

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☐ 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.

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Jetley Vivek</u> (Last) (First) (Middle) <u>320 PARK AVENUE</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	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) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>President & Head of Analytics</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2025</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 ⁽¹⁾		7,445	A	\$0	382,217	D	
Common Stock, par value \$0.001 per share	02/18/2025		F		4,118	D	\$50.93 ⁽²⁾	378,099	D	
Common Stock, par value \$0.001 per share	02/18/2025		M ⁽¹⁾		5,050	A	\$0	383,149	D	
Common Stock, par value \$0.001 per share	02/18/2025		F		2,793	D	\$50.93 ⁽²⁾	380,356	D	
Common Stock, par value \$0.001 per share	02/18/2025		M ⁽¹⁾		4,400	A	\$0	384,756	D	
Common Stock, par value \$0.001 per share	02/18/2025		F		2,434	D	\$50.93 ⁽²⁾	382,322	D	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	02/18/2025		M ⁽¹⁾		4,400	(3)	(3)	Common Stock, par value \$0.001 per share	4,400	\$0	8,800	D	
Restricted Stock Units	(1)	02/18/2025		M ⁽¹⁾		5,050	(4)	(4)	Common Stock, par value \$0.001 per share	5,050	\$0	5,050	D	
Restricted Stock Units	(1)	02/18/2025		M ⁽¹⁾		7,445	(5)	(5)	Common Stock, par value \$0.001 per share	7,445	\$0	0	D	

Explanation of Responses:

1. 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.
2. Pursuant to the ExlService Holdings, Inc. 2018 Omnibus Incentive Plan, pursuant to which such restricted stock units were granted, the closing price of the Common Stock on the Nasdaq Global Select Market on the preceding day is used for purposes of computing tax reporting and withholding.
3. On February 15, 2023, the reporting person was granted 3,520 (pre-split) restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date. 25 percent of the restricted stock units became vested on February 15, 2024, an additional twenty-five percent of the restricted stock units became 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.
4. On February 16, 2022, the reporting person was granted 4,040 (pre-split) restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date. 25 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.
5. On February 17, 2021, the reporting person was granted 5,955 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.