

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

FORM 10-Q

(Mark One)

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

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2012

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, 38TH FLOOR, NEW YORK,
NEW YORK**
(Address of principal executive offices)

10017
(Zip code)

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

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 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 Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) 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 July 31, 2012, there were 31,974,871 shares of the registrant's common stock outstanding (excluding 336,262 shares held in treasury and 9,907 shares of restricted stock), par value \$0.001 per share.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

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

	June 30, 2012 (Unaudited)	December 31, 2011
Assets		
Current assets:		
Cash and cash equivalents	\$ 94,520	\$ 82,393
Short-term investments	6,502	7,869
Restricted cash	807	934
Accounts receivable, net	61,673	55,672
Prepaid expenses	3,516	4,269
Deferred tax assets, net	8,120	6,228
Advance income tax, net	—	3,379
Other current assets	8,875	6,097
Total current assets	<u>184,013</u>	<u>166,841</u>
Fixed assets, net	41,252	42,320
Restricted cash	3,569	3,387
Deferred tax assets, net	14,831	16,495
Intangible assets, net	33,405	36,313
Goodwill	91,339	92,287
Other assets	19,842	19,768
Total assets	<u>\$388,251</u>	<u>\$ 377,411</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 2,429	\$ 4,333
Deferred revenue	6,384	7,772
Accrued employee cost	21,013	27,700
Accrued expenses and other current liabilities	29,409	30,700
Income taxes payable	160	—
Current portion of capital lease obligations	1,670	1,729
Total current liabilities	<u>61,065</u>	<u>72,234</u>
Capital lease obligations, less current portion	3,318	4,244
Non-current liabilities	21,187	22,458
Total liabilities	<u>85,570</u>	<u>98,936</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, 32,309,413 shares issued and 31,973,151 shares outstanding as of June 30, 2012 and 31,496,461 shares issued and 31,173,064 shares outstanding as of December 31, 2011	32	31
Additional paid-in-capital	186,696	173,926
Retained earnings	165,016	147,046
Accumulated other comprehensive loss	(46,063)	(39,858)
Total stockholders' equity including shares held in treasury	<u>305,681</u>	<u>281,145</u>
Less: 336,262 shares as of June 30, 2012 and 323,397 shares as of December 31, 2011, held in treasury, at cost	<u>(3,024)</u>	<u>(2,693)</u>
ExlService Holdings, Inc. stockholders' equity	302,657	278,452
Non-controlling interest	24	23
Total stockholders' equity	<u>302,681</u>	<u>278,475</u>
Total liabilities and stockholders' equity	<u>\$388,251</u>	<u>\$ 377,411</u>

See accompanying notes.

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

	<u>Three months ended June 30,</u>		<u>Six months ended June 30,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Revenues	\$ 108,030	\$ 85,028	\$ 212,638	\$ 157,935
Cost of revenues (exclusive of depreciation and amortization)	66,045	51,998	132,717	96,217
Gross profit	<u>41,985</u>	<u>33,030</u>	<u>79,921</u>	<u>61,718</u>
Operating expenses:				
General and administrative expenses	13,858	12,391	27,205	22,862
Selling and marketing expenses	7,694	6,121	15,493	11,978
Depreciation and amortization	6,040	5,110	12,399	9,962
Total operating expenses	<u>27,592</u>	<u>23,622</u>	<u>55,097</u>	<u>44,802</u>
Income from operations	14,393	9,408	24,824	16,916
Other income, net:				
Foreign exchange (loss)/gain	(2,080)	1,803	(1,022)	3,451
Interest and other income, net	367	645	814	970
Income before income taxes	12,680	11,856	24,616	21,337
Income tax provision	3,626	3,381	6,646	4,501
Net income	<u>\$ 9,054</u>	<u>\$ 8,475</u>	<u>\$ 17,970</u>	<u>\$ 16,836</u>
Earnings per share:				
Basic	\$ 0.28	\$ 0.28	\$ 0.57	\$ 0.57
Diluted	\$ 0.27	\$ 0.27	\$ 0.55	\$ 0.54
Weighted-average number of shares used in computing earnings per share:				
Basic	31,970,881	29,859,811	31,708,237	29,740,676
Diluted	33,096,607	31,043,426	32,940,231	30,912,021

See accompanying notes.

EXLSERVICE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME/(LOSS)
(Unaudited)
(In thousands)

	<u>Three months ended June 30,</u>		<u>Six months ended June 30,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Net income	\$ 9,054	\$ 8,475	\$ 17,970	\$ 16,836
Other comprehensive income:				
Unrealized (loss)/gain on effective cash flow hedges, net of taxes	(6,286)	554	200	240
Foreign currency translation adjustment	(12,686)	82	(6,463)	984
Retirement benefits, net of taxes	109	19	58	39
Total other comprehensive (loss)/income	<u>(18,863)</u>	<u>655</u>	<u>(6,205)</u>	<u>1,263</u>
Total comprehensive (loss)/income	<u>\$ (9,809)</u>	<u>\$ 9,130</u>	<u>\$ 11,765</u>	<u>\$ 18,099</u>

See accompanying notes.

EXLSERVICE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOW
(Unaudited)
(In thousands)

	<u>Six months ended June 30,</u>	
	<u>2012</u>	<u>2011</u>
Cash flows from operating activities:		
Net income	\$ 17,970	\$ 16,836
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	12,399	9,962
Stock-based compensation expense	5,458	5,127
Amortization of debt issuance cost	76	—
Non-employee stock options	32	1
Unrealized foreign exchange (gain)/loss	(1,793)	657
Deferred income taxes	(1,271)	(1,228)
Change in operating assets and liabilities:		
Restricted cash	(125)	(25)
Accounts receivable	(5,948)	(5,258)
Prepaid expenses and other current assets	(3,875)	1,065
Accounts payable	(689)	185
Deferred revenue	(1,393)	(16)
Accrued employee cost	(7,282)	(4,784)
Accrued expenses and other liabilities	1,118	3,441
Advance income tax, net	3,188	882
Other assets	1,588	(69)
Net cash provided by operating activities	<u>19,453</u>	<u>26,776</u>
Cash flows from investing activities:		
Purchase of fixed assets	(13,199)	(8,604)
Business acquisition (net of cash acquired)	—	(80,090)
Purchase of short-term investments	(3,292)	(1,888)
Proceeds from redemption of short-term investments	4,321	413
Net cash used for investing activities	<u>(12,170)</u>	<u>(90,169)</u>
Cash flows from financing activities:		
Principal payments on capital lease obligations	(872)	(301)
Proceeds from short-term borrowings	—	30,000
Repayments of short-term borrowings	—	(14)
Payment of debt issuance costs	—	(446)
Acquisition of treasury stock	(331)	(1,643)
Proceeds from exercise of stock options	7,280	3,578
Net cash provided by financing activities	<u>6,077</u>	<u>31,174</u>
Effect of exchange rate changes on cash and cash equivalents	<u>(1,233)</u>	<u>392</u>
Net increase/(decrease) in cash and cash equivalents	12,127	(31,827)
Cash and cash equivalents, beginning of period	82,393	111,182
Cash and cash equivalents, end of period	<u>\$ 94,520</u>	<u>\$ 79,355</u>

See accompanying notes.

EXLSERVICE HOLDINGS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2012
(Unaudited)
(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

The unaudited interim consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information, the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for annual financial statements and therefore should be read in conjunction with the audited consolidated financial statements and footnotes thereto included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

The unaudited interim consolidated financial statements reflect all adjustments (of a normal and recurring nature) which management considers necessary for a fair presentation of such statements for the interim periods presented. The unaudited consolidated statements of income for the interim periods presented are not necessarily indicative of the results for the full year or for any subsequent period.

2. Summary of Significant Accounting Policies

Principles of Consolidation

The accompanying unaudited consolidated financial statements include 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 exl Service.com (India) Private Limited (“Exl India”) and the profits associated with the minority partner’s interest in those operations, in the unaudited consolidated balance sheet and unaudited consolidated statement of income, respectively. This non-controlling interest in these operations for the three and six months ended June 30, 2012 and 2011 was insignificant and is included under general and administrative expenses in the unaudited consolidated statements of income.

Use of Estimates

The preparation of the unaudited consolidated financial statements in conformity with U.S. generally accepted accounting principles (“GAAP”) 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 unaudited consolidated financial statements and the unaudited 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, service tax receivables, assets and obligations related to employee benefit plans, deferred tax valuation allowances, income-tax uncertainties and other contingencies, valuation of derivative 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.

EXLSERVICE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(continued)

June 30, 2012

(Unaudited)

(In thousands, except share and per share amounts)

Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (“FASB”) issued update No. 2011-04, “*Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*” (ASU No. 2011-04). ASU No. 2011-04 was intended to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with GAAP and International Financial Reporting Standards (“IFRS”). The amendments in this update result in common fair value measurement and disclosure requirements in GAAP and IFRS. The update explains how to measure fair value and does not require additional measurements. The adoption of this accounting pronouncement from January 1, 2012 did not have any impact on the Company’s unaudited consolidated financial statements.

In June 2011, the FASB issued update No. 2011-05, “*Presentation of Comprehensive Income*” (ASU No. 2011-05). ASU No. 2011-05, effective retrospectively for the interim and annual periods beginning on or after December 15, 2011 (early adoption is permitted), requires presentation of total comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In December 2011, the FASB issued update No. 2011-12, which deferred the requirement to present on the face of the financial statements the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income for annual and interim financial statements. The adoption of this accounting pronouncement from January 1, 2012 did not have any impact on the Company’s unaudited consolidated financial statements. The Company adopted the option of presentation in two separate but consecutive statements. Refer to the Company’s unaudited consolidated statements of comprehensive income/(loss) for further details.

In September 2011, the FASB issued update No. 2011-08, “*Testing Goodwill for Impairment*” (ASU No. 2011-08), which allows entities to use a qualitative approach to test goodwill for impairment. ASU No. 2011-08 permits an entity to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If it is concluded that this is the case, it is necessary to perform the currently prescribed two-step goodwill impairment test. Otherwise, the two-step goodwill impairment test is not required. ASU No. 2011-08 is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. The adoption of this accounting pronouncement did not have a material impact on the Company’s unaudited consolidated financial statements and the Company does not expect this to have a material impact on its annual goodwill impairment assessment in the fourth quarter of fiscal 2012.

Accrued expenses and other current liabilities

	June 30, 2012	December 31, 2011
Accrued expenses	\$ 15,807	\$ 15,572
Derivative instruments	9,601	9,170
Other current liabilities	4,001	5,958
Accrued expenses and other current liabilities	<u>\$ 29,409</u>	<u>\$ 30,700</u>

Non-current liabilities

	June 30, 2012	December 31, 2011
Derivative instruments	\$ 8,640	\$ 8,559
Unrecognized tax benefits	5,315	4,981
Deferred rent	3,816	3,319
Retirement benefits	2,196	3,068
Other non-current liabilities	1,220	2,531
Non-current liabilities	<u>\$ 21,187</u>	<u>\$ 22,458</u>

EXLSERVICE HOLDINGS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(continued)
June 30, 2012
(Unaudited)
(In thousands, except share and per share amounts)

3. 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.

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

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
Numerators:				
Net income	\$ 9,054	\$ 8,475	\$ 17,970	\$ 16,836
Denominators:				
Basic weighted average common shares outstanding	31,970,881	29,859,811	31,708,237	29,740,676
Dilutive effect of share based awards	<u>1,125,726</u>	<u>1,183,615</u>	<u>1,231,994</u>	<u>1,171,345</u>
Diluted weighted average common shares outstanding	<u>33,096,607</u>	<u>31,043,426</u>	<u>32,940,231</u>	<u>30,912,021</u>
Earnings per share:				
Basic	\$ 0.28	\$ 0.28	\$ 0.57	\$ 0.57
Diluted	\$ 0.27	\$ 0.27	\$ 0.55	\$ 0.54
Weighted average common shares considered anti-dilutive in computing diluted earnings per share	539,818	446,595	439,028	528,832

4. Segment Information

The Company is organized around its outsourcing services and transformation services segments.

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 depreciation, amortization, other 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.

Revenues and cost of revenues for each of the three months ended June 30, 2012 and 2011 for the Company's outsourcing services and transformation services segments, respectively, are as follows:

	Three months ended June 30, 2012			Three months ended June 30, 2011		
	Outsourcing Services	Transformation Services	Total	Outsourcing Services	Transformation Services	Total
Revenues	\$ 88,922	\$ 19,108	\$108,030	\$ 68,733	\$ 16,295	\$85,028
Cost of revenues (exclusive of depreciation and amortization)	54,501	11,544	66,045	41,338	10,660	51,998
Gross profit	<u>\$ 34,421</u>	<u>\$ 7,564</u>	<u>\$ 41,985</u>	<u>\$ 27,395</u>	<u>\$ 5,635</u>	<u>\$33,030</u>
Operating expenses			27,592			23,622
Other income, net			(1,713)			2,448
Income tax provision			3,626			3,381
Net income			<u>\$ 9,054</u>			<u>\$ 8,475</u>

EXLSERVICE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(continued)

June 30, 2012

(Unaudited)

(In thousands, except share and per share amounts)

Revenues and cost of revenues for each of the six months ended June 30, 2012 and 2011 for the Company's outsourcing services and transformation services segments, respectively, are as follows:

	Six months ended June 30, 2012			Six months ended June 30, 2011		
	Outsourcing Services	Transformation Services	Total	Outsourcing Services	Transformation Services	Total
Revenues	\$ 178,656	\$ 33,982	\$212,638	\$ 125,574	\$ 32,361	\$157,935
Cost of revenues (exclusive of depreciation and amortization)	110,979	21,738	132,717	75,572	20,645	96,217
Gross profit	\$ 67,677	\$ 12,244	\$ 79,921	\$ 50,002	\$ 11,716	\$ 61,718
Operating expenses			55,097			44,802
Other income, net			(208)			4,421
Income tax provision			6,646			4,501
Net income			\$ 17,970			\$ 16,836

5. Business Combinations, Goodwill and Intangible Assets

On May 31, 2011, the Company completed its acquisition of Business Process Outsourcing Inc., a Delaware corporation formerly organized as a Cayman Islands exempted company ("OPI"), pursuant to a Merger Agreement, dated as of April 30, 2011 (the "OPI Acquisition").

On October 1, 2011, the Company also acquired Trumbull Services, LLC. ("Trumbull"), a market leader in subrogation services for property and casualty insurance companies, from The Hartford Financial Services Group, Inc. (the "Trumbull Acquisition").

Goodwill

The following table sets forth details of the Company's goodwill balance as of June 30, 2012:

	Outsourcing Services	Transformation Services	Total
Balance at January 1, 2011	\$ 26,585	\$ 16,785	\$43,370
Goodwill arising from OPI acquisition	54,604	—	54,604
Currency translation adjustments	(5,687)	—	(5,687)
Balance at December 31, 2011	\$ 75,502	\$ 16,785	\$92,287
Purchase accounting adjustments ⁽¹⁾	422	—	422
Currency translation adjustments	(1,370)	—	(1,370)
Balance at June 30, 2012	\$ 74,554	\$ 16,785	\$91,339

(1) Relates to the OPI acquisition

EXLSERVICE HOLDINGS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(continued)
June 30, 2012
(Unaudited)
(In thousands, except share and per share amounts)

Intangible Assets

Information regarding the Company's intangible assets is as follows:

	As of June 30, 2012		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Customer relationships	\$33,052	\$ (6,098)	\$ 26,954
Leasehold benefits	3,317	(919)	2,398
Developed technology	2,133	(459)	1,674
Non-compete agreements	1,316	(1,006)	310
Trade names and trademarks	2,722	(653)	2,069
	<u>\$42,540</u>	<u>\$ (9,135)</u>	<u>\$ 33,405</u>

	As of December 31, 2011		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Customer relationships	\$33,100	\$ (4,456)	\$ 28,644
Leasehold benefits	3,474	(668)	2,806
Developed technology	2,133	(351)	1,782
Non-compete agreements	1,316	(606)	710
Trade names and trademarks	2,722	(351)	2,371
	<u>\$42,745</u>	<u>\$ (6,432)</u>	<u>\$ 36,313</u>

Amortization expense for the three months ended June 30, 2012 and 2011 was \$1,365 and \$913, respectively. Amortization expense for the six months ended June 30, 2012 and 2011 was \$2,759 and \$1,548, respectively. The weighted average life of intangible assets was 10.1 years for customer relationships, 6.8 years for leasehold benefits, 10.0 years for developed technology, 1.5 years for non-compete agreements and 3.0 years for trade names and trademarks excluding indefinite life trade names and trademarks. The Company had \$900 of indefinite life trade names and trademarks as of June 30, 2012 and December 31, 2011.

Estimated amortization of intangible assets during the year ending June 30,	
2013	\$4,826
2014	\$4,239
2015	\$3,689
2016	\$3,689
2017	\$3,683

6. Fair Value Measurements

The following table sets forth the Company's assets and liabilities that were accounted for at fair value on a recurring basis as of June 30, 2012 and December 31, 2011. The table excludes short-term investments, accounts receivable, short-term borrowings, accounts payable and accrued expenses for which fair values approximate their carrying amounts.

EXLSERVICE HOLDINGS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(continued)
June 30, 2012
(Unaudited)
(In thousands, except share and per share amounts)

Assets and Liabilities Measured at Fair Value

As of June 30, 2012	Level 1	Level 2	Level 3	Total
Assets				
Money market and mutual funds	\$62,669	\$ —	\$ —	\$62,669
Derivative financial instruments	—	1,280	—	1,280
Total	<u>\$62,669</u>	<u>\$ 1,280</u>	<u>\$ —</u>	<u>\$63,949</u>
Liabilities				
Derivative financial instruments	\$ —	\$18,241	\$ —	\$18,241
Total	<u>\$ —</u>	<u>\$18,241</u>	<u>\$ —</u>	<u>\$18,241</u>
As of December 31, 2011	Level 1	Level 2	Level 3	Total
Assets				
Money market and mutual funds	\$42,067	\$ —	\$ —	\$42,067
Derivative financial instruments	—	32	—	32
Total	<u>\$42,067</u>	<u>\$ 32</u>	<u>\$ —</u>	<u>\$42,099</u>
Liabilities				
Derivative financial instruments	\$ —	\$17,729	\$ —	\$17,729
Total	<u>\$ —</u>	<u>\$17,729</u>	<u>\$ —</u>	<u>\$17,729</u>

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.

7. Derivatives and Hedge Accounting

The Company actively looks to mitigate the exposure of foreign currency market risk by entering into various hedging transactions, authorized under Company policies, with counterparties that are highly rated financial institutions. The Company's primary exchange rate exposure is with the 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 815). The Company also uses derivatives consisting of foreign currency exchange contracts not designated as hedging instruments under ASC 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 \$228,962 and GBP 10,196 as of June 30, 2012 and totaling \$235,866 and GBP 10,368 as of December 31, 2011. The Company estimates that approximately \$9,135 of net derivative losses included in accumulated other comprehensive income ("AOCI") could be reclassified into earnings within the next twelve months based on exchange rates prevailing as of June 30, 2012. As of June 30, 2012, the maximum outstanding term of derivative instruments that hedge forecasted transactions was thirty-three months.

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 unaudited consolidated statements of income and is included in foreign exchange gain. 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 amounts of gains or losses were reclassified from AOCI into earnings as a result of forecasted transactions that failed to occur during the three and six months ended June 30, 2012 and 2011.

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

Derivatives designated as hedging instruments:

	June 30, 2012	December 31, 2011
Other current assets:		
Foreign currency exchange contracts	\$ 466	\$ —
Other assets:		
Foreign currency exchange contracts	\$ 188	\$ —
Accrued expenses and other current liabilities:		
Foreign currency exchange contracts	\$9,601	\$ 9,170
Other non current liabilities:		
Foreign currency exchange contracts	\$8,640	\$ 8,559

Derivatives not designated as hedging instruments:

	June 30, 2012	December 31, 2011
Other current assets:		
Foreign currency exchange contracts	\$ 626	\$ 32

The following tables set forth the effect of foreign currency exchange contracts on the unaudited consolidated statements of income for the three months ended June 30, 2012 and 2011:

Derivatives in Cash Flow Hedging Relationships	Amount of (Loss)/Gain Recognized in AOCI on Derivative (Effective Portion)		Location of (Loss)/Gain Reclassified from AOCI into Income (Effective Portion)	Amount of (Loss)/Gain 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)	
	2012	2011		2012	2011		2012	2011
	Foreign exchange contracts	\$ (13,430)		\$ 2,081	Foreign exchange (loss)/gain		\$(4,882)	\$1,527

Derivatives Not Designated as Hedging Instruments	Amount of (Loss)/Gain Recognized in Income on Derivatives	
	2012	2011
Foreign exchange contracts	\$ (2,596)	\$ 405

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The following tables set forth the effect of foreign currency exchange contracts on the unaudited consolidated statements of income for the six months ended June 30, 2012 and 2011:

Derivatives in Cash Flow Hedging Relationships	Amount of (Loss)/Gain Recognized in AOCI on Derivative (Effective Portion)		Location of (Loss)/Gain Reclassified from AOCI into Income (Effective Portion)	Amount of (Loss)/Gain 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)	
	2012	2011		2012	2011		2012	2011
	Foreign exchange contracts	\$ (5,121)		\$ 2,970	Foreign exchange (loss)/gain		\$ (5,263)	\$ 2,730

Derivatives Not Designated as Hedging Instruments	Location of Gain Recognized in Income on Derivatives	Amount of Gain Recognized in Income on Derivatives	
		2012	2011
Foreign exchange contracts	Foreign exchange (loss)/gain	\$ 302	\$ 776

8. Fixed Assets

The components of fixed assets, net of accumulated depreciation, consisted of the following:

	June 30, 2012	December 31, 2011
Owned Assets:		
Network equipment, computers and software	\$ 58,548	\$ 55,499
Buildings	1,430	1,498
Land	936	980
Leasehold improvements	23,080	21,733
Office furniture and equipment	9,852	9,011
Motor vehicles	718	828
Capital work in progress	1,654	2,737
	<u>96,218</u>	<u>92,286</u>
Less: Accumulated depreciation and amortization	(58,723)	(54,736)
	<u>\$ 37,495</u>	<u>\$ 37,550</u>
Assets Under Capital Leases:		
Network equipment, computers and software	\$ 274	\$ 474
Leasehold improvements	2,372	2,541
Office furniture and equipment	1,330	1,645
Motor vehicles	958	882
	<u>4,934</u>	<u>5,542</u>
Less: Accumulated depreciation and amortization	(1,177)	(772)
	<u>\$ 3,757</u>	<u>\$ 4,770</u>
Fixed assets, net	<u>\$ 41,252</u>	<u>\$ 42,320</u>

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Depreciation and amortization expense excluding amortization of acquisition-related intangibles for the three months ended June 30, 2012 and 2011 was \$4,675 and \$4,197, respectively, and \$9,640 and \$8,414 for the six months ended June 30, 2012 and 2011, respectively.

Capital work in progress represents advances paid toward acquisition of fixed assets and the cost of fixed assets not yet ready to be placed in service.

9. Capital Structure

The Company has one class of common stock.

During the three months ended June 30, 2012, the Company acquired 5,410 shares of common stock from employees in connection with withholding tax payments related to the vesting of restricted stock for a total consideration of \$149. The purchase price of \$27.62 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. During the six months ended June 30, 2012, the Company acquired 12,865 shares of common stock from employees in connection with withholding tax payments related to the vesting of restricted stock for a total consideration of \$331.

During the three months ended June 30, 2011, the Company acquired 7,882 shares of common stock from employees in connection with withholding tax payments related to the vesting of restricted stock for a total consideration of \$170. The purchase price of \$19.16 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. During the six months ended June 30, 2011, the Company acquired 9,596 shares of common stock from employees in connection with withholding tax payments related to the vesting of restricted stock for a total consideration of \$204.

During the three and six months ended June 30, 2011, the Company also acquired 61,299 shares of common stock for a total consideration of \$1,439 pursuant to an option agreement between the Company and Prudential Financial, Inc. ("Prudential") dated July 1, 2004. The purchase price of \$23.47 per share was the average closing price for the 30-day period on the Nasdaq Global Select Market preceding the date of exercise of options by Prudential.

The shares acquired as mentioned above are held as treasury stock.

10. Employee Benefit Plans

The Company's Gratuity Plans in India and the Philippines provide 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 Plans are determined by actuarial valuation using the projected unit credit method. Current service costs for the Gratuity Plans 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.

Net gratuity cost includes the following components:

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
Service cost	\$ 292	\$ 218	\$ 563	\$ 389
Interest cost	100	64	211	128
Expected return on plan assets	(42)	—	(61)	—
Actuarial loss	31	27	64	53
Net gratuity cost	<u>\$ 381</u>	<u>\$ 309</u>	<u>\$ 777</u>	<u>\$ 570</u>

The Gratuity Plans are funded plans that are managed and administered by Life Insurance Corporation of India and HDFC Standard Life Insurance Company. They calculate the annual contribution required to be made by the Company and manage the investment as well as payouts under the plans. The Company expects a return on the fund assets to be approximately 9% per annum for the year ended June 30, 2012. Fund managers manage these funds on a cash accumulation basis and declare interest retrospectively on March 31 of each year.

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Change in Plan Assets	
Plan assets at January 1, 2012	\$1,015
Employer contribution	1,143
Expected return	61
Effect of exchange rate changes	<u>(146)</u>
Plan assets at June 30, 2012	<u>\$2,073</u>

The Company maintains the ExI Service Inc. 401(k) Plan 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 has made a provision for contributions to the 401(k) Plans amounting to \$303 and \$175 during the three month periods ended June 30, 2012 and June 30, 2011, respectively, and \$680 and \$321 during the six month periods ended June 30, 2012 and June 30, 2011, respectively under the plans as applicable for these years.

During the three and six month periods ended June 30, 2012 and 2011, the Company contributed the following amounts to various defined contribution plans on behalf of its employees in India, the Philippines, Romania, Bulgaria, Malaysia and the Czech Republic:

Three months ended June 30, 2012	\$1,362
Three months ended June 30, 2011	\$1,228
Six months ended June 30, 2012	\$2,843
Six months ended June 30, 2011	\$2,250

11. Leases

The Company finances its use of certain facilities, computer hardware, leasehold improvements, furniture, fixtures, office equipment and motor vehicles under various lease arrangements provided by financial institutions. Future minimum lease payments under these capital leases as of June 30, 2012 are as follows:

Year ending June 30,	
2013	\$2,079
2014	1,676
2015	1,243
2016	808
2017	<u>19</u>
Total minimum lease payments	5,825
Less: amount representing interest	<u>837</u>
Present value of minimum lease payments	4,988
Less: current portion	<u>1,670</u>
Long term capital lease obligation	<u>\$3,318</u>

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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 operating lease agreements expiring after more than twelve months are as follows:

Year ending June 30,	
2013	\$ 9,017
2014	6,853
2015	6,045
2016	4,348
2017	938
2018 and thereafter	<u>1,429</u>
	<u>\$28,630</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 cancellable and non-cancellable operating leases was \$4,302 and \$3,345 for the three months ended June 30, 2012 and 2011, respectively, and \$8,984 and \$6,153 for the six months ended June 30, 2012 and 2011, respectively. Deferred rent as of June 30, 2012 and December 31, 2011 was \$4,248 and \$3,815, respectively, and is included in “Accrued expenses and other current liabilities” and “Non-current liabilities” in the unaudited consolidated balance sheets.

12. Income Taxes

The Company recorded income tax expense of \$3,626 and \$3,381 for the three months ended June 30, 2012 and 2011, respectively, and \$6,646 and \$4,501 for the six months ended June 30, 2012 and 2011, respectively. The effective rate of taxes increased marginally from 28.5% during the three months ended June 30, 2011 to 28.6% during the three months ended June 30, 2012. The effective rate of taxes increased from 21.1% during the six months ended June 30, 2011 to 27.0% during the six months ended June 30, 2012. The increase in the effective tax rate is primarily due to the expiry of a tax holiday period for most of the Company’s operating units in India that ended on April 1, 2011, completion of the first five years of operations in certain operating units in special economic zones (“SEZs”) in India after which the company is entitled to a 50% exemption from profits and release of a valuation allowance on deferred tax assets of \$1,961 during the three months ended March 31, 2011.

The fiscal year under the Indian Income Tax Act ends on March 31. Certain of the Company’s operations centers in India qualified for an exemption from corporate tax under Section 10A or 10B of the Indian Income Tax Act. This exemption was available for a period of ten consecutive years beginning with the financial year in which an operations center began to manufacture or produce eligible goods and services and expired on April 1, 2011. Thereafter, profits generated from the services provided from such operations centers have become fully taxable and, consequently, the Company’s tax expense increased significantly during the six months ended June 30, 2012 as compared to the six months ended June 30, 2011, respectively, and may continue to be higher in the future.

The Company currently benefits from a four-year income tax holiday for one of its operations centers in the Philippines that expired in the middle of 2012 but is extendable for an additional two years. The Company has applied to the Authority for an extension of the tax holiday which, if granted, would be effective retrospectively from the date of expiry. The Company’s new operations center in the Philippines, inaugurated in January 2012, will also benefit from a four-year income tax holiday that is extendable for an additional two years. While the Company is reasonably certain that the Philippines authority will extend such tax holidays, it is possible that such extensions could be denied, or that these holidays could be conditioned or removed entirely due to changes in applicable legislation by the government of the Philippines. Should any of these events occur, the Company’s tax liability in the Philippines could increase.

The Company’s operations centers in Jaipur and Noida, which were established in SEZs in 2010, are eligible for tax incentives until 2020. As part of the OPI Acquisition, the Company also acquired operations centers in Bengaluru and Kochi, India that are also established in SEZs. The operations center in Bengaluru completed its first five years of operations on March 31, 2012. Under the tax regulations, the Bengaluru operations center has been entitled to a 50% tax exemption on export profits for five years from April 1, 2012, after which there has been an increase in the tax expense for such center. The Company has also established a new operations center in Pune, India in June 2012 which is located in an SEZ. The Company anticipates establishing additional operations centers in SEZs in the future.

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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 June 30, 2012, the Company performed an analysis of the deferred tax asset valuation allowance for net operating loss carry forward for its domestic entities. Based on this analysis, the Company continues to carry a valuation allowance on the deferred tax assets on net operating loss carry forwards. The valuation allowance was approximately \$919 as of both June 30, 2012 and December 31, 2011.

As a result of the OPI Acquisition, the Company also acquired OPI's federal and state net operating losses in the United States. Thus, as of June 30, 2012, the Company has federal net operating loss carry forwards of approximately \$20,260, which expire in 2027. The Company's federal net operating loss carry forwards are subject to certain annual utilization limitations under Section 382 of the United States Internal Revenue Code. The Company also has state and local net operating loss carry forwards of varying amounts, which also are subject to limitations under the applicable rules and regulations of those taxing jurisdictions. The Company estimates that it will be able to utilize all of the losses before their expiry.

During 2007, the Indian government passed tax legislation that, among other items, subjects Indian taxpayers to a Minimum Alternative Tax ("MAT"). As of June 30, 2012 and December 31, 2011, deferred income taxes related to the MAT were approximately \$2,519 and \$2,793, respectively.

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, "Income Taxes," as well as the related net interest. Tax exposures can involve complex issues and may require an extended resolution period. 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 table summarizes the activity related to the gross unrecognized tax benefits from January 1, 2012 through June 30, 2012:

Balance as of January 1, 2012	\$5,324
Increases related to prior year tax positions	—
Decreases related to prior year tax positions	—
Increases related to current year tax positions	340
Decreases related to current year tax positions	—
Effect of exchange rate changes	(212)
Balance as of June 30, 2012	<u>\$5,452</u>

The unrecognized tax benefits as of June 30, 2012 of \$5,452, if recognized, would impact the effective tax rate.

The Company has recognized interest and penalties of \$129 and \$246 during the three and six months ended June 30, 2012, respectively. The unrecognized tax benefits may increase or decrease in the next twelve months depending on the Company's tax positions.

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13. Stock-Based Compensation

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

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
Cost of revenue	\$ 586	\$ 582	\$ 1,241	\$ 977
General and administrative expenses	1,279	1,372	2,605	2,354
Selling and marketing expenses	850	925	1,612	1,796
Total	<u>\$ 2,715</u>	<u>\$ 2,879</u>	<u>\$ 5,458</u>	<u>\$ 5,127</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:

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
Dividend yield	0%	0%	0%	0%
Expected life (years)	4.50	—	5.38	5.76
Risk free interest rate	0.74%	0.00%	0.97%	2.32%
Volatility	40%	0%	40%	40%

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 stock 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, 2011	3,030,128	\$ 13.22	\$28,318	6.79
Granted	416,129	25.36		
Exercised	(590,724)	12.32		
Forfeited	(81,020)	12.37		
Outstanding at June 30, 2012	<u>2,774,513</u>	<u>15.25</u>	<u>\$26,397</u>	<u>6.86</u>
Vested and exercisable at June 30, 2012	1,392,968	12.90	\$16,355	5.76
Available for grant at June 30, 2012	<u>2,101,132</u>			

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The unrecognized compensation cost for unvested options as of June 30, 2012 was \$7,394, which is expected to be expensed over a weighted average period of 2.78 years. The weighted-average fair value of options granted during the three months ended June 30, 2012 was \$9.41. No options were granted during the three months ended June 30, 2011. The weighted-average fair value of options granted during the six months ended June 30, 2012 and 2011 was \$9.43 and \$8.21, respectively. The total fair value of shares vested during the three months ended June 30, 2012 and 2011 was \$311 and \$628, respectively. The total fair value of shares vested during the six months ended June 30, 2012 and 2011 was \$2,348 and \$2,136, respectively.

Restricted Stock and Restricted Stock Units

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, 2011	63,834	\$ 18.41	939,659	\$ 19.40
Granted	—	—	345,050	24.77
Vested	(51,026)	18.56	(179,202)	18.94
Forfeited	(2,901)	23.82	(49,020)	20.60
Outstanding at June 30, 2012	<u>9,907</u>	<u>\$ 16.32</u>	<u>1,056,487</u>	<u>\$ 21.19</u>

As of June 30, 2012, unrecognized compensation cost of \$18,657 is expected to be expensed over a weighted average period of 2.69 years.

14. Related Party Transactions

The Company provides services to Oak Hill Capital Partners, an affiliate of the Oak Hill Capital Partners, L.P., one of the Company's significant stockholders. The Company recognized revenues of approximately \$23 and \$20 during the three months ended June 30, 2012 and 2011, respectively, and \$38 and \$35 during the six months ended June 30, 2012 and 2011, respectively. As of June 30, 2012 and December 31, 2011, the Company had an account receivable of \$30 and \$3, respectively, related to these services.

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15. Geographical Information

	<u>Three months ended June 30,</u>		<u>Six months ended June 30,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Revenues				
United States	\$ 77,617	\$ 61,060	\$153,565	\$ 113,478
United Kingdom	22,071	19,673	42,985	38,114
Rest of World	8,342	4,295	16,088	6,343
	<u>\$ 108,030</u>	<u>\$ 85,028</u>	<u>\$212,638</u>	<u>\$ 157,935</u>
		<u>June 30,</u>	<u>December 31,</u>	
		<u>2012</u>	<u>2011</u>	
Fixed assets, net				
India		\$32,918	\$ 35,787	
United States		2,261	1,408	
Philippines		4,957	3,946	
Rest of World		1,116	1,179	
		<u>\$41,252</u>	<u>\$ 42,320</u>	

16. Commitments and Contingencies

Fixed Asset Commitments

As of June 30, 2012, the Company had committed to spend approximately \$2,327 under agreements to purchase fixed assets. This amount is net of advances paid in respect of these purchases.

Other Commitments

Certain units of the Company’s Indian subsidiaries had 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 which had provided the Company with certain incentives on imported and indigenous capital goods on fulfillment of certain conditions. Although the corporate tax incentives are no longer available, the units are required to fulfill such conditions for a limited time. 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 believes that these units have in the past satisfied and will continue to satisfy those conditions.

ExlService Philippines, Inc. (“Exl Philippines”) is registered as an Ecozone IT Enterprise with the Philippines Economic Zone Authority. The registration provides the Company with certain incentives on the import of capital goods and requires Exl Philippines to meet certain export obligations. The Company currently benefits from a four-year income tax holiday for one of its operations centers in the Philippines that expired in the middle of 2012 but is extendable for an additional two years. The Company has applied to the Authority for an extension of the tax holiday, if granted, which would be effective retrospectively from the date of expiry. The Company’s new operations center in the Philippines, inaugurated in January 2012, will also benefit from a four-year income tax holiday that is extendable for an additional two years.

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 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

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tax authorities over the application of some of its transfer pricing policies. The Company has received a number of 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 well as amounts deposited or bank guarantees provided by the company as of June 30, 2012 are set forth 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.	\$ 1,748	\$ 1,748	\$ —
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.	1,695	1,695	—
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.	3,269	3,269	—
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.	3,253	2,680	—
Exl India	2007-08	The assessment order alleges that the transfer price we applied to transactions between EXL India and EXL Inc. for the 2007-08 tax year was not appropriate and also disallows certain expenses claimed as tax deductible by EXL India.	3,767	899	—
Exl Inc.	2003-04	The assessment order alleges that EXL Inc. has a permanent establishment in India.	2,637	1,259	1,968
Exl Inc.	2004-05	The assessment order alleges that EXL Inc. has a permanent establishment in India.	85	36	47
Exl Inc.	2005-06	The assessment order alleges that EXL Inc. has a permanent establishment in India.	626	324	367
Exl Inc.	2006-07	The assessment order alleges that EXL Inc. has a permanent establishment in India.	1,074	—	—
BPO India	2004-05	The assessment order alleges the transfer price we applied to transactions between OPI India and OPI Inc., for the 2004-05 tax year was not appropriate and proposes certain adjustments to the methodology for computing the amount of the tax exemption.	129	129	—
BPO India	2008-09	The assessment order proposes certain adjustments to the methodology for computing the amount of the tax exemption.	66	66	—
OPI India	2008-09	The assessment order proposes certain adjustments to the methodology for computing the amount of the tax exemption.	69	67	—
			<u>\$ 18,418</u>	<u>\$ 12,172</u>	<u>\$ 2,382</u>

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 unaudited consolidated financial statements. The Company does not expect any impact from these assessments on its future income tax expense. There is a likelihood that the Company might receive similar orders for subsequent years until the above disputes are resolved.

EXLSERVICE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(continued)

June 30, 2012

(Unaudited)

(In thousands, except share and per share amounts)

Amounts paid as deposits in respect of the assessments described above aggregating to \$12,172 and \$11,662 as of June 30, 2012 and December 31, 2011, respectively, are included in “Other assets” and amounts deposited for bank guarantees aggregating to \$2,382 as of June 30, 2012 and \$2,494 as of December 31, 2011, respectively, are included in “Restricted cash non-current” in the Company’s unaudited consolidated balance sheet as of June 30, 2012 and the audited consolidated balance sheet as of December 31, 2011.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in connection with our unaudited consolidated financial statements and the related notes included elsewhere in this Quarterly Report on Form 10-Q and our audited consolidated financial statements and the related notes included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011. Some of the statements in the following discussion are forward looking statements. See "Forward Looking Statements." Dollar amounts within Item 2 are presented as actual dollar amounts.

Forward Looking Statements

This Quarterly Report on Form 10-Q contains forward looking statements. You should not place undue reliance on these 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 Quarterly Report on Form 10-Q, 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 exchange rates between the currencies in which we receive our revenues and the currencies in which we incur our costs;
- fluctuations in our earnings;
- our ability to attract and retain clients;
- our ability to successfully consummate or integrate acquisitions, including the OPI Acquisition;
- restrictions on immigration;
- our ability to hire and retain enough sufficiently trained employees to support our operations;
- our ability to grow our business or effectively manage growth and international operations;
- increasing competition in our industry;
- telecommunications or technology disruptions;
- 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;
- unauthorized disclosure of sensitive or confidential client and customer data; and
- adverse outcome of our disputes with the Indian tax authorities.

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

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You should keep in mind that any forward looking statement made by us in this Quarterly Report on Form 10-Q, 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 those events or how they may affect us. We have no obligation to update any forward looking statements in this Quarterly Report on Form 10-Q after the date of this Quarterly Report on Form 10-Q, except as required by federal securities laws.

Overview

We are a leading provider of outsourcing and transformation services and focus on providing our clients with a positive business impact and enhancing their long term financial value. We customize our services to improve the economics of business performance and transform organizations to be leaner and more flexible. Our outsourcing services provide front-, middle- and back-office processing 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, finance transformation 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. We serve primarily the needs of Global 1000 companies in the insurance and healthcare, utilities, banking and financial services, transportation and logistics and travel sectors.

On May 31, 2011, we completed the acquisition of Business Process Outsourcing Inc. ("OPI"), pursuant to a Merger Agreement, dated as of April 30, 2011 (the "OPI Acquisition"). We acquired OPI to strengthen our position as a provider of finance and accounting outsourcing services. By combining our existing finance and accounting outsourcing and transformation capabilities with OPI's finance and accounting outsourcing capabilities and proprietary technology tools, we intend to provide a comprehensive set of finance and accounting services to our clients. The OPI Acquisition also furthers a strategic objective of leveraging technology and proprietary intellectual property in our service delivery.

On October 1, 2011, we acquired Trumbull Services, LLC ("Trumbull"), a market leader in subrogation services for property and casualty insurance companies, from the Hartford Financial Services Group, Inc. (the "Trumbull Acquisition"). With the Trumbull Acquisition, we have strengthened our leadership position in the insurance industry with a highly skilled and experienced employee base and access to an advanced software platform, and have become a leading provider of complex insurance subrogation outsourcing services.

We market our services to our existing and prospective clients through our sales and client management teams, which are aligned by industry verticals and cross-industry domains such as finance and accounting. Our sales and client management teams operate from the U.S. and Europe and are supported by our business development team, which operates from the U.S. and India. We operate 13 operations centers in India including a new operations center in Pune, India inaugurated in June 2012 which is located in a special economic zone and is eligible for tax incentives, two operations centers in the U.S., two operations centers in the Philippines, and one operations center in each of Romania and the Czech Republic. In addition to these operations centers, we acquired three operations centers in India, two operations centers in Bulgaria, one operations center in Malaysia and two operations centers in the U.S. as part of the OPI Acquisition. We also acquired an operations center in the U.S. as part of the Trumbull Acquisition.

In February 2012, we inaugurated the EXL Center for Talent in Noida, India, our first facility dedicated exclusively to recruitment, capability enhancement and talent development. We are also in the process of expanding several of our other operations centers globally.

We generate revenues principally from contracts to provide outsourcing and transformation services. For the three and six months ended June 30, 2012, we had total revenues of \$108.0 million and \$212.6 million, respectively, compared to total revenues of \$85.0 million and \$157.9 million in the three and six months ended June 30, 2011, respectively, an increase of \$23.0 million and \$54.7 million, respectively, or 27.1% and 34.6%, respectively.

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Revenues from outsourcing services increased from \$68.7 million and \$125.6 million for the three and six months ended June 30, 2011, respectively, to \$88.9 million and \$178.7 million for the three and six months ended June 30, 2012, respectively. The increase in revenues from outsourcing services of \$20.2 million and \$53.1 million for the three and six months ended June 30, 2012, respectively, was driven primarily by revenues of \$17.1 million and \$43.8 million from the OPI Acquisition and the Trumbull Acquisition and net volume increases from existing and new clients aggregating to \$8.0 million and \$16.4 million. These increases were offset partially by a net decrease in revenues of \$4.8 million and \$7.1 million, primarily due to the depreciation of each of the Indian rupee, U.K. pound sterling and Czech koruna against the U.S. dollar during the three and six months ended June 30, 2012 compared to the three and six months ended June 30, 2011.

Revenues from transformation services increased from \$16.3 million and \$32.4 million for the three and six months ended June 30, 2011, respectively to \$19.1 million and \$34.0 million for the three and six months ended June 30, 2012, respectively. The increase was 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 operations and process excellence practices during the three and six months ended June 30, 2012 compared to the three and six months ended June 30, 2011. Revenues from new clients for transformation services were \$1.4 million and \$2.4 million during the three and six months ended June 30, 2012, respectively, and \$0.2 million and \$0.3 million during the three and six months ended June 30, 2011, respectively.

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 principally in the insurance and healthcare, utilities, banking and financial services, transportation and logistics and travel sectors, as well as cross-industry outsourcing services, such as finance and accounting 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 typical initial terms ranging from three to eight years. These contracts also usually contain provisions permitting termination of the contract after a short notice period. 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 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 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 serve clients mainly in the U.S. and the U.K., with these two regions generating approximately 71.8% and 20.4%, respectively, of our total revenues for the three months ended June 30, 2012 and approximately 71.8% and 23.1%, respectively, of our total revenues for the three months ended June 30, 2011. For the six months ended June 30, 2012, these two regions generated approximately 72.2% and 20.2%, respectively, of our total revenues and approximately 71.9% and 24.1%, respectively, of our total revenues for the six months ended June 30, 2011.

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In the three months ended June 30, 2012 and 2011, our total revenues from our three largest clients were \$28.2 million and \$29.6 million, respectively, accounting for 26.1% and 34.8% of our total revenues, respectively, during these periods. In the six months ended June 30, 2012 and 2011, our total revenues from our three largest clients were \$56.2 million and \$57.5 million, respectively, accounting for 26.4% and 36.4% of our total revenues, respectively, during these periods. Although we are increasing and diversifying our customer 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.

We provide services to The Travelers Companies (“Travelers”), which represented \$11.1 million, or 10.3%, and \$22.1 million, or 10.4%, respectively of our total revenues for the three and six months ended June 30, 2012 and \$10.3 million, or 12.1%, and \$20.4 million, or 12.9%, respectively of our total revenues for the three and six months ended June 30, 2011, 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 derived revenues from nine and five new clients for our services in the three months ended June 30, 2012 and 2011, respectively, and twenty and eight new clients for our services in the six months ended June 30, 2012 and 2011, respectively.

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 three months ended June 30, 2012 and 2011, 4.9% and 4.1%, respectively, of our revenues represent reimbursement of such expenses. For the six months ended June 30, 2012 and 2011, 4.4% and 4.2%, respectively, of our 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 exposure.

We have observed 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. To the extent our large clients expand their use of multi-vendor relationships and are able to extract more favorable contract terms from other vendors, our operating margins and revenues may be reduced with regard to such clients if we are required to modify the terms of our relationships with such clients.

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Critical Accounting Policies and Estimates

For a description of our critical accounting policies and estimates, refer to our Annual Report on Form 10-K for the year ended December 31, 2011.

Results of Operations

The following table summarizes our results of operations:

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
	(in million)		(in million)	
Revenues ⁽¹⁾	\$108.0	\$85.0	\$212.6	\$157.9
Cost of revenues (exclusive of depreciation and amortization) ⁽²⁾	66.0	52.0	132.7	96.2
Gross profit	42.0	33.0	79.9	61.7
Operating expenses:				
General and administrative expenses ⁽³⁾	13.9	12.4	27.2	22.8
Selling and marketing expenses ⁽³⁾	7.7	6.1	15.5	12.0
Depreciation and amortization expenses ⁽⁴⁾	6.0	5.1	12.4	10.0
Total operating expenses	27.6	23.6	55.1	44.8
Income from operations	14.4	9.4	24.8	16.9
Other income/(expense):				
Foreign exchange (loss)/gain	(2.1)	1.8	(1.0)	3.4
Interest and other income	0.4	0.7	0.8	1.0
Income before income taxes	12.7	11.9	24.6	21.3
Income tax provision	3.6	3.4	6.6	4.5
Net income	\$ 9.1	\$ 8.5	\$ 18.0	\$ 16.8

- (1) Revenues include reimbursable expenses of \$5.3 million and \$3.5 million for the three months ended June 30, 2012 and 2011, respectively, and \$9.4 million and \$6.7 million for the six months ended June 30, 2012 and 2011, respectively.
- (2) Cost of revenues includes \$0.6 million each during the three months ended June 30, 2012 and 2011, and \$1.2 million and \$1.0 million for the six months ended June 30, 2012 and 2011, respectively, of 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 unaudited consolidated financial statements contained herein.
- (3) General and administrative expenses and selling and marketing expenses include \$2.1 million and \$2.3 million for the three months ended June 30, 2012 and 2011, respectively, and \$4.2 million each during the six months ended June 30, 2012 and 2011, of 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 unaudited consolidated financial statements contained herein.
- (4) Depreciation and amortization includes \$1.4 million and \$0.9 million for the three months ended June 30, 2012 and 2011, respectively, and \$2.8 million and \$1.5 million for the six months ended June 30, 2012 and 2011, respectively, of amortization of intangibles as described in Note 5 to our unaudited consolidated financial statements contained herein.

Three Months Ended June 30, 2012 Compared to Three Months Ended June 30, 2011

Revenues. Revenues increased 27.1% from \$85.0 million for the three months ended June 30, 2011 to \$108.0 million for the three months ended June 30, 2012. Revenues from outsourcing services increased from \$68.7 million during the three months ended June 30, 2011 to \$88.9 million during the three months ended June 30, 2012. The increase in revenues from outsourcing services of \$20.2 million was primarily driven by revenues of \$17.1 million from the OPI Acquisition and the Trumbull Acquisition and net volume increases from existing and new clients aggregating to \$8.0 million. These increases were partially offset by a net decrease in revenues of \$4.8 million, primarily due to the depreciation of each of the Indian rupee, U.K. pound sterling and Czech koruna against the U.S. dollar during the three months ended June 30, 2012 compared to the three months ended June 30, 2011.

Revenues from transformation services increased from \$16.3 million for the three months ended June 30, 2011 to \$19.1 million for the three months ended June 30, 2012. The increase was 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 operations and process excellence practices during the three months ended June 30, 2012 compared to the three months ended June 30, 2011. Revenues from new clients for transformation services were \$1.4 million and \$0.2 million during the three months ended June 30, 2012 and 2011, respectively.

Cost of Revenues. Cost of revenues increased 27.0% from \$52.0 million for the three months ended June 30, 2011 to \$66.0 million for the three months ended June 30, 2012. The increase in cost of revenues was primarily due to an increase in employee-related costs of \$16.9 million as a result of an increase in the number of our personnel directly involved in providing services to our clients, including \$8.9 million of employee-related costs related to the OPI Acquisition and the Trumbull Acquisition. We also experienced an increase in reimbursable expenses of \$1.8 million (resulting in an increase in revenues) and an increase in facilities, technology and other operating expenses of \$3.3 million (primarily due to our acquisitions and new operations centers to support business growth). These increases were partially offset by a decrease of \$8.0 million due to the net effect of depreciation of the Indian rupee and Czech koruna and appreciation of the Philippines peso against the U.S. dollar during the three months ended June 30, 2012 compared to the three months ended June 30, 2011. Cost of revenues as a percentage of revenues decreased marginally from 61.2% for the three months ended June 30, 2011 to 61.1% for the three months ended June 30, 2012.

Gross Profit. Gross profit increased 27.1% from \$33.0 million for the three months ended June 30, 2011 to \$42.0 million for the three months ended June 30, 2012. The increase in gross profit was primarily due to an increase in revenues of \$23.0 million, offset by an increase in cost of revenues of \$14.0 million. Gross profit as a percentage of revenues increased marginally from 38.8% for the three months ended June 30, 2011 to 38.9% for the three months ended June 30, 2012, primarily due to the depreciation of the Indian rupee against the U.S. dollar, partially offset by the impact of acquisitions in 2011 and a one-time client payment of \$2.2 million, with no associated costs, received during the three months ended June 30, 2011.

Selling, General and Administrative Expenses. Selling, general and administrative (“SG&A”) expenses increased 16.4% from \$18.5 million for the three months ended June 30, 2011 to \$21.6 million for the three months ended June 30, 2012. The increase in SG&A expenses was primarily due to an increase in employee-related costs of \$3.0 million, including \$1.6 million of employee-related costs related to the OPI Acquisition and the Trumbull Acquisitions, an increase in facilities costs of \$0.4 million, primarily related to our acquisitions in 2011, and an increase in other SG&A costs of \$1.2 million during the three months ended June 30, 2012 compared to the three months ended June 30, 2011. These increases were partially offset by a decrease of \$1.6 million due to the net effect of depreciation of the Indian rupee and Czech koruna and appreciation of the Philippines peso against the U.S. dollar during the three months ended June 30, 2012 compared to the three months ended June 30, 2011. As a percentage of revenues, SG&A expenses decreased from 21.8% for the three months ended June 30, 2011 to 19.9% for the three months ended June 30, 2012.

Depreciation and Amortization. Depreciation and amortization increased 18.2% from \$5.1 million for the three months ended June 30, 2011 to \$6.0 million for the three months ended June 30, 2012. The increase was primarily due to an increase in amortization of acquisition-related intangibles of \$0.5 million, an increase in depreciation of \$1.2 million, primarily related to our new operations centers and the OPI Acquisition and the Trumbull Acquisition. As we add more operations centers, we expect that our depreciation expense will increase to reflect the additional investment in equipment and operations centers necessary to meet our service requirements. These increases were partially offset

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by a decrease of \$0.8 million due to the net effect of depreciation of the Indian rupee and Czech koruna and appreciation of the Philippines peso against the U.S. dollar during the three months ended June 30, 2012 compared to the three months ended June 30, 2011. As a percentage of revenues, depreciation and amortization decreased from 6.0% for the three months ended June 30, 2011 to 5.6% for the three months ended June 30, 2012.

Income from Operations. Income from operations increased 53.0% from \$9.4 million for the three months ended June 30, 2011 to \$14.4 million for the three months ended June 30, 2012. As a percentage of revenues, income from operations increased from 11.1% for the three months ended June 30, 2011 to 13.3% for the three months ended June 30, 2012. The increase in income from operations as a percentage of revenues was primarily due to operating leverage and the OPI and the Trumbull Acquisitions, resulting in lower SG&A expenses as a percentage of revenues during the three months ended June 30, 2012.

Other Income/(Expense). Other income is comprised of foreign exchange gains and losses, interest income and expense and other items. Other income decreased from \$2.4 million for the three months ended June 30, 2011 to (\$1.7 million) for the three months ended June 30, 2012. This decrease is primarily as a result of net foreign exchange loss of \$2.1 million during the three months ended June 30, 2012 compared to a net foreign exchange gain of \$1.8 million during the three months ended June 30, 2011, primarily attributable to the movement of the U.S. dollar against the Indian rupee. Net interest income and other income decreased by \$0.2 million during the three months ended June 30, 2012 compared to the three months ended June 30, 2011, primarily due to a one-time gain during the three months ended June 30, 2011. The average exchange rate of the Indian rupee against the U.S. dollar was 54.81 during the three months ended June 30, 2012 compared to 44.66 during the three months ended June 30, 2011.

Provision for Income Taxes. Provision for income taxes increased from \$3.4 million for the three months ended June 30, 2011 to \$3.6 million for the three months ended June 30, 2012. The effective rate of taxes increased marginally from 28.5% during the three months ended June 30, 2011 to 28.6% during the three months ended June 30, 2012. Refer to Note 12 to the unaudited consolidated financial statements for further details.

Net Income. Net income increased from \$8.5 million for the three months ended June 30, 2011 to \$9.1 million for the three months ended June 30, 2012, primarily due to an increase in operating income of \$5.0 million, offset by a decrease in other income of \$4.2 million and an increase in provision for income taxes of \$0.2 million. As a percentage of revenues, net income decreased from 10.0% for the three months ended June 30, 2011 to 8.4% for the three months ended June 30, 2012.

Six Months Ended June 30, 2012 Compared to Six Months Ended June 30, 2011

Revenues. Revenues increased 34.6% from \$157.9 million for the six months ended June 30, 2011 to \$212.6 million for the six months ended June 30, 2012. Revenues from outsourcing services increased from \$125.6 million during the six months ended June 30, 2011 to \$178.7 million during the six months ended June 30, 2012. The increase in revenues from outsourcing services of \$53.1 million was primarily driven by revenues of \$43.8 million from the OPI Acquisition and the Trumbull Acquisition and net volume increases from existing and new clients aggregating to \$16.4 million. These increases were partially offset by a net decrease in revenues of \$7.1 million, primarily due to the depreciation of each of the Indian rupee, U.K. pound sterling and Czech koruna against the U.S. dollar during the six months ended June 30, 2012 compared to the six months ended June 30, 2011.

Revenues from transformation services increased from \$32.4 million for the six months ended June 30, 2011 to \$34.0 million for the six months ended June 30, 2012. The increase was 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 operations and process excellence practices during the six months ended June 30, 2012 compared to the six months ended June 30, 2011. Revenues from new clients for transformation services were \$2.4 million and \$0.3 million during the six months ended June 30, 2012 and 2011, respectively.

Cost of Revenues. Cost of revenues increased 37.9% from \$96.2 million for the six months ended June 30, 2011 to \$132.7 million for the six months ended June 30, 2012. The increase in cost of revenues was primarily due to an increase in employee-related costs of \$37.6 million as a result of an increase in the number of our personnel directly involved in providing services to our clients, including \$23.6 million of employee-related costs related to the OPI Acquisition and the Trumbull Acquisition. We also experienced an increase in reimbursable expenses of \$2.8 million (resulting in an increase in revenues) and an increase in facilities, technology and other operating expenses of \$7.2

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million (primarily due to our acquisitions and new operations centers to support business growth). These increases were partially offset by a decrease of \$11.1 million due to the net effect of depreciation of the Indian rupee and Czech koruna and appreciation of the Philippines peso against the U.S. dollar during the six months ended June 30, 2012 compared to the six months ended June 30, 2011. Cost of revenues as a percentage of revenues increased from 60.9% for the six months ended June 30, 2011 to 62.4% for the six months ended June 30, 2012.

Gross Profit. Gross profit increased 29.5% from \$61.7 million for the six months ended June 30, 2011 to \$79.9 million for the six months ended June 30, 2012. The increase in gross profit was primarily due to an increase in revenues of \$54.7 million, offset by an increase in cost of revenues of \$36.5 million. Gross profit as a percentage of revenues decreased from 39.1% for the six months ended June 30, 2011 to 37.6% for the six months ended June 30, 2012, primarily due to the impact of our acquisitions in 2011 and a one-time client payment of \$2.2 million, with no associated costs, received during the six months ended June 30, 2011, partially offset by the depreciation of the Indian rupee against the U.S. dollar during the six months ended June 30, 2012 compared to the six months ended June 30, 2011.

SG&A Expenses. SG&A expenses increased 22.6% from \$34.8 million for the six months ended June 30, 2011 to \$42.7 million for the six months ended June 30, 2012. The increase in SG&A expenses was primarily due to an increase in employee-related costs of \$7.0 million, including \$4.0 million of employee-related costs related to the OPI Acquisition and the Trumbull Acquisition, an increase in facilities costs of \$0.7 million, primarily related to our acquisitions in 2011, and an increase in other SG&A costs of \$2.3 million during the six months ended June 30, 2012 compared to the six months ended June 30, 2011. These increases were partially offset by a decrease of \$2.1 million due to the net effect of depreciation of the Indian rupee and Czech koruna and appreciation of the Philippines peso against the U.S. dollar during the six months ended June 30, 2012 compared to the six months ended June 30, 2011. As a percentage of revenues, SG&A expenses decreased from 22.1% for the six months ended June 30, 2011 to 20.1% for the six months ended June 30, 2012.

Depreciation and Amortization. Depreciation and amortization increased 24.5% from \$10.0 million for the six months ended June 30, 2011 to \$12.4 million for the six months ended June 30, 2012. The increase was primarily due to an increase in amortization of acquisition-related intangibles of \$1.2 million, an increase in depreciation of \$2.3 million, primarily related to our new operations centers and the OPI Acquisition and the Trumbull Acquisition. As we add more operations centers, we expect that our depreciation expense will increase to reflect the additional investment in equipment and operations centers necessary to meet our service requirements. These increases were partially offset by a decrease of \$1.1 million due to the net effect of depreciation of the Indian rupee and Czech koruna and appreciation of the Philippines peso against the U.S. dollar during the six months ended June 30, 2012 compared to the six months ended June 30, 2011. As a percentage of revenues, depreciation and amortization decreased from 6.3% for the six months ended June 30, 2011 to 5.8% for the six months ended June 30, 2012.

Income from Operations. Income from operations increased 46.7% from \$16.9 million for the six months ended June 30, 2011 to \$24.8 million for the six months ended June 30, 2012. As a percentage of revenues, income from operations increased from 10.7% for the six months ended June 30, 2011 to 11.7% for the six months ended June 30, 2012. The increase in income from operations as a percentage of revenues was primarily due to operating leverage and the OPI Acquisition, resulting in lower SG&A expenses as a percentage of revenues, partially offset by lower gross margins during the six months ended June 30, 2012.

Other Income/(Expense). Other income is comprised of foreign exchange gains and losses, interest income and expense and other items. Other income decreased from \$4.4 million for the six months ended June 30, 2011 to (\$0.2 million) for the six months ended June 30, 2012. This decrease is primarily as a result of net foreign exchange loss of \$1.0 million during the six months ended June 30, 2012 compared to net foreign exchange gain of \$3.5 million during the six months ended June 30, 2011, primarily attributable to the movement of the U.S. dollar against the Indian rupee. Net interest income and other income decreased by \$0.2 million during the six months ended June 30, 2012 compared to the six months ended June 30, 2011, primarily due to a one-time gain during the six months ended June 30, 2011. The average exchange rate of the Indian rupee against the U.S. dollar was 52.30 during the six months ended June 30, 2012 compared to 44.96 during the six months ended June 30, 2011.

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Provision for Income Taxes. Provision for income taxes increased from \$4.5 million for the six months ended June 30, 2011 to \$6.6 million for the six months ended June 30, 2012. The effective rate of taxes increased from 21.1% during the six months ended June 30, 2011 to 27.0% during the six months ended June 30, 2012. The increase is primarily due to the release of a valuation allowance on deferred tax assets of \$2.0 million during the six months ended June 30, 2011. Refer to Note 12 to the unaudited consolidated financial statements for further details.

Net Income. Net income increased from \$16.8 million for the six months ended June 30, 2011 to \$18.0 million for the six months ended June 30, 2012, primarily due to an increase in operating income of \$7.9 million, offset by a decrease in other income of \$4.6 million and an increase in provision for income taxes of \$2.1 million. As a percentage of revenues, net income decreased from 10.7% for the six months ended June 30, 2011 to 8.5% for the six months ended June 30, 2012.

Liquidity and Capital Resources

As of June 30, 2012, we had \$101.0 million in cash and cash equivalents and short-term investments.

Cash flows provided by operating activities decreased from \$26.8 million in the six months ended June 30, 2011 to \$19.5 million in the six months ended June 30, 2012. Cash flows from net income adjusted for non-cash items increased by \$1.4 million during the six months ended June 30, 2012 compared to the six months ended June 30, 2011, primarily due to an increase in net income of \$1.1 million, an increase in depreciation, amortization and stock-based compensation of \$2.8 million and a decrease in unrealized foreign exchange gain of \$2.5 million.

Cash flows used for working capital increased from \$4.6 million in the six months ended June 30, 2011 to \$13.4 million in the six months ended June 30, 2012, primarily due to decrease in accrued employee costs and increase in prepaid expenses and other current assets. Our days' sales outstanding was 51 days as of June 30, 2012 compared to 49 days as of December 31, 2011.

Cash flows used for investing activities decreased from \$90.2 million in the six months ended June 30, 2011 to \$12.2 million in the six months ended June 30, 2012. The decrease is primarily due to payment of purchase consideration of \$80.1 million for the OPI acquisition in the six months ended June 2011. This decrease was partially offset by increase in capital expenditure of \$4.6 million during the six months ended June 30, 2012 compared to the six months ended June 30, 2011.

Cash flows provided by financing activities decreased from \$31.2 million in the six months ended June 30, 2011 to \$6.1 million in the six months ended June 30, 2012. The decrease is primarily due to short term borrowing of \$30.0 million under the Credit Facility during the six months ended June 30, 2011. This decrease was partially offset by proceeds from the exercise of stock options of \$7.3 million during the six months ended June 30, 2012 compared to \$3.6 million during the six months ended June 30, 2011.

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 the purchase of telecommunications equipment and computer hardware and software in connection with managing client operations. We incurred approximately \$13.2 million of capital expenditures in the six months ended June 30, 2012. We expect to incur capital expenditures of approximately \$10.0 million to \$15.0 million in the remainder of 2012 primarily to meet the growth requirements of our clients, including adding to our existing facilities and expanding our operations centers 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 unaudited consolidated financial statements for further details.

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On May 26, 2011, the Company entered into a three-year credit agreement (the “Credit Facility”) with certain lenders and JPMorgan Chase Bank, N.A., as Administrative Agent. Borrowings under the Credit Facility may be used for working capital and general corporate purposes. Originally a \$50.0 million revolving facility, including a letter of credit sub-facility, the availability under the Credit Facility was reduced to \$15.0 million in June 2012 and may be increased up to the original availability upon fulfillment of certain conditions. As of June 30, 2012, we did not have any borrowings under the Credit Facility.

We anticipate that we will continue to rely upon cash from operating activities and the Credit Facility to finance our acquisitions, capital expenditures and working capital needs. If we have significant growth through acquisitions or otherwise, we may need to obtain additional financing.

Off-Balance Sheet Arrangements

As of June 30, 2012 and December 31, 2011, we had no off-balance sheet arrangements or obligations.

Contractual Obligations

The following table sets forth our contractual obligations as of June 30, 2012:

	Payment Due by Period				Total
	Less than 1 year	1-3 years	4-5 years	After 5 years	
	(in millions)				
Capital leases	2.1	2.9	0.8	—	5.8
Operating leases	9.0	12.9	5.3	1.4	28.6
Purchase obligations	2.3	—	—	—	2.3
Other obligations ^(a)	1.3	2.2	1.9	2.5	7.9
Total contractual cash obligations ^(b)	<u>\$14.7</u>	<u>\$ 18.0</u>	<u>\$ 8.0</u>	<u>\$ 3.9</u>	<u>\$44.6</u>

(a) Represents estimated payments under the Company’s Gratuities Plan.

(b) Excludes \$5.5 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 had 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 which had provided us with certain incentives on imported and indigenous capital goods on fulfillment of certain conditions. Although the corporate tax incentives are no longer available, the units are required to fulfill such conditions for a limited time. 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 satisfied and will continue to satisfy those conditions.

ExlService Philippines, Inc. (“Exl Philippines”) is registered as an Ecozone IT Enterprise with the Philippines Economic Zone Authority. The registration provides us with certain incentives on the import of capital goods and requires Exl Philippines to meet certain export obligations. We currently benefit from a four-year income tax holiday for one of its operations centers in the Philippines that expired in the middle of 2012 but is extendable for an additional two years. We have applied to the Authority for an extension of the tax holiday which, if granted, would be effective retrospectively from the date of expiry. Our new operations center in the Philippines, inaugurated in January 2012, will also benefit from a four-year income tax holiday that is extendable for an additional two years.

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Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (“FASB”) issued update No. 2011-04, “*Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*” (ASU No. 2011-04). ASU No. 2011-04 was intended to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with Generally Accepted Accounting Principles (“GAAP”) and International Financial Reporting Standards (“IFRS”). The amendments in this update result in common fair value measurement and disclosure requirements in GAAP and IFRS. The update explains how to measure fair value and does not require additional measurements. The adoption of this accounting pronouncement from January 1, 2012 did not have any impact on our unaudited consolidated financial statements.

In June 2011, the FASB issued update No. 2011-05, “*Presentation of Comprehensive Income*” (ASU No. 2011-05). ASU No. 2011-05, effective retrospectively for the interim and annual periods beginning on or after December 15, 2011 (early adoption is permitted), requires presentation of total comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In December 2011, the FASB issued update No. 2011-12, which deferred the requirement to present on the face of the financial statements the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income for annual and interim financial statements. The adoption of this accounting pronouncement from January 1, 2012 did not have any impact on our unaudited consolidated financial statements. We adopted the option of presentation in two separate but consecutive statements. Refer to our unaudited consolidated statements of comprehensive income/(loss) for further details.

In September 2011, the FASB issued update No. 2011-08, “*Testing Goodwill for Impairment*” (ASU No. 2011-08), which allows entities to use a qualitative approach to test goodwill for impairment. ASU No. 2011-08 permits an entity to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If it is concluded that this is the case, it is necessary to perform the currently prescribed two-step goodwill impairment test. Otherwise, the two-step goodwill impairment test is not required. ASU No. 2011-08 is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. The adoption of this accounting pronouncement did not have a material impact on our unaudited consolidated financial statements and we do not expect it to have a material impact on our annual goodwill impairment assessment in the fourth quarter of fiscal 2012.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

During the six months ended June 30, 2012, there were no material changes in our market risk exposure. For a discussion of our market risk associated with exchange rate risk and interest rate risk, see Item 7A “Quantitative and Qualitative Disclosures about Market Risk” in our Annual Report on Form 10-K for the year ended December 31, 2011.

ITEM 4. 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 Quarterly Report on Form 10-Q, 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 June 30, 2012. Based upon that evaluation, the CEO and CFO have concluded that, as of June 30, 2012, our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

During the six months ended June 30, 2012, there was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. 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 currently 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 unaudited consolidated financial statements contained herein for details regarding our tax proceedings.

ITEM 1A. RISK FACTORS

We have disclosed under the heading “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2011 a number of risks which may materially affect our business, financial condition or results of operations. You should carefully consider the “Risk Factors” set forth in our Annual Report on Form 10-K for the year ended December 31, 2011 and the other information set forth elsewhere in this Quarterly Report on Form 10-Q. You should be aware that these risk factors and other information may not describe every risk facing our Company. Additional risks and uncertainties not currently known to us may also materially adversely affect our business, financial condition and/or results of operations.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Unregistered Sales of Equity Securities

None.

Use of Proceeds

None.

Purchases of Equity Securities by the Issuer

During the three months ended June 30, 2012, the Company acquired 5,410 shares of common stock from employees in connection with withholding tax payments related to the vesting of restricted stock for a total consideration of \$149,424. The purchase price of \$27.62 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.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

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ITEM 6. EXHIBITS

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

- | | |
|---------|--|
| 31.1 | Certification of the Vice Chairman and Chief Executive Officer of ExlService Holdings, pursuant to Rule 13a-14 of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of the Executive Vice President and Chief Financial Officer of ExlService Holdings, pursuant to Rule 13a-14 of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification of the Vice Chairman and Chief Executive Officer of ExlService Holdings, 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 Executive Vice President and Chief Financial Officer of ExlService Holdings, 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. |
| 101.INS | XBRL Instance Document * |
| 101.SCH | XBRL Taxonomy Extension Schema * |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase * |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase * |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase * |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase * |

* This exhibit will not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (15 U.S.C. 78r), or otherwise subject to the liability of that section. Such exhibit will not be deemed to be incorporated by reference into any filing under the Securities Act or Securities Exchange Act, except to the extent that the Company specifically incorporates it by reference.

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.

Date: August 3, 2012

EXLSERVICE HOLDINGS, INC.

By: _____ / S / **VISHAL CHHIBBAR**
Vishal Chhibbar
Executive Vice President and Chief Financial Officer
(Duly Authorized Signatory, Principal Financial and Accounting Officer)

SECTION 302 CERTIFICATION

I, Rohit Kapoor, certify that:

1. I have reviewed this quarterly 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 the 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: August 3, 2012

/s/ ROHIT KAPOOR

Rohit Kapoor
Vice Chairman and Chief Executive Officer

SECTION 302 CERTIFICATION

I, Vishal Chhibbar, certify that:

1. I have reviewed this quarterly 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 the 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: August 3, 2012

/s/ VISHAL CHHIBBAR

Vishal Chhibbar

Executive Vice President and Chief Financial 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 Quarterly Report of ExlService Holdings, Inc. (the "Company") on Form 10-Q for the period ending June 30, 2012 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Rohit Kapoor, Vice Chairman 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
Vice Chairman and Chief Executive Officer

Date: August 3, 2012

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 Quarterly Report of ExlService Holdings, Inc. (the "Company") on Form 10-Q for the period ending June 30, 2012 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Vishal Chhibbar, Executive Vice President and 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

Executive Vice President and Chief Financial Officer

Date: August 3, 2012

