

Talwar Vikram
Form 4
November 25, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Talwar Vikram

(Last) (First) (Middle)

C/O EXLSERVICE HOLDINGS, INC., 350 PARK AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ExlService Holdings, Inc. [EXLS]

3. Date of Earliest Transaction (Month/Day/Year)

11/21/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$0.001 per share | 11/21/2008 | | P ⁽¹⁾ | 10 A | \$ 5.51 1,153,526 ⁽²⁾ | I | See footnote ⁽³⁾ |
| Common Stock, par value \$0.001 per share | 11/21/2008 | | P ⁽¹⁾ | 178 A | \$ 5.49 1,153,704 | I | See footnote ⁽³⁾ |
| Common Stock, par | 11/21/2008 | | P ⁽¹⁾ | 15 A | \$ 5.42 1,153,719 | I | See footnote ⁽³⁾ |

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| | | | | | | | | |
|---|------------|-------------------------|-----|---|------------|-----------|---|----------------------------|
| value \$0.001 per share | | | | | | | | |
| Common Stock, par value \$0.001 per share | 11/21/2008 | <u>P</u> ⁽¹⁾ | 10 | A | \$ 5.36 | 1,153,729 | I | See footnote <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 11/21/2008 | <u>P</u> ⁽¹⁾ | 15 | A | \$ 5.35 | 1,153,744 | I | See footnote <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 11/21/2008 | <u>P</u> ⁽¹⁾ | 110 | A | \$ 5.25 | 1,153,854 | I | See footnote <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 11/21/2008 | <u>P</u> ⁽¹⁾ | 5 | A | \$ 5.2 | 1,153,859 | I | See footnote <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 11/21/2008 | <u>P</u> ⁽¹⁾ | 20 | A | \$ 4.99 | 1,153,879 | I | See footnote <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 11/21/2008 | <u>P</u> ⁽¹⁾ | 128 | A | \$ 4.98 | 1,154,007 | I | See footnote <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 11/24/2008 | <u>P</u> ⁽¹⁾ | 150 | A | \$ 6.02 | 1,154,157 | I | See footnote <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 11/24/2008 | <u>P</u> ⁽¹⁾ | 100 | A | \$ 6.01 | 1,154,257 | I | See footnote <u>(3)</u> |
| Common Stock, par value | 11/24/2008 | <u>P</u> ⁽¹⁾ | 30 | A | \$ 5.95 | 1,154,287 | I | See footnote <u>(3)</u> |

\$0.001 per share

Common Stock, par value \$0.001 per share

11/24/2008

P⁽¹⁾

191

A

\$ 5.9

1,154,478

I

See footnote ⁽³⁾

Common Stock, par value \$0.001 per share

11/24/2008

P⁽¹⁾

60

A

\$ 5.85

1,154,538

I

See footnote ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Talwar Vikram C/O EXLSERVICE HOLDINGS, INC. 350 PARK AVENUE NEW YORK, NY 10022 | X | | Executive Chairman | |

Signatures

/s/ Lazbart Oseni,
Attorney-in-Fact

11/25/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) This purchase was made pursuant to a 10b5-1 plan previously entered into by the Talwar 1994 Trust (the "Trust").
Reflects a transfer of 150,000 shares from the Trust to the Vikram Talwar 2008 GRAT on June 10, 2008, a transfer of 57,329 shares to
 - (2) the Trust from the Vikram Talwar 2004 GRAT on March 25, 2008, and a transfer of 52,984 shares to the Trust from the Vikram Talwar 2007 GRAT on March 28, 2008.
 - (3) Owned by the Trust.

Remarks:

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

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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