

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTIONS 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): December 6, 2007

EXLSERVICE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

001-33089

82-0572194

(State or other jurisdiction
of incorporation)

(Commission File Number)

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

350 PARK AVENUE
NEW YORK, NEW YORK 10022

(Address of principal executive offices)

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

NOT APPLICABLE

(Former name or address, if changed since last report)

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

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

Item 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On December 6, 2007, the Board of Directors (the "Board") of ExlService Holdings, Inc. (the "Company") appointed Clyde W. Ostler as a member of the Board, effective immediately. The Board determined that Mr. Ostler satisfies the requirements pertaining to director independence under the provisions of the Sarbanes-Oxley Act of 2002 and the Marketplace Rules of the Nasdaq Global Select Market.

Mr. Ostler was also appointed to serve on the Company's Compensation Committee in replacement of David B. Kelso and on the Company's Audit Committee in replacement of Garen Staglin. The Board determined that Mr. Ostler satisfies the requirements pertaining to director independence under the provisions of the Sarbanes Oxley Act of 2002 and the Marketplace Rules of the Nasdaq Global Select Market applicable to Audit Committee members. In addition, the Board determined that he satisfies the Nasdaq requirements of not having participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the prior three years, and being able to read and understand fundamental financial statements, including a

company's balance sheet, income statement, and cash flow statement and that he also satisfies the Nasdaq experience requirements. Further, the Board determined that Mr. Ostler also qualifies as an audit committee financial expert (as defined in Item 401(h) of Regulation S-K).

In connection with his election, on December 6, 2007, we granted Mr. Ostler an option to buy 30,000 shares of our common stock with an exercise price of \$23.865 per share under our 2006 Omnibus Award Plan. The option will become vested and exercisable ratably over four years, on each of the first, second, third and fourth anniversaries of the date of grant. The option will expire 10 years after the date of grant. If Mr. Ostler's service with us terminates for any reason, he will have up to the earlier of (i) 90 days following his termination of service and (ii) the expiration of the option to exercise the portion of the option, if any, that was already vested and exercisable on the date of his termination of service.

On December 10, 2007, the Company issued a press release with regard to the appointment of Mr. Ostler to the Board. A copy of that press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) EXHIBITS

99.1 Press Release, dated December 10, 2007

SIGNATURES

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

EXLSERVICE HOLDINGS, INC.
(Registrant)

Date: December 12, 2007

By: /S/ AMIT SHASHANK

Name: Amit Shashank
Title: Vice President, General Counsel and
Corporate Secretary

EXHIBIT INDEX

EXHIBIT

DESCRIPTION

99.1

Press Release dated December 10, 2007.

EXL
SERVICE
global solutions
value delivered

350 Park Avenue
New York, NY 10022

FOR IMMEDIATE RELEASE

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EXL NAMES CLYDE OSTLER TO BOARD OF DIRECTORS

New York, NY - December 10, 2007 - ExlService Holdings, Inc. (NASDAQ: EXLS), a recognized business solutions provider, today announced the appointment of Clyde W. Ostler to its Board of Directors.

Clyde W. Ostler, 60, will join EXL's Board of Directors as an independent director and will also serve on the Audit Committee and Compensation Committee of the Board of Directors. Mr. Ostler will replace Mr. Garen K. Staglin as a "financial expert" on the Audit Committee and he will also replace Mr. David B. Kelso on the Compensation Committee. Messrs. Staglin and Kelso will continue to serve on the other Committees of which they were members.

Mr. Ostler currently serves as Group Executive Vice President of Wells Fargo & Company where he is responsible for the Wealth Management Group and the Internet Services Group. Mr. Ostler joined Wells Fargo & Company in 1971 and has served in numerous roles during his tenure including General Auditor, Executive Vice President & Chief Financial Officer, and Vice Chairman in the Office of the President.

"I am excited to be joining a recognized leader in providing business solutions to winning multinational corporations, especially in the increasingly important area of global outsourcing and transformation of key business processes," commented Mr. Ostler.

Steven B. Gruber, Chairman of the Board of EXL, commented: "We are looking forward to having Clyde join EXL's Board of Directors. Clyde's significant experience and recognized industry leadership in financial services will complement our existing board of directors and will be a tremendous asset to EXL."

Vikram Talwar, CEO and Vice-Chairman of EXL, commented: "As a senior leader at one of the most successful global banking institutions, Clyde will serve as invaluable counsel to EXL management as we continue to execute on our ambitious growth plans."

Commenting on Mr. Ostler's appointment, Rohit Kapoor, President and Chief Operating Officer of EXL stated that "We are delighted that Clyde has decided to join our board and further strengthen our corporate governance structure. We look forward to leveraging Clyde's vast experience in Corporate Finance that would guide us in our strategic initiatives."

ABOUT EXLSERVICE HOLDINGS, INC.

EXLSERVICE HOLDINGS, INC. (NASDAQ: EXLS) IS A RECOGNIZED BUSINESS SOLUTIONS PROVIDER. EXL'S OFFERINGS PROVIDE A COMPETITIVE EDGE TO ITS CLIENTS BY TRANSFORMING AND OUTSOURCING BUSINESS PROCESSES. TRANSFORMATION SERVICES ENABLE CONTINUOUS IMPROVEMENT OF CLIENT PROCESSES BY BRINGING TOGETHER EXL'S CAPABILITIES IN REENGINEERING INCLUDING SIX SIGMA PROCESS IMPROVEMENT, RESEARCH & ANALYTICS, AND RISK ADVISORY SERVICES. EXL'S OUTSOURCING SERVICES INCLUDE A FULL SPECTRUM OF BUSINESS PROCESS SERVICES FROM OFFSHORE DELIVERY CENTERS REQUIRING ONGOING PROCESS MANAGEMENT SKILLS. HEADQUARTERED IN NEW YORK, EXL PRIMARILY SERVES THE NEEDS OF GLOBAL 1000 COMPANIES IN THE BANKING, FINANCIAL SERVICES, INSURANCE, UTILITIES, HEALTHCARE, TELECOMMUNICATIONS AND TRANSPORTATION SECTORS. FIND ADDITIONAL INFORMATION ABOUT EXL AT WWW.EXLSERVICE.COM.