UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

			FORM 8-K		-
			CURRENT REPORT		-
			nt to Sections 13 or 15(d) of the Securities Excha te of Report (Date of earliest event reported): Octob	•	
		EXL	SERVICE HOLDING (Exact name of registrant as specified in its ch	-	•
	Delaware (State or other jurisdiction of incorporation or organization)		001-33089 (Commission File Number)		82-0572194 (I.R.S. Employer Identification No.)
			320 Park Avenue, 29th Floor, New York, New York (Address of principal executive office	es)	10022 (Zip code)
		Reg	istrant's telephone number, including area code: (2	12) 277-7100	
			NOT APPLICABLE (Former name or address, if changed since last re	eport)	
Check	ς the appropriate box below if the Form δ	- 3-K filing i	s intended to simultaneously satisfy the filing oblig	ation of the regist	rant under any of the following provisions:
	Written communication pursuant to I	Rule 425 u	nder the Securities Act (17 CFR 230.425)		
	Soliciting material pursuant to Rule	14a-12 und	er the Exchange Act (17 CFR 240.14a-12)		
	Pre-commencement communications	pursuant t	o Rule 14d-2(b) under the Exchange Act (17 CFR 2	240.14d-2(b))	
	Pre-commencement communications	pursuant t	o Rule 13e-4(c) under the Exchange Act (17 CFR 2	240.13e-4(c))	
	ate by check mark whether the registrant Securities Exchange Act of 1934 (§240.		ging growth company as defined in Rule 405 of the his chapter)	e Securities Act o	f 1933 (§230.405 of this chapter) or Rule 12b-2
	Emerging growth company				
			eck mark if the registrant has elected not to use the pursuant to Section 13(a) of the Exchange Act	extended transitio	n period for complying with any new or
		9	Securities registered pursuant to Section 12(b) of	the Act:	
	Title of each class	h	Trading Symbol(s)	Name of	f each exchange on which registered
	Common Stock, \$0.001 par value per s	паге	EXLS		NASDAQ

Item 2.02. Results of Operations and Financial Condition.

On October 26, 2023, ExlService Holdings, Inc. (the "Company") reported its results of operations for the three months ended September 30, 2023. A copy of the press release issued by the Company concerning the foregoing is furnished herewith as Exhibit 99.1 and is incorporated herein by reference. The information provided in Item 2.02 of this report, including Exhibit 99.1, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1

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Exhibit No. Description

Press Release, dated October 26, 2023 (furnished pursuant to Item 2.02).

Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline

XBRL document)

SIGNATURES

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

EXLSERVICE HOLDINGS, INC. (Registrant)

October 26, 2023 By: /s/ Ajay Ayyappan

> Name: Ajay Ayyappan

Title: General Counsel and Corporate Secretary

EXL REPORTS 2023 THIRD QUARTER RESULTS(1)

2023 Third Quarter Revenue of \$411.0 Million, up 13.7% year-over-year

Q3 Diluted EPS (GAAP) of \$0.26, up 13.0% from \$0.23 in Q3 of 2022

Q3 Adjusted Diluted EPS (Non-GAAP) (2) of \$0.37, up 21.3% from \$0.31 in Q3 of 2022

New York – October 26, 2023 (GLOBE NEWSWIRE) - ExlService Holdings, Inc. (NASDAQ: EXLS), a leading data analytics and digital operations and solutions company, today announced its financial results for the quarter ended September 30, 2023.

Vice Chairman and Chief Executive Officer Rohit Kapoor, said, "We achieved another robust quarter, with year-over-year revenue growth of 13.7% and adjusted diluted EPS growth of 21.3%. Our data-led strategy and balanced portfolio of businesses, bolstered by our unique digital/AI capabilities, position us well to deliver superior growth in an unpredictable environment."

Chief Financial Officer Maurizio Nicolelli, said, "While we remain prudent in our outlook given the current uncertain environment, we are increasing our revenue and EPS guidance for the full year 2023 based on our strong momentum year to date and current visibility for the remainder of the year. We now expect revenue to be in the range of \$1.620 billion to \$1.628 billion, up from our prior guidance of \$1.605 billion to \$1.625 billion. The updated revenue guidance factors in a \$2.0 million currency headwind from prior guidance. This revenue guidance represents 15% year-over-year growth on a reported basis and 15% to 16% growth on a constant currency basis. We are also increasing our adjusted diluted earnings per share guidance for 2023 to \$1.40 to \$1.42, representing growth of 16% to 18% over the prior year."

¹⁾ Prior period information has been adjusted to reflect the 5-for-1 forward stock split of our common stock effected in August 2023. See Note 19 - Capital Structure to our quarterly report on Form 10-Q for the quarter ended September 30, 2023 for further details.

⁽²⁾ Reconciliations of adjusted (non-GAAP) financial measures to the most directly comparable GAAP measures, where applicable, are included at the end of this release under "Reconciliation of Adjusted Financial Measures to GAAP Measures." These non-GAAP measures, including adjusted diluted EPS and constant currency measures, are not measures of financial performance prepared in accordance with GAAP.

Financial Highlights: Third Quarter 2023

• Revenue for the quarter ended September 30, 2023 increased to \$411.0 million compared to \$361.4 million for the third quarter of 2022, an increase of 13.7% on a reported basis and 13.2% on a constant currency basis. Revenue increased by 1.5% sequentially on a reported basis and constant currency basis, from the second quarter of 2023.

]	Revenue				Gross Margin			
		Th	ıree	months ende	d		Three months ended				
Reportable Segments		September 30, September 30, 2023 2022		June 30, 2023		September 30, 2023	September 30, 2022	June 30, 2023			
		(d	lolla	rs in millions)						
Insurance	\$	136.4	\$	116.2	\$	128.5	36.6 %	35.4 %	34.4 %		
Healthcare		26.2		22.8		27.2	36.8 %	25.0 %	35.4 %		
Emerging Business		65.3		56.1		67.1	42.4 %	42.2 %	43.7 %		
Analytics		183.1		166.3		182.2	37.0 %	36.3 %	37.7 %		
Revenues, net		411.0	\$	361.4	\$	405.0	37.7 %	36.2 %	37.5 %		

- Operating income margin for the quarter ended September 30, 2023 was 14.7%, compared to 13.9% for the third quarter of 2022 and 16.0% for the second quarter of 2023. Adjusted operating income margin for the quarter ended September 30, 2023 was 20.0%, compared to 18.5% for the third quarter of 2022 and 20.0% for the second quarter of 2023.
- Diluted earnings per share for the quarter ended September 30, 2023 was \$0.26, compared to \$0.23 for the third quarter of 2022 and \$0.29 for the second quarter of 2023. Adjusted diluted earnings per share for the quarter ended September 30, 2023 was \$0.37, compared to \$0.31 for the third quarter of 2022 and \$0.36 for the second quarter of 2023.

Business Highlights: Third Quarter 2023

- Won 16 new clients in the third quarter of 2023, with five in digital operations and solutions business and 11 in data analytics.
- Established a headquarters for international business in Dublin, and formed new centers of excellence to develop best practices and improve
 efficiencies.
- Recognized as a Leader and Star Performer in Everest Group's Property and Casualty (P&C) Insurance BPS PEAK Matrix® Assessment 2023.
- Recognized as a Leader in Everest Group's Clinical and Care Management Operations Services PEAK Matrix® Assessment 2023.

2023 Guidance

Based on current visibility, and a U.S. dollar to Indian rupee exchange rate of 83.0, U.K. pound sterling to U.S. dollar exchange rate of 1.23, U.S. dollar to the Philippine peso exchange rate of 56.5 and all other currencies at current exchange rates, we are providing the following guidance for the full year 2023:

- Revenue of \$1.620 billion to \$1.628 billion, representing growth of 15% on a reported basis and 15% to 16% on a constant currency basis from 2022.
- Adjusted diluted earnings per share of \$1.40 to \$1.42, representing growth of 16% to 18% from 2022.

Conference Call

ExlService Holdings, Inc. will host a conference call on Thursday, October 26, 2023, at 10:00 A.M. ET to discuss the Company's quarterly operating and financial results. The conference call will be available live via the internet by accessing the investor relations section of EXL's website at ir.exlservice.com, where an accompanying investor-friendly spreadsheet of historical operating and financial data can also be accessed. Please access the website at least fifteen minutes prior to the call to register, download and install any necessary audio software.

Please note that there is a new system to access the live call-in order to ask questions. To join the live call, please register here. A dial-in and unique PIN will be provided to join the call. For those who cannot access the live broadcast, a replay will be available on the EXL website ir.exlservice.com for a period of twelve months.

About ExlService Holdings, Inc.

EXL (NASDAQ: EXLS) is a leading data analytics and digital operations and solutions company that partners with clients to improve business outcomes and unlock growth. By bringing together deep domain expertise with robust data, powerful analytics, cloud, artificial intelligence ("AI") and machine learning ("ML"), we create agile, scalable solutions and execute complex operations for the world's leading corporations in industries including insurance, healthcare, banking and financial services, media, and retail, among others. Focused on driving faster decision-making and transforming operating models, EXL was founded on the core values of innovation, collaboration, excellence, integrity and respect. Headquartered in New York, our team is over 50,000 strong, with more than 50 offices spanning six continents. For more information, visit www.exlservice.com.

Cautionary Statement Regarding Forward-Looking Statements This press release contains forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995. You should not place undue reliance on those statements because they are subject to numerous uncertainties and factors relating to EXL's operations and business environment, all of which are difficult to predict and many of which are beyond EXL's control. Forward-looking statements include information concerning EXL's possible or assumed future results of operations, including descriptions of its business strategy. These statements may 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 management's experience in the industry as well as its perceptions of historical trends, current conditions, expected future developments and other factors it believes are appropriate under the circumstances. You should understand that these statements are not quarantees of performance or results. They involve known and unknown risks, uncertainties and assumptions. Although EXL believes that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect EXL's actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements. These factors, which include our ability to maintain and grow client demand, our ability to hire and retain sufficiently trained employees, and our ability to accurately estimate and/or manage costs, rising interest rates, rising inflation and recessionary economic trends, are discussed in more detail in EXL's filings with the Securities and Exchange Commission, including EXL's Annual Report on Form 10-K. You should keep in mind that any forward-looking statement made herein, or elsewhere, speaks only as of the date on which it is made. New risks and uncertainties come up from time to time, and it is impossible to predict these events or how they may affect EXL. EXL has no obligation to update any forward-looking statements after the date hereof, except as required by federal securities laws.

EXLSERVICE HOLDINGS, INC.

CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

(In thousands, except per share amount and share count)

(III tilotisalitus, except per sii	Three months ended September 30,					Nine months ended September 30,				
	2023 2022			2023			2022			
Revenues, net	\$	410,971	\$	361,351	\$	1,216,610	\$	1,037,341		
Cost of revenues ⁽¹⁾		256,002		230,462		760,691		659,185		
Gross profit ⁽¹⁾		154,969		130,889		455,919		378,156		
Operating expenses:										
General and administrative expenses		52,213		42,519		144,564		122,898		
Selling and marketing expenses		30,943		23,879		88,674		72,034		
Depreciation and amortization expense		11,583		14,380		38,192		42,057		
Total operating expenses		94,739		80,778		271,430		236,989		
Income from operations		60,230		50,111		184,489		141,167		
Foreign exchange gain, net		409		1,504		838		4,683		
Interest expense		(3,405)		(2,442)		(10,030)		(4,820)		
Other income, net		778		2,261		6,594		4,498		
Income before income tax expense and earnings from equity affiliates		58,012		51,434		181,891		145,528		
Income tax expense		14,161		12,447		37,773		34,774		
Income before earnings from equity affiliates		43,851		38,987		144,118		110,754		
Gain from equity-method investment		25		108		157		365		
Net income attributable to ExlService Holdings, Inc. stockholders	\$	43,876	\$	39,095	\$	144,275	\$	111,119		
Earnings per share attributable to ExlService Holdings, Inc. stockholders ⁽²⁾ :										
Basic	\$	0.26	\$	0.24	\$	0.87	\$	0.67		
Diluted	\$	0.26	\$	0.23	\$	0.86	\$	0.66		
Weighted-average number of shares used in computing earnings per share attributable to ExlService Holdings Inc. stockholders ⁽²⁾ :										
Basic		166,159,619		166,189,165		166,707,599		166,801,730		
Diluted		167,688,374		168,888,745		168,591,612		169,168,185		

 $^{^{\}left(1\right)}$ Exclusive of depreciation and amortization expense.

⁽²⁾ Prior period information has been adjusted to reflect the 5-for-1 forward stock split of the Company's common stock effected in August 2023.

EXLSERVICE HOLDINGS, INC. CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(In thousands, except per share amount and share count)

		A	of		
	Sept	ember 30, 2023	Dece	ember 31, 2022	
Assets					
Current assets:					
Cash and cash equivalents	\$	122,655	\$	118,669	
Short-term investments	•	151,581	•	179,027	
Restricted cash		3,257		4,897	
Accounts receivable, net		303,378		259,222	
Other current assets		70,697		50,979	
Total current assets		651,568		612,794	
Property and equipment, net		96,729		82,828	
Operating lease right-of-use assets, net		56,817		55,347	
Restricted cash		2,047		2,055	
Deferred tax assets, net		79,767		55,791	
Goodwill		405,579		405,637	
Other intangible assets, net		53,315		64,819	
Long-term investments		5,273		34,779	
Other assets		51,398		32,069	
Total assets	¢		¢		
	\$	1,402,493	\$	1,346,119	
Liabilities and stockholders' equity					
Current liabilities:	ď	2.150	ď	7 700	
Accounts payable	\$	3,159	\$	7,789	
Current portion of long-term borrowings		50,000		30,000	
Deferred revenue		13,766		18,782	
Accrued employee costs		105,535		108,100	
Accrued expenses and other current liabilities		107,730		95,352	
Current portion of operating lease liabilities		14,008		14,978	
Income taxes payable, net		11,948		2,945	
Total current liabilities		306,146		277,946	
Long-term borrowings, less current portion		160,000		220,000	
Operating lease liabilities, less current portion		48,445		48,155	
Deferred tax liabilities, net		461		547	
Other non-current liabilities		31,354		41,292	
Total liabilities		546,406		587,940	
Commitments and contingencies					
ExlService Holdings, Inc. Stockholders' equity:					
Preferred stock, \$0.001 par value; 15,000,000 shares authorized, none issued		_		_	
Common stock, \$0.001 par value; 400,000,000 shares authorized, 202,124,185 shares issued and 165,117,859 shares outstanding as of September 30, 2023 and 199,939,880 shares issued and 166,172,220 shares outstanding as of December 31, 2022 (1)		202		200	
Additional paid-in capital (1)		492,577		444,948	
Retained earnings		1,043,380		899,105	
Accumulated other comprehensive loss		(136,805)		(144,143	
Total including shares held in treasury		1,399,354		1,200,110	
Less: 37,006,326 shares as of September 30, 2023 and 33,767,660 shares as of December 31, 2022, held in treasury, at cost ⁽¹⁾		(543,267)		(441,931	
Total stockholders' equity		856,087		758,179	
	\$	1,402,493	\$	1,346,119	

 $^{^{(1)}} Prior\ period\ information\ has\ been\ adjusted\ to\ reflect\ the\ 5-for-1\ forward\ stock\ split\ of\ the\ Company's\ common\ stock\ effected\ in\ August\ 2023.$

EXLSERVICE HOLDINGS, INC.

Reconciliation of Adjusted Financial Measures to GAAP Measures

In addition to its reported operating results in accordance with U.S. generally accepted accounting principles (GAAP), EXL has included in this release certain financial measures that are considered non-GAAP financial measures, including the following:

- (i) Adjusted operating income and adjusted operating income margin;
- (ii) Adjusted EBITDA and adjusted EBITDA margin;
- (iii) Adjusted net income and adjusted diluted earnings per share; and
- (iv) Revenue growth on an organic constant currency basis.

These non-GAAP financial measures are not based on any comprehensive set of accounting rules or principles, should not be considered a substitute for, or superior to, financial measures calculated in accordance with GAAP, and may be different from non-GAAP financial measures used by other companies. Accordingly, the financial results calculated in accordance with GAAP and reconciliations from those financial statements should be carefully evaluated. EXL believes that providing these non-GAAP financial measures may help investors better understand EXL's underlying financial performance. Management also believes that these non-GAAP financial measures, when read in conjunction with EXL's reported results, can provide useful supplemental information for investors analyzing period-to-period comparisons of the Company's results and comparisons of the Company's results with the results of other companies. Additionally, management considers some of these non-GAAP financial measures to determine variable compensation of its employees. The Company believes that it is unreasonably difficult to provide its earnings per share financial guidance in accordance with GAAP, or a qualitative reconciliation thereof, for a number of reasons, including, without limitation, the Company's inability to predict its future stock-based compensation expense under ASC Topic 718, the amortization of intangibles associated with further acquisitions and the currency fluctuations and associated tax impacts. As such, the Company presents guidance with respect to adjusted diluted earnings per share. The Company also incurs significant non-cash charges for depreciation that may not be indicative of the Company's ability to generate cash flow.

EXL non-GAAP financial measures exclude, where applicable, stock-based compensation expense, amortization of acquisition-related intangible assets, provision for litigation settlement, impairment charges on acquired long-lived and intangible assets including goodwill, effects of termination of leases, certain defined social security contributions, allowance for certain material expected credit losses, other acquisition-related expenses or benefits and effect of any non-recurring tax adjustments. Acquisition-related expenses or benefits include, changes in the fair value of contingent consideration, external deal costs, integration expenses, direct and incremental travel costs and non-recurring benefits or losses. Our adjusted net income and adjusted diluted EPS also excludes the effects of income tax on the above pre-tax items, as applicable. The effects of income tax of each item is calculated by applying the statutory rate of the local tax regulations in the jurisdiction in which the item was incurred.

A limitation of using non-GAAP financial measures versus financial measures calculated in accordance with GAAP is that non-GAAP financial measures do not reflect all of the amounts associated with our operating results as determined in accordance with GAAP and exclude costs that are recurring, namely stock-based compensation and amortization of acquisition-related intangible assets. EXL compensates for these limitations by providing specific information regarding the GAAP amounts excluded from non-GAAP financial measures to allow investors to evaluate such non-GAAP financial measures.

The information provided on an organic constant currency basis reflects a comparison of current period results translated at the prior period currency rates and exclude the impact from an acquisition for a twelve-month period from the date of the acquisition. This information is provided because EXL believes that it provides useful comparative incremental information to investors regarding EXL's true operating performance. EXL's primary exchange rate exposure is with the Indian rupee, the U.K. pound sterling and the Philippine peso. The average exchange rate of the U.S. Dollar against the Indian Rupee increased from 80.01 during the quarter ended September 30, 2022 to 82.69 during the quarter ended September 30, 2023, representing a depreciation of 3.3% against the U.S. dollar. The average exchange rate of the U.S. Dollar against the Philippine Peso decreased

from 56.63 during the quarter ended September 30, 2022 to 56.02 during the quarter ended September 30, 2023, representing an appreciation of 1.1% against the U.S. dollar. The average exchange rate of the U.K. pound sterling against the U.S. Dollar increased from 1.16 during the quarter ended September 30, 2022 to 1.26 during the quarter ended September 30, 2023, representing an appreciation of 8.2% against the U.S. dollar.

The following table shows the reconciliation of these non-GAAP financial measures for the three months ended September 30, 2023 and September 30, 2022, and the three months ended June 30, 2023:

Reconciliation of Adjusted Operating Income and Adjusted EBITDA

(Amounts in thousands)

	Three months ended							
			June 30,					
	2023			2022		2023		
Net Income (GAAP)	\$	43,876	\$	39,095	\$	49,068		
add: Income tax expense		14,161		12,447		15,554		
add/(subtract): Foreign exchange gain, net, interest expense, gain from equity-method investment and other income/(loss), net		2,193		(1,431)		189		
Income from operations (GAAP)	\$	60,230	\$	50,111	\$	64,811		
add: Stock-based compensation expense		17,067		12,186		11,511		
add: Amortization of acquisition-related intangibles		3,157		4,243		4,204		
add: Allowance for expected credit losses (a)		1,700		_		_		
add: Other expenses (b)		_		169		578		
Adjusted operating income (Non-GAAP)	\$	82,154	\$	66,709	\$	81,104		
Adjusted operating income margin as a % of Revenue (Non-GAAP)		20.0 %	,	18.5 %		20.0 %		
add: Depreciation on long-lived assets		8,426		10,137		8,289		
Adjusted EBITDA (Non-GAAP)		90,580	\$	76,846	\$	89,393		
Adjusted EBITDA margin as a % of revenue (Non-GAAP)		22.0 %	,	21.3 %		22.1 %		

⁽a) To exclude the effects of material allowance for expected credit losses on accounts receivables related to a customer bankruptcy event.

⁽b) To exclude certain expenses related to defined social security contribution plan in India for historical periods of \$169 during the three months ended September 30, 2022, and to exclude the effects of lease termination of \$578 during the three months ended June 30, 2023.

Reconciliation of Adjusted Net Income and Adjusted Diluted Earnings Per Share

(Amounts in thousands, except per share data)

Three months anded

	Three months ended					
	September 30,				June 30,	
		2023		2022		2023
Net income (GAAP)	\$	43,876	\$	39,095	\$	49,068
add: Stock-based compensation expense		17,067		12,186		11,511
add: Amortization of acquisition-related intangibles		3,157		4,243		4,204
add: Effects of changes in fair value of contingent consideration		2,500		_		_
add: Allowance for expected credit losses (a)		1,700		_		_
add: Other expenses (b)		_		481		578
subtract: Tax impact on stock-based compensation expense (c)		(4,340)		(2,833)		(2,789)
subtract: Tax impact on amortization of acquisition-related intangibles		(771)		(994)		(1,036)
subtract: Tax impact on allowance for expected credit losses		(429)		_		_
subtract: Tax impact on other expenses		_		(78)		(145)
Adjusted net income (Non-GAAP)	\$	62,760	\$	52,100	\$	61,391
Adjusted diluted earnings per share (Non-GAAP)	\$	0.37	\$	0.31	\$	0.36

- (a) To exclude the effects of material allowance for expected credit losses on accounts receivables related to a customer bankruptcy event.
- (b) To exclude certain expenses related to defined social security contribution plan in India for historical periods of \$481 during the three months ended September 30, 2022, and to exclude the effects of lease termination of \$578 during the three months ended June 30, 2023.
- (c) Tax impact includes \$462 and (\$92) during the three months ended September 30, 2023 and 2022 respectively, and \$190 during the three months ended June 30, 2023, related to discrete benefits recognized in income tax expense in accordance with ASU No. 2016-09, Compensation Stock Compensation.

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