

Shashank Amit
Form 4
April 20, 2007

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 *
Shashank Amit

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)
04/18/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Gen. Counsel/Corp. Sec'y

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	(A) or (D)	Price
Common Stock, par value \$0.001 per share	04/18/2007		M ⁽¹⁾		10,000	A	\$ 11.875 <u>(2)</u>
Common Stock, par value \$0.001 per share	04/18/2007		S ⁽³⁾		100	D	\$ 19.4 12,900
Common Stock, par	04/18/2007		S ⁽³⁾		100	D	\$ 19.42 12,800

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value \$0.001 per share							
Common Stock, par value	04/18/2007	S ⁽³⁾	1,000	D	\$ 19.43	11,800	D
\$0.001 per share							
Common Stock, par value	04/18/2007	S ⁽³⁾	100	D	\$ 19.435	11,700	D
\$0.001 per share							
Common Stock, par value	04/18/2007	S ⁽³⁾	1,000	D	\$ 19.45	10,700	D
\$0.001 per share							
Common Stock, par value	04/18/2007	S ⁽³⁾	5,900	D	\$ 19.5	4,800	D
\$0.001 per share							
Common Stock, par value	04/18/2007	S ⁽³⁾	800	D	\$ 19.51	4,000	D
\$0.001 per share							
Common Stock, par value	04/18/2007	S ⁽³⁾	300	D	\$ 19.52	3,700	D
\$0.001 per share							
Common Stock, par value	04/18/2007	S ⁽³⁾	300	D	\$ 19.53	3,400	D
\$0.001 per share							
Common Stock, par value	04/18/2007	S ⁽³⁾	100	D	\$ 19.6	3,300	D
\$0.001 per share							
Common Stock, par value	04/18/2007	S ⁽³⁾	100	D	\$ 19.61	3,200	D

\$0.001 per share

Common Stock, par value

04/18/2007

S⁽³⁾

100

D

\$ 19.72 3,100

D

\$0.001 per share

Common Stock, par value

04/18/2007

S⁽³⁾

100

D

\$ 20.02 3,000

D

\$0.001 per 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. Amount or Number of Shares
Stock Options (right to buy)	\$ 11.875 ⁽²⁾	04/18/2007		M	10,000	⁽⁴⁾ 06/01/2015	Common Stock, par value \$0.001 per share	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shashank Amit 350 PARK AVENUE NEW YORK, NY 10022			VP, Gen. Counsel/Corp. Sec'y	

Signatures

/s/ Lazbert, Oseni,
Attorney-in-Fact

04/20/2007

__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) On April 18, 2007, the reporting person exercised previously issued options to purchase 10,000 shares of common stock of ExlService Holdings, Inc.
- (2) In the reporting person's Form 3 filed October 19, 2006, the exercise price of these options was rounded to \$11.88.
- (3) This sale was made pursuant to a 10b5-1 plan previously entered into by the reporting person.
- (4) 10,000 of these options are currently vested, 10,000 of these options vest on June 1, 2007, 10,000 of these options vest on June 1, 2008 and 10,000 of these options vest on June 1, 2009.

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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