

ExlService Holdings, Inc.  
Form DEFA14A  
April 27, 2018

**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 15, 2018.**

**EXLSERVICE HOLDINGS, INC.    Meeting Information**

**Meeting Type:** Annual Meeting

**For holders as of:** April 23, 2018

**Date:** June 15, 2018    **Time:** 8:30 A.M. EDT

**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

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](http://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.**

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## **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](http://www.proxyvote.com)
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL\**: [sendmaterial@proxyvote.com](mailto: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, 2018 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](http://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 proxy card.

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Voting Items

The Board of  
Directors  
recommends you  
vote FOR  
the following:

1. Election of  
Directors  
Nominees:

1a. Deborah Kerr

1b. Nitin Sahney

1c. Garen Staglin

The Board of  
Directors  
recommends you vote  
FOR proposals 2,  
3 and 4.

The ratification of  
the selection of  
Deloitte & Touche  
LLP as the  
2. independent  
registered public  
accounting firm of  
the Company for  
fiscal year 2018

The approval, on a  
non-binding  
advisory basis, of  
3. the compensation  
of the named  
executive officers  
of the Company

The approval of the  
4. 2018 Omnibus  
Incentive Plan

**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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