

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

FORM 8-K

**CURRENT REPORT
Pursuant to Sections 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 27, 2023

EXLSERVICE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-33089
(Commission
File Number)

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

**320 Park Avenue, 29th Floor,
New York, New York**
(Address of principal executive offices)

10022
(Zip code)

Registrant's telephone number, including area code: (212) 277-7100

NOT APPLICABLE
(Former name or address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

- Emerging growth company
- If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	EXLS	NASDAQ

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 27, 2023, Anne Minto, a member of the Board of Directors (the “Board”) of ExlService Holdings, Inc. (the “Company”), notified the Board that she has decided not to stand for re-election at the Company’s 2023 annual meeting of stockholders (the “Annual Meeting”), at which time she will retire from the Board and the committees on which she currently serves. Ms. Minto’s decision not to stand for re-election at the Annual Meeting did not arise from any disagreement with the Company, the Company’s management or the Board on any matters relating to the Company’s operations, policies or practices.

A copy of the press release announcing Ms. Minto’s retirement is attached hereto as Exhibit 99.1 to this report and is hereby incorporated by reference into this Item 5.02.

Item 9.01. Financial Statement and Exhibits.

(d) Exhibits.

The following exhibits are filed herewith:

<u>Number</u>	<u>Description</u>
99.1	Press Release dated February 1, 2023
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EXLSERVICE HOLDINGS, INC.
(Registrant)

Date: February 1, 2023

By: /s/ Ajay Ayyappan
Name: Ajay Ayyappan
Title: Senior Vice President,
General Counsel and Secretary

Anne Minto to Retire from EXL Board of Directors

NEW YORK, Feb. 1, 2023 — ExlService Holdings, Inc. (NASDAQ: EXLS), a leading global data analytics and digital operations and solutions company, today announced that Anne E. Minto will be retiring from the Board of Directors of EXL in June 2023 and will not stand for re-election at EXL's 2023 annual meeting of stockholders.

“On behalf of EXL and its board of directors, we are grateful for the valuable contributions Anne has made to the company,” said Vikram S. Pandit, Chairman of the Board of EXL. “For 10 years, Anne’s leadership and guidance as a member of both the Nominating and Governance Committee and the Compensation and Talent Management Committee, including seven as Chair of the latter, have greatly benefited the company, and we thank her for her wisdom and dedication.”

EXL Vice Chairman and Chief Executive Officer Rohit Kapoor said, “Anne’s impact on the company over the past decade has been extensive. Her deep knowledge and experience in talent management, including succession planning, leadership development and compensation, was instrumental to our success as we more than doubled our employee base during her tenure. In addition, she leveraged her extensive network in the U.K. and European business environments to help us expand our client and delivery footprints. I am grateful for Anne’s service to EXL and wish her and her family all the best in retirement.”

“It has been an enormous privilege to serve on the EXL Board. The growth and success of EXL during my tenure on the Board has been incredible, and the commitment of our employees worldwide is phenomenal,” said Minto. “It has been wonderful to be part of this exciting journey, and I’m confident in EXL’s continuing success.”

About EXL

EXL (NASDAQ: EXLS) is a leading data analytics and digital operations and solutions company that partners with clients to improve business outcomes and unlock growth. By bringing together deep domain expertise with robust data, powerful analytics, cloud, artificial intelligence (“AI”) and machine learning (“ML”), we create agile, scalable solutions and execute complex operations for the world’s leading corporations in industries including insurance, healthcare, banking and financial services, media, and retail, among others. Focused on driving faster decision-making and transforming operating models, EXL was founded on the core values of innovation, collaboration, excellence, integrity and respect. Headquartered in New York, our team is over 43,100 strong, with more than 50 offices spanning six continents. For more information, visit www.exlservice.com.

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