

**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>Talwar Vikram</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) <u>Executive Chairman</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/11/2010</u>			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		
280 PARK AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NEW YORK NY 10017</u>								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share	02/11/2010		s <sup>(1)</sup>		2,322	D	\$19	144,739 <sup>(2)</sup>	I	See Footnote <sup>(3)</sup>
Common Stock, par value \$0.001 per share	02/11/2010		s <sup>(1)</sup>		100	D	\$19.005	144,639	I	See Footnote <sup>(3)</sup>
Common Stock, par value \$0.001 per share	02/11/2010		s <sup>(1)</sup>		2,800	D	\$19.01	141,839	I	See Footnote <sup>(3)</sup>
Common Stock, par value \$0.001 per share	02/11/2010		s <sup>(1)</sup>		200	D	\$19.015	141,639	I	See Footnote <sup>(3)</sup>
Common Stock, par value \$0.001 per share	02/11/2010		s <sup>(4)</sup>		690	D	\$19	218,310	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.001 per share	02/11/2010		s <sup>(4)</sup>		100	D	\$19.005	218,210	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.001 per share	02/11/2010		s <sup>(4)</sup>		11,700	D	\$19.01	206,510	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.001 per share	02/11/2010		s <sup>(4)</sup>		100	D	\$19.015	206,410	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.001 per share	02/11/2010		s <sup>(6)</sup>		648	D	\$19	914,580	I	See Footnote <sup>(7)</sup>
Common Stock, par value \$0.001 per share	02/11/2010		s <sup>(6)</sup>		600	D	\$19.005	913,980	I	See Footnote <sup>(7)</sup>
Common Stock, par value \$0.001 per share	02/11/2010		s <sup>(6)</sup>		2,996	D	\$19.01	910,894	I	See Footnote <sup>(7)</sup>
Common Stock, par value \$0.001 per share	02/11/2010		s <sup>(6)</sup>		600	D	\$19.015	910,284	I	See Footnote <sup>(7)</sup>
Common Stock, par value \$0.001 per share	02/11/2010		s <sup>(6)</sup>		400	D	\$19.02	909,884	I	See Footnote <sup>(7)</sup>

**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					

Explanation of Responses:

1. This sale was made pursuant to a 10b5-1 plan previously entered into by the Vikram Talwar 2008 Grantor Retained Annuity Trust 2 (the "2008 GRAT").
2. Reflects the previously reported transfer of 21,939 shares from the 2008 GRAT to the Talwar 1994 Trust (the "Trust") effective January 11, 2010.
3. Owned by the 2008 GRAT.
4. This sale was made pursuant to a 10b5-1 plan previously entered into by the Vikram Talwar 2009 Grantor Retained Annuity Trust (the "2009 GRAT").
5. Owned by the 2009 GRAT.
6. This sale was made pursuant to a 10b5-1 plan previously entered into by the Trust.
7. Owned by the Trust.

**Remarks:**

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

/s/ Lazbart Oseni, Attorney-in-Fact      02/16/2010

\*\* 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.**