

I. Purpose

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of ExlService Holdings, Inc., a Delaware corporation (the “Company”), shall (a) identify individuals qualified to become Board members (consistent with criteria approved by the Board); (b) recommend to the Board the director nominees for the next annual meeting of stockholders; (c) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; (d) oversee the evaluation of the Board and management and (e) provide oversight of the corporate governance affairs of the Board and the Company consistent with the long-term best interests of the Company and its shareowners.

II. Organization

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of the Nasdaq Marketplace Rules (as amended from time to time, the “Nasdaq Rules”) and any other regulatory requirements, subject, if applicable, to any phase-in or cure periods permitted by the Nasdaq Rules and other applicable requirements, including Nasdaq Rule 5605(e)(3), which provides that one director who does not satisfy the applicable independence requirements of the Nasdaq Rules may be appointed to and serve on the Committee, subject to compliance with the requirements of such rule. At least one member of the Committee shall have experience in matters relating to corporate governance, either as a professional or as a business executive.

The members of the Committee shall be appointed by the Board. Members of the Committee may be removed at any time by action of the Board. The Committee’s chairperson shall be designated by the Board or, if it does not do so, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee.

The Committee may form and delegate authority to subcommittees when appropriate, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the Nasdaq Rules.

III. Meetings

The Committee shall meet at least two times per year, or more frequently as circumstances require. Meetings may be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. Meetings may be held telephonically or by other electronic means to the extent permitted by the Company’s organizational documents and applicable Delaware law.

IV. Authority and Responsibilities

1. Review and make recommendations regarding Director recruiting and onboarding processes and procedures.
2. Review and make recommendations to the Board with respect to membership on committees of the Board, including chairpersons, other than the Committee, to ensure that the committee has an appropriate breadth of expertise and its membership consists of persons with sufficiently diverse and independent skill sets and backgrounds, including making recommendations to the Board with respect to members and chairpersons of these committees.
3. Recommend procedures for the smooth functioning of the Board, including the calendar, agenda and information requirements for meetings of the Board, meetings of committees of the Board, executive sessions of non-management directors and executive sessions of independent directors only.
4. Oversee evaluation processes for the Board, its Committees and individual directors at a frequency determined by the Committee to be effective and appropriate for the Company. Receive comments from all directors as to the Board's performance and report annually to the Board with an assessment of the Board's performance.
5. Consider matters of corporate governance and review and assess the adequacy and effectiveness of the Company's corporate governance guidelines and any other corporate governance policies, including independence standards, annually, keep abreast of any developments in corporate governance best practices and recommend to the Board any changes deemed appropriate by the Committee on the basis of such developments or otherwise.
6. Review and oversee the Company's environmental, sustainability and corporate social responsibility related initiatives, policies and goals, targets and metrics (including the performance of such programs), as well as other public issues of significance to the Company, its investors and other key stakeholders, including related to ethical business practices, climate change, environmental protection, diversity, equity and inclusion, and employee health and safety, to ensure they are consistent with the Company's long-term strategic objectives and responsible corporate citizenship. Report to the Board at least annually.
7. Oversee the orientation program for new directors and continuing education programs for directors.
8. Review and recommend to the Board for approval the fees, equity awards and benefits payable to non-employee directors for their services to the Board and committees of the Board.
9. Review periodically and recommend to the Board any changes to the stock ownership guidelines with respect to non-employee directors.
10. Review and make recommendations to the Board regarding executive officer and director indemnification.
11. Monitor compliance, as it relates to individual directors, with the Company's Code of Conduct and Ethics and any other Company policies.

12. Review, assess the adequacy of, and recommend any changes to, the Company's organizational documents.
13. Review stockholder proposals relating to corporate governance matters and recommend to the Board the Company's response to any such proposals.
14. Review and assess the adequacy of this Charter annually in light of the Nasdaq requirements and federal securities laws, and recommend to the Board any changes deemed appropriate by the Committee.
15. Review its own performance annually.
16. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deem appropriate.

The foregoing responsibilities and duties set forth in this Charter should serve as a guide only, with the express understanding that the Committee may carry out additional responsibilities and duties and adopt additional policies and procedures as may be necessary in light of any changing business, legislative, regulatory, legal or other conditions.

V. Resources

The Committee shall have the sole authority to retain and terminate a search firm to be used to identify director candidates and the authority to retain other professionals to assist it with any background checks and to carry out its duties. The Chair of the Committee, at the request of any member of the Committee, may request any officer or employee of the Company or the Company's outside counsel to attend a meeting or to meet with any members of, or advisors to, the Committee or otherwise respond to Committee requests.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary for payment of compensation to any counsel, advisors, accountants, consultants, search firms or other professionals retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.