

ExlService Holdings, Inc.
Form DEFA14A
April 29, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
**Confidential, for Use of the Commission
Only (as permitted by Rule 14a-6(e)(2))**
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Pursuant to § 240.14a-12

ExlService Holdings, Inc.
(Name of Registrant as Specified in its Charter)

N/A
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

PAYMENT OF
FILING FEE

(Check the
appropriate box):

No fee required.

Fee computed on
table below per
Exchange Act
Rules 14a-6(i)(1)
and 0-11.

1) Title of each
class of
securities to
which
transaction
applies:

2) Aggregate
number of
securities to
which
transaction
applies:

3) Per unit price
or other
underlying
value of
transaction
computed
pursuant to
Exchange
Act Rule
0-11
(set forth the
amount on
which the
filing fee is
calculated
and state
how it was
determined):

4) Proposed
maximum
aggregate
value of
transaction:

5) Total fee
paid:

Fee paid
previously with
preliminary
materials:

Check box if any
part of the fee is
offset as provided
by Exchange Act
Rule 0-11(a)(2)
and identify the
filing for which
the offsetting fee
was paid
previously.
Identify the
previous filing by
registration
statement number,
or the Form or
Schedule and the
date of its filing.

Amount

1) Previously
Paid:

Form,
Schedule or

2) Registration
Statement
No.:

3) Filing Party:

4) Date Filed:

*** Exercise Your *Right to Vote* ***

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on June 17, 2016.

Meeting Information

Meeting

Type: Annual Meeting

EXLSERVICE HOLDINGS, INC.

For holders as of: April 21, 2016

Date: June 17, 2016 **Time:** 8:30 AM ET

ExlService Holdings,
Inc.

Location: 280 Park Avenue, 38th
Floor
New York, NY 10017

Meeting Directions: For directions, please call (212) 277-7100

*EXLSERVICE HOLDINGS, INC.
280 PARK AVENUE, 38TH FLOOR
NEW YORK, NY 10017
ATTN: ACCOUNTS PAYABLE*

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important

information contained in the
proxy materials before voting.

**See the reverse side of this
notice to obtain proxy
materials and voting
instructions.**

E09384-P74132

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY

STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit:

www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before June 3, 2016 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a form of proxy (known as a proxy card).

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Voting Items

**The Board of
Directors
recommends you
vote
FOR the following:**

1. Election of
Directors

Nominees:

- 01) Rohit
Kapoor
- 02) Anne
Minto

**The Board of
Directors
recommends you
vote FOR proposals
2 and 3.**

- The ratification of
the selection of
Ernst & Young
LLP as the
2. independent
registered public
accounting firm of
the Company for
fiscal year 2016

- The approval of
the compensation
3. of the named
executive officers
of the Company

NOTE: The proxies are authorized to act upon such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof

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