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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

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

Date of report (Date of earliest event reported) **July 11, 2008**

**EXLSERVICE HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**001-33089**

(Commission File Number)

**82-0572194**

(I.R.S. Employer Identification No.)

**350 Park Avenue  
New York, New York**

(Address of principal executive offices)

**10022**

(Zip Code)

**(212) 277-7100**

(Registrant's Telephone Number, Including Area Code)

**NOT APPLICABLE**

(Former Name or Former 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 (see General Instruction A.2. below):

- Written communications 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))
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Item 1.01 Entry into a Material Definitive Agreement.

On July 14, 2008, ExlService Holdings, Inc. (the “Company”) announced the extension of the Company’s existing master services agreement (the “Agreement”) with Centrica plc (“Centrica”), one of its largest customers. The extension was effected pursuant to a notice of extension delivered by Centrica on July 11, 2008, which notice extends the term of the Agreement under its existing terms for an additional 12 months. As a result of this extension, the term of the Agreement is scheduled to expire on January 25, 2010.

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**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 thereunto duly authorized.

**EXLSERVICE HOLDINGS, INC.**  
(Registrant)

Date: July 15, 2008

By: /s/ Matt Appel  
Name: Matt Appel  
Title: Vice President and Chief Financial Officer