

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Sections 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 20, 2013

**EXLSERVICE HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33089**  
(Commission File Number)

**82-0572194**  
(I.R.S. Employer  
Identification No.)

**280 Park Avenue, 38<sup>th</sup> Floor**  
**New York, New York 10017**  
(Address of principal executive offices)

Registrant's telephone number, including area code: **(212) 277-7100**

**NOT APPLICABLE**

(Former name or address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
-

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 20, 2013, the Board of Directors (the “Board”) of ExlService Holdings, Inc. (the “Company”) appointed Som Mittal to be a member of the Board with effect from December 1, 2013. Mr. Mittal was also appointed to serve on the Nominating and Governance Committee and the Compensation Committee with effect from December 1, 2013. Mr. Mittal is currently the President of NASSCOM, a trade body for the IT and business process management industries in India. The Board determined that Mr. Mittal satisfies the requirements pertaining to director independence under the provisions of the NASDAQ Stock Market Rules and the federal securities laws.

Mr. Mittal will be entitled to the compensation the Company offers its other non-executive directors, including annual retainers and equity compensation in the form of Company restricted stock units. For more information on the compensation of the Company’s directors, please refer to the disclosure under the heading “Director Compensation for Fiscal Year 2012” in the Company’s Proxy Statement for its Annual Meeting of Stockholders held on June 14, 2013 (filed with the Securities and Exchange Commission on April 29, 2013).

A copy of the press release announcing Mr. Mittal’s appointment is attached hereto as Exhibit 99.1 and is hereby incorporated by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release, dated November 21, 2013

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**EXLSERVICE HOLDINGS, INC.**  
(Registrant)

Date: November 21, 2013

By: /s/ Rohit Kapoor  
Name: Rohit Kapoor  
Title: Chief Executive Officer,  
Vice-Chairman and Director

---

## EXHIBIT INDEX

The following exhibit is being filed as part of this Current Report on Form 8-K:

99.1      [Press Release, dated November 21, 2013](#)

---

## EXL Elects Som Mittal to Board of Directors

**NEW YORK, November 21, 2013** — EXL (NASDAQ: EXLS), a leading business process solutions company, announced that it has elected Som Mittal to its Board of Directors with effect from December 1, 2013. Som Mittal has served as President of NASSCOM, the premier trade body for the IT and business process management industries in India from 2008 and will conclude his tenure in January 2014. As the President of NASSCOM, Mittal has worked with stakeholders around the world including governments, leading multinational corporations, think tanks, analysts and other associations to further the industry. While at NASSCOM, he focused his priorities on enabling industry growth, supporting talent development and increasing the industry's value proposition.

"Som is a leader in advancing and evolving the IT and business process management industries, and we are thrilled to welcome him to our Board of Directors," said Vikram Talwar, Chairman of EXL's Board of Directors. "EXL will greatly benefit from his guidance, experience and knowledge as we further integrate technology and analytics into our operations management services to deliver differentiated value to our clients."

Rohit Kapoor, Vice-Chairman and CEO of EXL, commented, "Som's vast global perspective across governments, companies and educational institutions, as well as his unique strategic vision will greatly enrich EXL as we continue to address the complex and changing industry challenges of our clients."

Mittal has held various corporate leadership roles in the IT industry since 1989, including at companies such as Wipro, Digital India, Compaq and HP. He also has extensive experience in the engineering, manufacturing and automotive industries, having held executive roles with Larsen & Toubro, Escorts and Denso.

Mittal also serves as an Independent Director and Chairman of the IT Strategy Committee of Axis Bank and is a member of Board of Governors the Indian Institute of Corporate Affairs. He and has been a committee member with the Indian Prime Minister's National e-Governance Program, a board member at the Indian Institute of Technology (IIT) in Indore, a member of the Governing Council at the International Institute of Information Technology (IIIT) at Hyderabad, and a member of the Governing Body of the International Institute of Information Technology (IIIT) at Bangalore.

### About EXL

EXL (NASDAQ: EXLS) is a leading business process solutions company that looks deeper to drive business impact through integrated services and industry knowledge. EXL provides operations management, analytics and technology platforms to organizations in insurance, healthcare, banking and financial services, utilities, travel, and transportation and logistics, among others. We work as a strategic partner to help our clients streamline business operations, improve corporate finance, manage compliance, create new channels for growth and better adapt to change. Headquartered in New York and in business since 1999, EXL has more than 21,000 professionals in locations throughout the U.S., Europe and Asia. For more information, visit [www.exlservice.com](http://www.exlservice.com).

CONTACT: Charles Murphy, CFA  
Head of Investor Relations  
ExlService Holdings, Inc.  
280 Park Avenue  
New York, NY 10017  
(212) 624-5913  
[ir@exlservice.com](mailto:ir@exlservice.com)

Source: ExlService Holdings, Inc.

---