

| OMB APPROVAL | |
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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

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

| | | | | | | | | |
|---|---------|----------|--|--|--|--|--|--|
| 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) CEO & Vice Chairman | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2024</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| 320 PARK AVENUE, 29TH FLOOR | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | |
| (Street) | (City) | (State) | (Zip) | | | | | |
| NEW YORK | NY | | 10022 | | | | | |

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 | 02/15/2024 | | M ⁽¹⁾ | | 26,120 | A | \$0 | 1,527,960 | D ⁽²⁾ | |
| Common Stock, par value \$0.001 per share | 02/16/2024 | | M ⁽¹⁾ | | 31,455 | A | \$0 | 1,559,415 | D ⁽²⁾ | |
| Common Stock, par value \$0.001 per share | | | | | | | | 885,670 | I | See Footnote ⁽³⁾ |
| Common Stock, par value \$0.001 per share | | | | | | | | 420,000 | I | See Footnote ⁽⁴⁾ |
| Common Stock, par value \$0.001 per share | | | | | | | | 420,000 | I | See Footnote ⁽⁵⁾ |
| Common Stock, par value \$0.001 per share | | | | | | | | 665,925 | I | See Footnote ⁽⁶⁾ |
| Common Stock, par value \$0.001 per share | | | | | | | | 201,095 | I | See footnote ⁽⁷⁾ |

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) | 02/15/2024 | | M ⁽¹⁾ | | | 26,120 | (8) | 02/15/2033 | Common Stock, par value \$0.001 per share | 26,120 | \$0 | 78,360 | D | |
| Restricted Stock Units | (1) | 02/16/2024 | | M ⁽¹⁾ | | | 31,455 | (9) | 02/16/2032 | Common Stock, par value \$0.001 per share | 31,455 | \$0 | 62,910 | 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.
- Owned by the Rohit Kapoor Spousal Lifetime Access Trust.
- Owned by the Shikha Kapoor 2005 Family Trust.
- Owned by the Rohit Kapoor 2016 Family Trust
- Owned by the 2016 Kapoor Family Trust Created Under the Rohit Kapoor 2013 GRAT.
- 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 will vest 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.
- 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 will vest on February 16, 2025, and the remaining balance of twenty-five percent of the restricted stock units will vest on February 16, 2026.

Remarks:

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

/s/ Lazbart Oseni, Attorney-in-Fact 02/20/2024

** 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.