

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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
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1. Name and Address of Reporting Person* <u>Shashank Amit</u>  (Last) (First) (Middle) 350 PARK AVENUE  (Street) NEW YORK NY 10022  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Gen. Counsel/Corp. Sec'y</u>
	3. Date of Earliest Transaction (Month/Day/Year) 04/23/2007	
	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

**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	04/23/2007		M <sup>(1)</sup>		1,000	A	\$11.875 <sup>(2)</sup>	4,000	D	
Common Stock, par value \$0.001 per share	04/23/2007		M <sup>(1)</sup>		9,000	A	\$10.625 <sup>(3)</sup>	13,000	D	
Common Stock, par value \$0.001 per share	04/23/2007		S <sup>(4)</sup>		10,000	D	\$20.2939	3,000	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	(A)	(D)	Date Exercisable	Expiration Date						Title	Amount or Number of Shares
Stock Options (right to buy)	\$11.875 <sup>(2)</sup>	04/23/2007		M <sup>(1)</sup>			1,000		(5)	04/20/2016	Common Stock, par value \$0.001 per share	1,000	\$0	9,000	D	
Stock Options (right to buy)	\$10.625 <sup>(3)</sup>	04/23/2007		M <sup>(1)</sup>			9,000		(6)	06/07/2014	Common Stock, par value \$0.001 per share	9,000	\$0	51,000	D	

**Explanation of Responses:**

- On April 23, 2007, the reporting person exercised previously issued options to purchase an aggregate of 10,000 shares of common stock of ExlService Holdings, Inc.
- In the reporting person's Form 3 filed October 19, 2006, the exercise price of these options was rounded to \$11.88.
- In the reporting person's Form 3 filed October 19, 2006, the exercise price of these options was rounded to \$10.62.
- This sale was made pursuant to a 10b5-1 plan previously entered into by the reporting person.
- 1,000 of these options are currently vested, an additional 2,000 of these options will vest on April 20, 2008, an additional 3,000 of these options will vest on April 20, 2009, and the remaining 4,000 of these options will vest on April 20, 2010.
- 30,000 of these options are currently vested, 15,000 of these options vest on June 7, 2007 and 15,000 of these options vest on June 7, 2008.

**Remarks:**

Mr. Oseni is the Company's Head of Administration and Accounts.

/s/ Lazbart, Oseni, Attorney-in-Fact 04/25/2007

\*\* 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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