

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 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.

E45495-P02573

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, 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. 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.

E45496-P02573

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

E45497-P02573

E45498-P02573
