

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Kapoor Rohit</u>			2. Issuer Name and Ticker or Trading Symbol <u>ExlService Holdings, Inc. [ EXLS ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman &amp; CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2025</u>					
<u>320 PARK AVENUE, 29TH FLOOR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street)								
<u>NEW YORK</u>	<u>NY</u>	<u>10022</u>						
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share	02/18/2025		M <sup>(1)</sup>		44,250	A	\$0	911,355	D <sup>(2)</sup>	
Common Stock, par value \$0.001 per share	02/18/2025		M <sup>(1)</sup>		31,455	A	\$0	942,810	D <sup>(2)</sup>	
Common Stock, par value \$0.001 per share	02/18/2025		M <sup>(1)</sup>		26,120	A	\$0	968,930	D <sup>(2)</sup>	
Common Stock, par value \$0.001 per share								885,670	I	See Footnote <sup>(3)</sup>
Common Stock, par value \$0.001 per share								420,000	I	See Footnote <sup>(4)</sup>
Common Stock, par value \$0.001 per share								420,000	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.001 per share								665,925	I	See Footnote <sup>(6)</sup>
Common Stock, par value \$0.001 per share								201,095	I	See footnote <sup>(7)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	02/18/2025		M <sup>(1)</sup>			26,120	(8)	(8)	Common Stock, par value \$0.001 per share	26,120	\$0	52,240	D	
Restricted Stock Units	(1)	02/18/2025		M <sup>(1)</sup>			31,455	(9)	(9)	Common Stock, par value \$0.001 per share	31,455	\$0	31,455	D	
Restricted Stock Units	(1)	02/18/2025		M <sup>(1)</sup>			44,250	(10)	(10)	Common Stock, par value \$0.001 per share	44,250	\$0	0	D	

**Explanation of Responses:**

- Restricted stock units of ExlService Holdings, Inc. (the "Company") convert into common stock, par value \$0.001 per share (the "Common Stock") on a one-for-one basis.
- Owned by Rohit Kapoor.
- Owned by the 2016 Kapoor Family Trust Created Under the Rohit Kapoor 2005 GRAT.

4. Owned by the Rohit Kapoor Spousal Lifetime Access Trust.

5. Owned by the Shikha Kapoor 2005 Family Trust.

6. Owned by the Rohit Kapoor 2016 Family Trust

7. Owned by the 2016 Kapoor Family Trust Created Under the Rohit Kapoor 2013 GRAT.

8. On February 15, 2023, the reporting person was granted 20,896 (pre-split) restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date. Twenty-five percent of the restricted stock units became vested on February 15, 2024, an additional twenty-five percent of the restricted stock units vested on February 15, 2025, an additional twenty-five percent of the restricted stock units will vest on February 15, 2026, and the remaining balance of twenty-five percent of the restricted stock units will vest on February 15, 2027.

9. On February 16, 2022, the reporting person was granted 25,164 (pre-split) restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date. Twenty-five percent of the restricted stock units became vested on February 16, 2023, an additional twenty-five percent of the restricted stock units became vested on February 16, 2024, an additional twenty-five percent of the restricted stock units became vested on February 16, 2025, and the remaining balance of twenty-five percent of the restricted stock units will vest on February 16, 2026.

10. On February 17, 2021, the reporting person was granted 35,400 (pre-split) restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date. 25 percent of the restricted stock units became vested on February 17, 2022, an additional 25 percent of the restricted stock units became vested on February 17, 2023, an additional 25 percent of the restricted stock units became vested on February 17, 2024, and the remaining balance of 25 percent of the restricted stock units became vested on February 17, 2025.

**Remarks:**

Mr. Ayyappan is the Company's General Counsel.

[/s/ Ajay Ayyappan, Attorney-](#)  
[in-Fact](#)                      [02/20/2025](#)

\*\* Signature of Reporting Person                      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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