recognized as a component of net periodic benefit cost over the next fiscal year is \$106. The components of accumulated other comprehensive income that has not been recognized as components of net gratuity cost in the statement of income as of December 31, 2010 is as follows:

	December 31,	
	2010	2009
Net actuarial loss	\$396	\$371
Net prior service (credit)/cost	11	9
Accumulated other comprehensive loss, net of tax	<u>\$407</u>	<u>\$380</u>

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The weighted average actuarial assumptions used to determine benefit obligations and net periodic gratuity cost are:

	December 31,		
	2010	2009	2008
Discount rate	8.7%	6.1%	10.0%
Rate of increase in compensation levels	8.0%	8.0%	8.0%

The Company evaluates these assumptions annually based on its long-term plans of growth and industry standards. The discount rates are based on current market yields on government securities adjusted for a suitable risk premium.

Expected benefit payments during the year ending December 31,	
2011	\$ 980
2012	970
2013	880
2014	817
2015	799
2016 to 2020	\$2,398

The Company maintains the Exl Service Inc. 401(k) Plan, the Inductis 401(k) Profit Sharing Plan and the PDMA 401(k) Profit Sharing Plan, (the “401(k) Plans”) under Section 401(k) of the Internal Revenue Code of 1986 covering all eligible employees, as defined. The Company may make discretionary contributions of up to a maximum of 3% of employee compensation within certain limits. The Company’s contribution to the 401(k) Plans amounted to \$269, \$251 and \$342 during the years ended December 31, 2010, 2009 and 2008, respectively.

During the years ended December 31, 2010, 2009 and 2008, the Company contributed the following amounts to various defined contribution plans on behalf of its employees in India, the Philippines and the Czech Republic:

Year ended December 31, 2010	\$3,648
Year ended December 31, 2009	\$2,378
Year ended December 31, 2008	\$1,892

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**11. Leases**

The Company leases motor vehicles for certain of its employees. Such leases are recorded as capital leases. Future minimum lease payments under these capital leases at December 31, 2010 are as follows:

Year ending December 31,	
2011	\$274
2012	218
2013	173
2014	34
Total minimum lease payments	699
Less: amount representing interest	79
Present value of minimum lease payments	620
Less: current portion	231
Long term capital lease obligation	<u>\$389</u>

The Company conducts its operations using facilities leased under non-cancelable operating lease agreements that expire at various dates. Future minimum lease payments under non-cancelable agreements expiring after more than twelve months are set forth below:

Year ending December 31,	
2011	\$ 5,088
2012	3,843
2013	1,832
2014	633
2015	533
2016 and thereafter	1,796
	<u>\$13,725</u>

The operating leases are subject to renewal periodically and have scheduled rent increases. The Company accounts for scheduled rent on a straight line basis over the lease period. Rent expense under both cancelable and non-cancelable operating leases was \$9,808, \$5,854 and \$5,384 for the years ended December 31, 2010, 2009 and 2008, respectively. Deferred rent as of December 31, 2010 and 2009 was \$3,324 and \$1,437, respectively, and are included in "Accrued expenses and other current liabilities" in the consolidated balance sheets.

**12. Income Taxes**

The components of income from continuing operations before income taxes consist of the following:

	Year ended December 31,		
	2010	2009	2008
Domestic	\$ 5,964	\$ 3,332	\$ (5,927)
Foreign	26,125	16,163	15,724
	<u>\$32,089</u>	<u>\$19,495</u>	<u>\$ 9,797</u>

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The income tax provision/(benefit) relating to continuing operations consists of the following:

	Year ended December 31,		
	2010	2009	2008
<b>Current provision:</b>			
Domestic	\$ 4,380	\$ 4,629	\$ —
Foreign	<u>3,492</u>	<u>7,474</u>	<u>725</u>
	<u>\$ 7,872</u>	<u>\$12,103</u>	<u>\$ 725</u>
<b>Deferred benefit:</b>			
Domestic	\$(1,431)	\$(1,596)	\$(1,820)
Foreign	<u>(944)</u>	<u>(6,804)</u>	<u>(245)</u>
	<u>\$(2,375)</u>	<u>\$(8,400)</u>	<u>\$(2,065)</u>
<b>Income tax provision/(benefit)</b>	<u><u>\$ 5,497</u></u>	<u><u>\$ 3,703</u></u>	<u><u>\$(1,340)</u></u>

The effective income tax rate differs from the amount computed by applying the U.S. federal statutory income tax rate to income before income taxes approximately as follows:

	December 31,		
	2010	2009	2008
Expected tax provision	\$11,231	\$ 6,823	\$ 3,429
Change in valuation allowance	367	710	93
Deferred tax benefit	112	(2,161)	194
Impact of tax holiday	(4,227)	(3,113)	(5,728)
Reversal of FIN 48 reserve	(2,848)	—	—
State taxes, net of Federal taxes	550	269	(37)
Non-deductible non-cash compensation	115	962	639
Other	<u>197</u>	<u>213</u>	<u>70</u>
<b>Tax provision/(benefit)</b>	<u><u>\$ 5,497</u></u>	<u><u>\$ 3,703</u></u>	<u><u>\$(1,340)</u></u>

The fiscal year under the Indian Income Tax Act ends on March 31. Certain of our operations centers in India qualify for an exemption from corporate tax under section 10A or 10B of the Indian Income Tax Act. This exemption is available for a period of ten consecutive years beginning with the financial year in which the operations center begins to manufacture or produce eligible goods and services and expires on April 1, 2011. The tax holiday period for some of our operations centers has already expired and is set to expire for some of our other operations centers on April 1, 2011. Therefore, any profits generated from the services provided from such operations centers will be fully taxable after that date. As a result of the expiration of the tax holiday period during 2011, our tax expense will significantly increase in and after 2011.

During 2010, the Company has established operations centers in Noida and Jaipur, India in special economic zones that are eligible for tax incentives for services provided from such locations until 2025, under the Special Economic Zones Act, 2005.

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For the years ended December 31, 2010, 2009 and 2008, the effect of the income tax holiday was to reduce the overall income tax provision and increase net income by approximately \$4,227, \$3,113 and \$5,728, respectively, and increase diluted earnings per share by \$0.14, \$0.11 and \$0.20, respectively.

The components of the deferred tax balances as of December 31, 2010 and 2009 are as follows:

	December 31,	
	2010	2009
Deferred tax assets:		
Tax credit carry forward	\$ 4,157	\$ 4,269
Depreciation and amortization	5,445	4,215
Share-based compensation	5,844	4,673
Accrued employee costs and other expenses	3,007	1,720
Net operating loss carry forwards	665	688
Unrealized exchange loss	717	498
Deferred rent	268	255
Allowance for doubtful debts	100	108
Others	22	17
	<u>\$20,225</u>	<u>\$16,443</u>
Valuation allowance	(2,621)	(2,254)
Deferred tax assets	<u>\$17,604</u>	<u>\$14,189</u>
Deferred tax liabilities:		
Intangible assets	\$ 376	\$ 269
Unrealized exchange gain on cash flow hedges	1,174	566
Deferred tax liabilities	<u>\$ 1,550</u>	<u>\$ 835</u>
Net deferred tax assets	<u>\$16,054</u>	<u>\$13,354</u>

Deferred tax assets and liabilities are recognized for future tax consequences attributable to temporary differences between the financial statement carrying values of assets and liabilities and their respective tax bases and operating loss carry forwards. At December 31, 2010, the Company performed an analysis of the deferred tax asset valuation allowance for certain units of its Indian subsidiaries and net operating loss carry forward for its domestic entities. Based on this analysis, the Company continues to record a valuation allowance on deferred tax assets pertaining to such units of the Company's subsidiaries under a tax holiday period. The valuation allowance as of December 31, 2010 and 2009 was \$2,621 and \$2,254, respectively.

During 2007, the Indian government passed tax legislation that, among other items, subjects Indian taxpayers to a Minimum Alternative Tax ("MAT"). As of December 31, 2010 and 2009, income tax credits related to the MAT were approximately \$4,157 and \$4,269, respectively.

At December 31, 2010 and 2009, no deferred income taxes have been provided for the Company's share of undistributed net earnings of foreign operations due to management's intent to reinvest such amounts indefinitely. The determination of the amount of such unrecognized tax liability is not practical. Those earnings totaled approximately \$93,026 and \$69,449 as of December 31, 2010 and 2009, respectively.

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The Company's provision for income taxes also includes the impact of provisions established for uncertain income tax positions determined in accordance with ASC No. 740 as well as the related net interest. Tax exposures can involve complex issues and may require extended periods to resolve. Although the Company believes that it has adequately reserved for its uncertain tax positions, no assurance can be given that the final tax outcome of these matters will not be different. The Company adjusts these reserves in light of changing facts and circumstances, such as the closing of a tax audit or the refinement of an estimate. To the extent that the final tax outcome of these matters differs from the amounts recorded, such differences will impact the provision for income taxes in the period in which such determination is made.

The following summarizes the activity related to the gross unrecognized tax benefits from January 1, 2010 through December 31, 2010:

Balance as of January 1, 2010	\$ 4,156
Increases related to prior year tax positions	—
Decreases related to prior year tax positions	(2,848)
Increases related to current year tax positions	2,644
Decreases related to current year tax positions	—
Effect of exchange rate changes	184
Balance as of December 31, 2010	<u>\$ 4,136</u>

The unrecognized tax benefits as of December 31, 2010 of \$4,136, if recognized, would impact the effective tax rate.

The Company has recognized interest and penalties of \$16 during the year ended December 31, 2010, which is included in the income tax provision in the consolidated statements of income. The unrecognized tax benefits may increase or decrease in the next twelve months depending on the Company's tax positions.

### 13. Stock Based Compensation

In 2003, the Company instituted the ExlService Holdings, Inc. 2003 Stock Option Plan (the "2003 Plan"). The 2003 Plan covers all the employees of the Company and its subsidiaries. The Compensation Committee of the board of directors (the "Committee") administers the 2003 Plan and grants stock options to eligible employees of the Company and its subsidiaries. The Committee determined which employees were eligible to receive options, the number of options to be granted, the exercise price, the vesting period and the exercise period. The vesting period for the options issued was determined on the date of the grant and was non-transferable during the life of the option. Options issued under the 2003 Plan expire ten years from the date of grant and generally vest incrementally over a period of four years from the date of grant with 25% of the options vesting each year.

Pursuant to the 2003 Plan, the Company reserved 1,600,000 shares of common stock after giving effect to the Stock Split and Conversion, for the granting of options. If an employee is terminated, they must exercise any vested options within 90 days after termination or the vested options are forfeited. On September 29, 2006, the Company decided to cease making new grants under the 2003 Plan. Grants previously made under the 2003 Plan may continue to be exercised in accordance with the terms of the 2003 Plan. As of September 29, 2006, the pool of shares available for grant under the 2003 Plan (329,854 shares of common stock) was added to the pool of available shares under the 2006 Plan (as defined below).

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In 2006, the Company instituted the ExlService Holdings, Inc. 2006 Omnibus Award Plan (the “2006 Plan”) which replaced the 2003 Plan. The 2006 Plan covers all of the employees of the Company. Under the 2006 Plan, the Committee may grant awards of nonqualified stock options, incentive stock options, stock appreciation rights, restricted stock, restricted stock units, stock bonus awards, performance compensation awards (including cash bonus awards) or any combination of the foregoing.

The Committee determines which employees are eligible to receive the equity awards, the number of equity awards to be granted, the exercise price, the vesting period and the exercise period. The vesting period for the equity award issued is determined on the date of the grant and is non-transferable during the life of the equity award. The options expire ten years from the date of grant and generally vest incrementally over a period of four years from the date of grant with 10% vesting at the end of year one, 20% vesting at the end of year two, 30% vesting at the end of year three and 40% vesting at the end of year four. Pursuant to the 2006 Plan, the Company reserved 3,399,384 shares of common stock (in addition to the available pool of 329,854 shares from the 2003 plan) for the granting of equity awards. If an employee resigns or is terminated, the employee must exercise any vested options within 90 days after termination or the vested options are forfeited. At a special meeting of the Company’s stockholders held on January 29, 2009, the Company’s stockholders approved, among other things, an amendment to the 2006 Plan to increase the number of shares of its common stock issuable there under by 4,000,000 shares, which brought the total number of shares reserved under the plan to 7,729,238.

Effective January 1, 2006, the Company adopted guidance under ASC topic 718, using the modified prospective method of transition. Under the provisions of this guidance, the estimated fair value of share-based awards granted under stock incentive plans is recognized as compensation expense over the vesting period. Using the modified prospective method, compensation expense is recognized beginning with the effective date of adoption of this guidance for all share based payments (i) granted after the effective date of adoption and (ii) granted prior to the effective date of adoption and that remain unvested on the date of adoption.

The following costs related to the Company’s stock-based compensation plan are included in the consolidated statement of income:

	Year ended December 31,		
	2010	2009	2008
Cost of revenue	\$1,593	\$1,405	\$1,112
General and administrative expenses	3,838	3,456	2,719
Selling and marketing expenses	3,060	2,232	1,447
Total	<u>\$8,491</u>	<u>\$7,093</u>	<u>\$5,278</u>

The fair value of each stock option granted to employees is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

	Year ended December 31,		
	2010	2009	2008
Dividend yield	0%	0%	0%
Expected life (years)	4.65	4.56	5.52
Risk free interest rate	1.84%	1.73%	2.43%
Volatility	44%	50%	39%



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The estimated expected term of options granted has been based on historical experience since October 2006, which is representative of the expected term of the options. Volatility has been calculated based on the volatility of the Company's common stock and the volatility of stocks of comparative companies. The risk-free interest rate that the Company uses in the option valuation model is based on U.S. treasury zero-coupon bonds with a remaining term similar to the expected term of the options. The Company does not anticipate paying any cash dividends in the foreseeable future and therefore uses an expected dividend yield of zero in the option valuation model. The Company is required to estimate forfeitures at the time of grant and revise those estimates in subsequent periods if actual forfeitures differ from those estimates. The Company uses historical data to estimate pre-vesting option forfeitures and records stock-based compensation expense only for those awards that are expected to vest. All stock-based payment awards are amortized on a straight-line basis over the requisite service periods of the awards, which are generally the vesting periods.

Stock option activity under the Company's stock plans is shown below:

	Number of Options	Weighted- Average Exercise Price	Aggregate Intrinsic Value	Weighted- Average Remaining Contractual Life (years)
Outstanding at December 31, 2007	1,581,815	\$ 14.38		
Granted	469,000	16.20		
Exercised	(37,219)	10.33		
Forfeited	(224,845)	16.59		
Outstanding at December 31, 2008	1,788,751	\$ 14.67		
Granted	1,658,889	8.92		
Exercised	(66,204)	12.08		
Forfeited	(193,370)	18.13		
Outstanding at December 31, 2009	3,188,066	\$ 11.52		
Granted	326,319	18.03		
Exercised	(278,118)	10.88		
Forfeited	(160,650)	13.51		
Outstanding at December 31, 2010	<u>3,075,617</u>	<u>\$ 12.17</u>	<u>\$ 28,810</u>	<u>7.25</u>
Vested and exercisable at December 31, 2010	1,274,927	\$ 12.71	\$ 11,269	6.29
Available for grant at December 31, 2010	<u>3,430,472</u>			

The unrecognized compensation cost for unvested options as of December 31, 2010, is \$6,682, which is expected to be expensed over a weighted average period of 2.32 years. The weighted-average fair value of options granted during the years ended December 31, 2010, 2009 and 2008 was \$7.10, \$3.52 and \$6.36, respectively. The total grant date fair value of options vested during the years ended December 31, 2010, 2009 and 2008 was \$3,481, \$3,147 and \$1,815, respectively. The aggregate intrinsic value of options exercised during the years ended December 31, 2010, 2009 and 2008 was \$2,416, \$290 and \$381, respectively.

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The following table summarizes the status of the Company's stock options outstanding and stock options vested and exercisable at December 31, 2010:

Range of Exercise Prices	Options Outstanding		Options Vested and Exercisable	
	Shares	Weighted-Average Exercise Price	Shares	Weighted-Average Exercise Price
\$0.12 to \$0.17	27,726	\$ 0.12	27,726	\$ 0.12
\$8.00 to \$15.00	2,173,672	9.82	921,942	11.01
\$15.01 to \$24.00	874,219	18.39	325,259	18.58
Total	<u>3,075,617</u>	<u>\$ 12.17</u>	<u>1,274,927</u>	<u>\$ 12.71</u>

Subsequent to December 31, 2010, the Company has granted 308,367 stock options and 322,432 restricted stock units to its employees and directors.

**Restricted Stock and Restricted Stock Units**

An award of restricted stock is a grant of shares subject to conditions and restrictions set by the Committee. The grant or the vesting of an award of restricted stock may be conditioned upon service to the Company or its affiliates or upon the attainment of performance goals or other factors, as determined in the discretion of the Committee. The Committee may also, in its discretion, provide for the lapse of restrictions imposed upon an award of restricted stock. Holders of an award of restricted stock may have, with respect to the restricted stock granted, all of the rights of a stockholder, including the right to vote and to receive dividends.

The Committee is authorized to award restricted stock units to participants. The Committee establishes the terms, conditions and restrictions applicable to each award of restricted stock units, including the time or times at which restricted stock units will be granted or vested and the number of units to be covered by each award. The terms and conditions of each restricted stock award will be reflected in a restricted stock unit agreement.

Any cash or in-kind dividends paid with respect to unvested shares of restricted stock and restricted stock units are withheld by the Company and paid to the holder of such shares of restricted stock, without interest, only if and when such shares of restricted stock and restricted stock units vest. Any unvested shares of restricted stock and restricted stock units are immediately forfeited without consideration upon the termination of holder's employment with the Company or its affiliates. Accordingly, the Company's unvested restricted stock and restricted stock units do not include non-forfeitable rights to dividends or dividend equivalents and are therefore not considered as participating securities for purposes of earnings per share calculations pursuant to the two-class method.

**EXLSERVICE HOLDINGS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**  
**December 31, 2010**  
**(Unaudited)**  
**(In thousands, except share and per share amounts)**

Restricted stock and restricted stock unit activity under the Company's stock plans is shown below:

	Restricted Stock		Restricted Stock Units	
	Number	Weighted-Average Intrinsic Value	Number	Weighted-Average Intrinsic Value
Outstanding at December 31, 2007	600,710	\$ 19.14	20,000	\$ 23.47
Granted	198,304	18.42	24,000	10.26
Vested	(125,883)	16.40	(20,000)	23.47
Forfeited	(94,885)	15.24	—	—
Outstanding at December 31, 2008	578,246	20.13	24,000	10.26
Granted	12,000	17.72	28,000	14.04
Vested	(157,754)	16.44	(24,000)	10.26
Forfeited	(52,682)	18.74	—	—
Outstanding at December 31, 2009	379,810	21.78	28,000	14.04
Granted	—	—	643,819	18.14
Vested	(134,242)	19.25	(28,000)	14.04
Forfeited	(9,683)	15.66	(19,004)	18.42
Outstanding at December 31, 2010	<u>235,885</u>	<u>\$ 23.47</u>	<u>624,815</u>	<u>\$ 18.13</u>

The fair value of restricted stock and restricted stock units is generally the market price of the Company's shares on the date of grant. As of December 31, 2010, unrecognized compensation cost of \$12,090 is expected to be expensed over a weighted average period of 2.71 years. The weighted-average fair value of restricted stock and restricted stock units under the 2006 Plan granted during the years ended December 31, 2010, 2009 and 2008 was \$18.14, \$15.14 and \$17.72, respectively. The total grant date fair value of restricted stock and restricted stock units vested during the years ended December 31, 2010, 2009 and 2008 was \$2,913, \$2,851 and \$2,573, respectively.

**Advisory Board Options**

During the year ended December 31, 2010, 2009 and 2008, the Company recorded compensation expense/(income) of \$58, \$80 and (\$70), respectively, related to stock options granted to members of the Company's advisory board. The fair value and related compensation expense will be calculated for the unvested portion of these options at the end of each reporting period until such options are fully vested.

**14. Related Party Transactions**

The Company provides transformation services to Duane Reade Holdings, Inc., a New York City drugstore chain. Duane Reade Holdings, Inc. was until April 2010, indirectly owned by entities related to Oak Hill Capital Partners, one of the Company's significant stockholders. The Company recognized revenue of \$17 (until April 2010), \$537 and \$628 in the years ended December 31, 2010, 2009 and 2008, respectively, for fees and expense reimbursements from Duane Reade Holdings, Inc. At December 31, 2010 and 2009, the Company had an account receivable of \$0 and \$43, respectively, related to these services.

The Company provides services to Oak Hill Capital Partners, one of the Company's significant stockholders. The Company recognized revenue of approximately \$82, \$32 and \$0 during the years ended

**EXLSERVICE HOLDINGS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**  
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December 31, 2010, 2009 and 2008, respectively, for fees and expense reimbursements from Oak Hill Capital Partners. At December 31, 2010 and December 31, 2009, the Company had an account receivable of \$9 and \$13, respectively, related to these services.

**15. Geographical Information**

	Year ended December 31,		
	2010	2009	2008
<b>Revenues</b>			
United States	\$182,043	\$121,907	\$102,569
United Kingdom	61,436	64,697	77,806
Rest of world	9,274	4,391	1,339
	<u>\$252,753</u>	<u>\$190,995</u>	<u>\$181,714</u>
		Year ended	
		December 31,	
		2010	2009
<b>Fixed assets, net</b>			
India		\$30,447	\$18,768
United States		1,143	1,036
Philippines		2,049	3,262
Rest of world		1,094	898
		<u>\$34,733</u>	<u>\$23,964</u>

**16. Commitments and Contingencies**

*Fixed Asset Commitments*

At December 31, 2010, the Company has committed to spend approximately \$4,114 under agreements to purchase fixed assets. This amount is net of capital advances paid in respect of these purchases.

*Other Commitments*

Certain units of the Company's Indian subsidiaries have been established as 100% Export-Oriented units under the "Export Import Policy" or Software Technology Parks of India units (STPI) under the STPI guidelines issued by the Government of India that has provided the Company with certain incentives on imported and indigenous capital goods on fulfillment of certain conditions. In the event that these units are unable to meet those conditions over the specified period, the Company may be required to refund those incentives along with penalties and fines. However, management believe that these units have in the past and will continue to satisfy those conditions.

Exl Philippines is registered as an Ecozone IT Enterprise with the Philippines Economic Zone Authority. The registration has also provided us with certain incentives on the import of capital goods. Exl Philippines has an export obligation of approximately \$39,300 during the three year period ending March 31, 2011.

**EXLSERVICE HOLDINGS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**  
**December 31, 2010**  
**(Unaudited)**  
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**Contingencies**

U.S. and Indian transfer pricing regulations require that any international transaction involving associated enterprises be at an arm's-length price. Transactions among the Company's subsidiaries and the Company may be required to satisfy such requirements. Accordingly, the Company determines the pricing among its associated enterprises on the basis of a detailed functional and economic analysis involving benchmarking against transactions among entities that are not under common control. The tax authorities have jurisdiction to review this arrangement and in the event that they determine that the transfer price applied was not appropriate, the Company may incur increased tax liability, including accrued interest and penalties. The Company is currently involved in disputes with the Indian tax authorities over the application of some of its transfer pricing policies. The Company has received the following assessment orders from the Indian tax authorities with respect to their audit of certain of the Company's subsidiaries. The Indian tax authorities are examining income tax returns for other tax years. The details of the assessment orders as of December 31, 2010 are as below:

Entity	Tax Year	Issue	Amount Demanded (Including Interest)	Amount Deposited (Including additional Interest)	Bank Guarantee Issued (Including additional Interest)
Exl India	2003-04	The assessment order alleges that the transfer price we applied to transactions between EXL India and EXL Inc. in the 2003-04 tax year was not appropriate and also disallows certain expenses claimed as tax deductible by EXL India.	\$ 2,174	\$ 2,174	\$ —
Exl India	2004-05	The assessment order alleges that the transfer price we applied to transactions between EXL India and EXL Inc. for the 2004-05 tax year was not appropriate and also disallows certain expenses claimed as tax deductible by EXL India.	2,108	2,108	—
Exl India	2005-06	The assessment order alleges that the transfer price we applied to transactions between EXL India and EXL Inc. for the 2005-06 tax year was not appropriate and also disallows certain expenses claimed as tax deductible by EXL India.	3,973*	5,602	—
Exl India	2006-07	The assessment order alleges that the transfer price we applied to transactions between EXL India and EXL Inc. for the 2006-07 tax year was not appropriate and also disallows certain expenses claimed as tax deductible by EXL India.	4,046	—	—
Exl Inc.	2003-04	The assessment order alleges that EXL Inc. has a permanent establishment in India.	3,280	1,566	2,448
Exl Inc.	2004-05	The assessment order alleges that EXL Inc. has a permanent establishment in India.	105	45	58
Exl Inc.	2005-06	The assessment order alleges that EXL Inc. has a permanent establishment in India.	778	403	457
Exl Inc.	2006-07	The assessment order alleges that EXL Inc. has a permanent establishment in India.	1,336	—	—
			<u>\$17,800</u>	<u>\$11,898</u>	<u>\$ 2,963</u>

\* The original demand was \$5,548, which is reduced to \$3,973 in the first appeal.

**EXLSERVICE HOLDINGS, INC.**  
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Based on advice from its Indian tax advisors, the facts underlying its position and its experience with these types of assessments, the Company believes that the probability of loss is remote and accordingly has not accrued any amount with respect to these matters in its consolidated financial statements. The Company does not expect any impact from these assessments on its future income tax expense. The Company is subject to U.S. income taxes on the profits it recognizes in the United States. The Company has deposited the entire amount demanded by the Indian tax authorities with respect to the assessment orders received by Exl India and by Exl Inc. with the exception of the assessment orders relating to the 2006-07 tax year of Exl India and the 2006-07 tax year of Exl Inc. as disclosed above. There is a likelihood that the Company might receive similar orders for subsequent years until the above disputes are resolved.

Amounts paid as deposits in respect of the assessments described above aggregating to \$11,898 and \$7,770 as of December 31, 2010 and 2009, respectively, are included in “Other assets” and amounts deposited for bank guarantees aggregating to \$2,963 and \$2,847 as of December 31, 2010 and 2009, respectively, are included in “Restricted cash” in the Company’s consolidated balance sheet as of December 31, 2010 and 2009.

In order to resolve the outstanding transfer pricing and permanent establishment tax disputes with the Indian tax authorities, the Company has filed requests with the competent authorities in the U.S. to invoke a Mutual Agreement Procedure, or MAP, under the United States – India Tax Treaty. As a result of invocation of the MAP, the competent authorities in the U.S. worked with the competent authorities in India and proposed a resolution to the outstanding tax disputes pertaining to transfer pricing matters. The resolution proposed was legally not binding on the Company and after a detailed and careful analysis, the Company decided not to accept the resolution offered and pursue normal tax litigation process. In respect of the Permanent Establishment issues faced by Exl Inc. in India, the competent authorities of U.S. and India could not reach a conclusion and therefore the application was disposed of with no resolution offered. The Company shall continue to pursue normal tax litigation process for resolution of the said disputes.



**March 20, 2008**

Mr. Rembert de Villa  
7 Park Ave., Apt. 12D  
New York, New York 10016

Re: Employee Offer Letter

**Dear Mr. de Villa:**

We are pleased to offer you employment with ExlService.com, Inc. ("ExlService" or the "Company") for the position of **Managing Principal and Head of Transformation**. ExlService is a wholly owned subsidiary of ExlService Holdings, Inc. ("Parent"). This is a Vice President (Level 3) position and shall be based in New York. You will report directly to Rohit Kapoor, President and Chief Operating Officer.

Your annual salary ("Base Salary") will be \$350,000 (Three Hundred and Fifty Thousand dollars only), payable as per the Company's payroll policies. Currently, our payroll period ends on the 15<sup>th</sup> and 30<sup>th</sup> of each month. Your start date of work as a full time employee with ExlService is April 15, 2008 ("Joining Date").

Your employment will be at will. This offer is not to be considered a contract guaranteeing employment for any specific duration and is subject to approval of your work authorization by the U.S. Department of Homeland Security. The Company will sponsor you and provide you with reasonable assistance in connection with obtaining appropriate work authorization for you.

**Stock Options and Restricted Stocks:**

Employees of Parent and its subsidiaries and affiliates are generally eligible to participate in the ExlService Holdings, Inc. 2006 Omnibus Award Plan (as amended) (the "Plan"). You will be recommended for a grant of options to purchase 40,000 shares of Parent common stock and 4,000 shares of restricted Parent common stock (collectively, the "Initial Equity Grant") at the next regularly scheduled meeting of the Compensation Committee of the Board of Directors of Parent (the "Compensation Committee"). The Initial Equity Grant will be subject to the approval of the Compensation Committee in its sole discretion. The terms and conditions of the Initial Equity Grant (including the date of grant, the exercise price of the stock options, and the vesting schedule) will be determined and approved by the Compensation Committee and shall be evidenced by a stock option award agreement and a restricted stock award agreement consistent with the terms of the Plan. As per the current policy approved by the Compensation Committee, you will also be eligible, subject to

ExlService Inc.  
350 Park Avenue, 10<sup>th</sup> floor  
New York NY 10022  
Tel: 212-872 1417 Fax: 212-872 1524

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performance and other conditions considered by the Compensation Committee, to receive equity awards annually during the term of your employment. As with all equity compensation, this is at the sole discretion of the Compensation Committee.

**Bonus:**

You will be eligible to receive an annual cash bonus equivalent to 70% of your Base Salary, subject to achievement of the following objectives:

- 30% of your total bonus potential shall depend on the achievement of enterprise revenue and EBIT (adjusted) targets set for each calendar year;
- 30% of your total bonus potential shall depend on the achievement of revenue and gross margin targets for the Company's Transformation business line that are set for each calendar year; and
- 40% of your total bonus potential shall depend on achievement of personal objectives set for each calendar year.

You may be eligible for bonus payment in excess of 70% of your base salary, if and to the extent targets and objectives are exceeded. Other terms of your bonus will be determined in accordance with the Company Bonus Policy.

In accordance with current Company Bonus policy, the annual bonus is paid in March for the performance during the preceding calendar year. You must be employed and must not be serving any notice period on the date bonuses are paid for you to be eligible for receipt. For calendar year 2008, you will be eligible to receive a bonus, prorated to reflect the number of days you were employed by the Company in 2008.

**Benefits:**

As an ExlService employee, you will be immediately eligible to participate in the health, dental, vision, life insurance and disability plans in accordance with their terms as in effect from time to time. You will also be eligible to participate in the Company's 401(k) plan in accordance with its terms as in effect from time to time. Under the 401(k) plan, you can save up to 13% of your eligible compensation (subject to IRS-mandated maximum limits) through pre-tax payroll deduction. You will become eligible to participate in the 401(k) plan on the first day of the month following your Joining Date.

**Vacation and Sick Leave:**

You will be entitled to four weeks vacation and 3 personal choice days per calendar year prorated for 2008 to reflect the number of days you were employed by the Company in 2008. Any unused vacation time at the end of the calendar year will be forfeited. Please refer to your employee's package (to be separately provided to you) for further details.

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**Business Expenses:**

ExIService will pay for or reimburse authorized business related expenses that you may incur in discharging your duties, subject to presentation of appropriate documentation in accordance with applicable Company policy.

**Severance:**

If the Company terminates your employment without Cause (as defined below), then you shall be entitled to receive severance payments in an aggregate amount equal to 3 months Base Salary, payable in accordance to Company's regular payroll practices. The severance payments will not be made unless and until you execute (and do not revoke during any applicable revocation period) a mutually agreeable waiver and release of all claims against the Company, Parents, their respective subsidiaries and affiliates, their respective predecessors and successors, and the employees, officers, directors, shareholders, partners, members, agents, and representatives of each of the foregoing, and such waiver and release becomes effective in accordance with its terms, and shall be subject to your compliance with the terms of the non-disclosure and non-compete agreement referenced below.

For purposes of this offer letter, "Cause" means (A) a final non-appealable conviction of, or a pleading of no contest to, (i) a crime of moral turpitude which causes serious economic injury or serious injury to the Company's reputation or (ii) a felony; or (B) fraud, embezzlement, gross negligence, self-dealing, dishonesty or other gross and willful misconduct which has caused serious and demonstrable injury to the Company; (C) material violation by you of any material Company policy; (D) willful and continuing failure to substantially perform your duties (other than for reason of physical or mental incapacity) which failure to perform continues beyond fifteen (15) days after a written demand for substantial improvement in your performance, identifying specifically and in detail the manner in which improvement is sought, is delivered to you by the Company; provided that a failure to achieve performance objectives shall not by itself constitute Cause and no act or failure to act by you shall be considered "willful" unless done or failed to be done by you in bad faith and without a reasonable belief that your actions or omission was in the best interest of the Company; (E) your failure to reasonably cooperate in an investigation involving the Company by any governmental authority; (F) your material, knowing and intentional failure to comply with applicable laws with respect to the execution of the Company's business operations, including, without limitation, a knowing and intentional failure to comply with the Prevention of Corruption Act of India, 1988, or the United States Foreign Corrupt Practices Act of 1977, as amended; provided, that, if all of the following conditions exist, there will be a presumption that you have acted in accordance with such applicable laws: you are following, in good faith, the written advice of counsel, such counsel having been approved by the Board of Directors of the Company as outside counsel to the Company for regulatory and compliance matters, in the form of a legal memorandum or a written legal opinion, and you have, in good faith, provided to such counsel all accurate and truthful facts necessary for such counsel to render such legal memorandum or written legal opinion; (G) your failure to follow the lawful directives of your supervisor which is not remedied within fifteen (15) days after your receipt of written notice from the Company specifying such failure; or (H) your use of alcohol or drugs which materially interferes with the performance of your duties.

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**Proprietary Information Agreement:**

Prior to commencement of employment, you will be required to execute additional documentation including a non-disclosure and non-compete agreement.

**Outside Employment:**

Your position with ExlService is a full time responsibility requiring your full loyalty and dedication. So that you can do your best, you may not work for another employer while still employed with ExlService. In addition, ExlService prohibits its employees from investing money in any competitor of ExlService or conducting their own business in competition with ExlService whether during ExlService working hours or after ExlService work hours.

Please contact your on-site supervisor if you are unsure as to whether any work you perform is in competition with ExlService. Furthermore, should you need to engage in any outside business activity, you would need to get written approval from your on-site supervisor.

**Miscellaneous:**

You represent and warrant to the Company that neither the execution, delivery and performance of this letter agreement and the non-disclosure and non-compete agreement nor the performance of your duties to the Company or any of its affiliates violates or will violate the provisions of any other agreement to which you are a party or by which you are bound.

On your first day of employment you will be provided with information regarding Company's policies and general employment conditions. To fulfill federal identification requirements, you should bring documentation to support your identity and eligibility to work in the United States. Please contact ExlService's HR administrator for specifics.

[Remainder of page intentionally left blank]

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We hope this job offer demonstrates our commitment to create a flexible and successful partnership that works for both of us. The job deserves and requires 110% commitment from you. I am confident that with you on the team we can reach great heights, both now and in the future.

To indicate your acceptance of the Company's offer, please sign and date this letter in the space provided below, and return it to me.

Regards,

/s/ Rohit Kapoor  
Rohit Kapoor  
President

/s/ Vikram Talwar  
Vikram Talwar  
Vice-Chairman & CEO

Accepted and Agreed:

/s/ Rembert de Villa  
Rembert de Villa

March 26, 2008  
Date:

ExlService Inc.  
350 Park Avenue, 10<sup>th</sup> floor  
New York NY 10022  
Tel: 212-872 1417 Fax: 212-872 1524

**Subsidiaries of the Registrant**

<u>Name of Subsidiary</u>	<u>Jurisdiction</u>
ExlService.com, Inc.	Delaware
ExlService Philippines, Inc.	Philippines
exlService.com (India) Private Limited	India
Exl Support Services Private Limited	India
ExlService (U.K.) Limited	United Kingdom
ExlService Mauritius Limited	Mauritius
ExlService SEZ BPO Solutions Private Limited	India
ExlService Romania Private Limited S.R.L.	Romania
ExlService Czech Republic S.R.O.	Czech Republic
Inductis Inc.	Delaware
Inductis LLC	Delaware
Inductis (India) Private Limited	India
Inductis (Singapore) PTE Limited	Singapore
Professional Data Management Again, Inc.	Delaware
PDMA International Limited	Delaware

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-3 No. 333-162335) of ExlService Holdings, Inc.
- (2) Registration Statement (Form S-8 No. 333-139211) pertaining to the 2006 Omnibus Award Plan of ExlService Holdings, Inc., and
- (3) Registration Statement (Form S-8 No. 333-157076) pertaining to the 2003 Stock Option Plan, 2003 India Stock Employee Option Plan, 2006 Omnibus Award Plan, 2006 Omnibus India Subplan 1 and 2006 Omnibus India Subplan 2 of ExlService Holdings, Inc.;

of our reports dated March 16, 2011, with respect to the consolidated financial statements of ExlService Holdings, Inc. and subsidiaries, and the effectiveness of internal control over financial reporting of ExlService Holdings, Inc. and subsidiaries included in this Annual Report (Form 10-K) for the year ended December 31, 2010.

/s/ Ernst & Young LLP

New York, New York  
March 16, 2011

## SECTION 302 CERTIFICATION

I, Vikram Talwar, certify that:

1. I have reviewed this annual report of ExlService Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 16, 2011

/s/ Vikram Talwar

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Vikram Talwar  
Executive Chairman

## SECTION 302 CERTIFICATION

I, Vishal Chhibbar, certify that:

1. I have reviewed this annual report of ExlService Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 16, 2011

/s/ Vishal Chhibbar

Vishal Chhibbar  
Chief Financial Officer

## SECTION 302 CERTIFICATION

I, Rohit Kapoor, certify that:

1. I have reviewed this annual report of ExlService Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 16, 2011

/s/ Rohit Kapoor

Rohit Kapoor  
President and Chief Executive Officer



CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of ExlService Holdings, Inc. (the "Company") on Form 10-K for the year ended December 31, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Vikram Talwar, Executive Chairman of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (a) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Vikram Talwar

Vikram Talwar  
Executive Chairman

March 16, 2011

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of ExlService Holdings, Inc. (the "Company") on Form 10-K for the year ended December 31, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Vishal Chhibbar, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (a) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Vishal Chhibbar

Vishal Chhibbar  
Chief Financial Officer

March 16, 2011

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of ExlService Holdings, Inc. (the "Company") on Form 10-K for the year ended December 31, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Rohit Kapoor, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (a) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Rohit Kapoor

Rohit Kapoor  
President and Chief Executive Officer

March 16, 2011