

Kapoor Rohit
Form 4
November 16, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

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 *
Kapoor Rohit

2. Issuer Name and Ticker or Trading Symbol
ExlService Holdings, Inc. [EXLS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
350 PARK AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.001 per share	11/12/2009		S ⁽¹⁾		18,232	D	\$ 16.5
					1,533,274	D	
Common Stock, par value \$0.001 per share	11/12/2009		S ⁽¹⁾		1,700	D	\$ 16.52
					1,531,574	D	
Common Stock, par	11/12/2009		S ⁽¹⁾		829	D	\$ 16.53
					1,530,745	D	

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value \$0.001 per share								
Common Stock, par value	11/12/2009	<u>S⁽¹⁾</u>	650	D	\$ 16.55	1,530,095	D	
\$0.001 per share								
Common Stock, par value	11/12/2009	<u>S⁽¹⁾</u>	422	D	\$ 16.56	1,529,673	D	
\$0.001 per share								
Common Stock, par value	11/12/2009	<u>S⁽¹⁾</u>	17,756	D	\$ 16.6	1,511,917	D	
\$0.001 per share								
Common Stock, par value	11/12/2009	<u>S⁽¹⁾</u>	300	D	\$ 16.61	1,511,617	D	
\$0.001 per share								
Common Stock, par value	11/12/2009	<u>S⁽¹⁾</u>	1,200	D	\$ 16.57	1,510,417	D	
\$0.001 per share								
Common Stock, par value	11/12/2009	<u>S⁽¹⁾</u>	666	D	\$ 16.65	1,509,751	D	
\$0.001 per share								
Common Stock, par value	11/12/2009	<u>S⁽¹⁾</u>	300	D	\$ 16.64	1,509,451	D	
\$0.001 per share								
Common Stock, par value	11/12/2009	<u>S⁽¹⁾</u>	1,000	D	\$ 16.58	1,508,451	D	
\$0.001 per share								
Common Stock, par value	11/12/2009	<u>S⁽¹⁾</u>	800	D	\$ 16.59	1,507,651	D	

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\$0.001 per share							
Common Stock, par value	11/12/2009	<u>S⁽¹⁾</u>	1,305	D	\$ 16.51	1,506,346	D
\$0.001 per share							
Common Stock, par value	11/12/2009	<u>S⁽¹⁾</u>	622	D	\$ 16.54	1,505,724	D
\$0.001 per share							
Common Stock, par value	11/12/2009	<u>S⁽¹⁾</u>	1,100	D	\$ 16.585	1,504,624	D
\$0.001 per share							
Common Stock, par value	11/12/2009	<u>S⁽¹⁾</u>	200	D	\$ 16.551	1,504,424	D
\$0.001 per share							
Common Stock, par value	11/12/2009	<u>S⁽¹⁾</u>	100	D	\$ 16.511	1,504,324	D
\$0.001 per share							
Common Stock, par value	11/12/2009	<u>S⁽¹⁾</u>	100	D	\$ 16.581	1,504,224	D
\$0.001 per share							
Common Stock, par value	11/12/2009	<u>S⁽¹⁾</u>	100	D	\$ 16.531	1,504,124	D
\$0.001 per share							
Common Stock, par value	11/12/2009	<u>S⁽¹⁾</u>	100	D	\$ 16.575	1,504,024	D
\$0.001 per share							
Common Stock, par value	11/12/2009	<u>S⁽¹⁾</u>	100	D	\$ 16.561	15,003,924	D
\$0.001 per share							

share

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

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(9-02)

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 Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kapoor Rohit 350 PARK AVENUE NEW YORK, NY 10022	X		CEO and President	

Signatures

/s/ Lazbart Oseni,
Attorney-in-Fact
Date: 11/16/2009

**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 sale was made pursuant to a 10b5-1 plan previously entered into by the reporting person.

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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