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ExlService Holdings, Inc.
Form SC 13G
February 07, 2007

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)

EXLSERVICE HOLDINGS, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE
(Title of Class of Securities)

302081 10 4
(CUSIP Number)

DECEMBER 31, 2006
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Vikram Talwar

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

| | |
|---------------------|-----------------------------|
| NUMBER OF | 5. SOLE VOTING POWER |
| SHARES BENEFICIALLY | 563,568 |
| OWNED BY | 6. SHARED VOTING POWER |
| EACH | 1,567,254 |
| REPORTING | 7. SOLE DISPOSITIVE POWER |
| PERSON | 563,568 |
| WITH | 8. SHARED DISPOSITIVE POWER |
| | 1,567,254 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,130,822

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.6%

12. TYPE OF REPORTING PERSON
IN

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1. NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Urvashi Talwar

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3. SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

| | |
|---------------------|-----------------------------|
| NUMBER OF | 5. SOLE VOTING POWER |
| SHARES BENEFICIALLY | -0- |
| OWNED BY | 6. SHARED VOTING POWER |
| EACH | 1,483,254 |
| REPORTING | 7. SOLE DISPOSITIVE POWER |
| PERSON | -0- |
| WITH | 8. SHARED DISPOSITIVE POWER |
| | 1,483,254 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,483,254

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.3%

12. TYPE OF REPORTING PERSON

IN

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1. NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Talwar 1994 Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

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| | | |
|--|--|-----------------------------|
| NUMBER OF | | 5. SOLE VOTING POWER |
| | | 1,399,254 |
| SHARES BENEFICIALLY | | ----- |
| OWNED BY | | 6. SHARED VOTING POWER |
| EACH | | -0- |
| REPORTING | | ----- |
| PERSON | | 7. SOLE DISPOSITIVE POWER |
| WITH | | 1,399,254 |
| | | ----- |
| | | 8. SHARED DISPOSITIVE POWER |
| | | -0- |
| | | ----- |
| 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | | 1,399,254 |
| | | ----- |
| 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | <input type="checkbox"/> |
| | | ----- |
| 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | |
| | | 5.0% |
| | | ----- |
| 12. TYPE OF REPORTING PERSON | | |
| | | OO |
| | | ----- |

| | | |
|-----------------------|--------------|--------|
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|-----------------------|--------------|--------|

This Schedule 13G is filed by the undersigned with respect to the shares of Common Stock, par value \$0.001 per share (the "Common Stock"), of ExlService Holdings, Inc. (the "Company").

- Item 1 (a). Name of Issuer:
 ExlService Holdings, Inc.
- Item 1 (b). Address of Issuer's Principal Executive Offices:
 350 Park Avenue
 New York, New York 10022
- Item 2 (a). Name of Person Filing:
- (i) Vikram Talwar ("Mr. Talwar");
 - (ii) Urvashi Talwar ("Mrs. Talwar");
 - (iii) The 1994 Talwar Trust (the "1994 Talwar Trust") and together with Mr. Talwar and Mrs. Talwar, the "Reporting Persons").

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Item 2 (b). Address of Principal Business Office or, if none, Residence of the Reporting Person:

c/o ExlService Holdings, Inc.
350 Park Avenue
New York, New York 10022

Item 2 (c). Citizenship:

Mr. Talwar - United States of America
Mrs. Talwar - United States of America
The 1994 Talwar Trust - California

Item 2 (d). Title of Class of Securities:

Common Stock, par value \$0.001 per share

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Item 2 (e). CUSIP Number:

302081 10 4

Item 3. This Schedule 13G Statement is not being filed pursuant to Rule 13d-1(b) or Rule 13d-2(b) or (c).

Item 4. Ownership

Mr. Talwar directly owns 224,750 shares of Common Stock. In addition, Mr. Talwar is the sole trustee of the Vikram Talwar 2004 Grantor Retained Annuity Trust (the "Vikram Talwar GRAT"), which directly owns 338,818 share of Common Stock. As such, Mr. Talwar has sole dispositive and voting power over the 563,568 shares of Common Stock held by him directly and held by the Vikram Talwar GRAT.

Mrs. Talwar does not directly own, or have sole dispositive or voting power over, any shares of Common Stock.

Mr. Talwar and Mrs. Talwar may be deemed to beneficially own the 1,399,254 shares of Common Stock directly owned by the 1994 Talwar Trust. Mr. Talwar and Mrs. Talwar are co-trustees of the 1994 Talwar Trust and share dispositive and voting power over the 1,399,254 shares of Common Stock owned by the 1994 Talwar Trust.

Mr. Talwar and Mrs. Talwar may be deemed to beneficially own 84,000 shares of Common Stock directly owned by the Vikram Talwar 2004 Spousal Lifetime Access Trust (the "Vikram Talwar SLAT"). Mrs. Talwar is a co-trustee of the Vikram Talwar SLAT and shares dispositive and voting power over the 84,000 shares of Common Stock owned by the Vikram Talwar SLAT.

Mr. Talwar and Mrs. Talwar may be deemed to beneficially own 84,000 shares of Common Stock directly owned by the Urvashi Talwar 2004 Spousal Lifetime Access Trust (the "Urvashi Talwar SLAT"). Mr. Talwar

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is a co-trustee of the Urvashi Talwar SLAT and shares dispositive and voting power over the 84,000 shares of Common Stock owned by the Urvashi Talwar SLAT.

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable

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Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certifications

Not Applicable

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 6, 2007

/s/ Vikram Talwar

Vikram Talwar

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/s/ Urvashi Talwar

Urvashi Talwar

THE 1994 TALWAR TRUST

By: /s/ Vikram Talwar

Vikram Talwar, Trustee

By: /s/ Urvashi Talwar

Urvashi Talwar, Trustee