

EXLSERVICE HOLDINGS, INC.
STATEMENT ON REPORTING ETHICAL VIOLATIONS

To our employees:

We are committed to maintaining the highest standards of honesty and accountability, and we recognize that each of you have an important role to play in achieving this goal. Our employees are likely to be the first to know when someone inside the Company or connected with the Company is acting improperly or illegally. If you learn of such conduct, you may, however, feel apprehensive about voicing your concerns, because you feel it would be disloyal to the Company or the individuals involved, because you do not believe that your concerns will be taken seriously or because you fear dismissal, harassment or other retaliation.

We take all misconduct very seriously, whether committed by, officers, directors, senior managers or employees or by suppliers, clients, contractors or other agents. Misconduct by anyone at or connected with the Company, at the very least, reflects poorly on our reputation, which we have all worked very hard to build over the years, and potentially exposes the Company to legal sanctions.

We therefore strongly encourage you to report any misconduct that you become aware of in the course of your employment or otherwise connected to your employment. Although it is impossible to list all of the conduct we are concerned about, we would expect you to report:

- Criminal conduct;
- Fraud or misappropriation, or other questionable accounting practices;
- Failure to comply with legal or regulatory obligations;
- Failure to comply with, or efforts to circumvent, our internal compliance policies or internal controls;
- Actions that endanger health or safety, or might cause environmental damage;
- Violations of the Company's Code of Conduct and Ethics; and
- Actions designed to have the effect of concealing any of the foregoing.

As set forth in the Company's Code of Conduct and Ethics, you are encouraged to talk to your supervisors, managers or other appropriate personnel should you become aware of any of the foregoing. In addition, we have established other, more formal procedures for reporting suspected improper conduct as described below.

You may, instead of reporting a concern to a supervisor, manager or other person (or if you reported a concern and feel it was not properly acted upon), make a report by letter, e-mail or telephone to the General Counsel at:

ExlService Holdings, Inc.
280 Park Avenue
New York, NY 10017
Attn: General Counsel
Tel.: 212-277-7100
e-mail: amit.shashank@exlservice.com

In addition to the above option, the Audit Committee of the Board of Directors has established procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, as well as for the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters. You are therefore encouraged to report any concern related to accounting, internal accounting controls or auditing matters to the Chairperson of the Audit Committee of the Board of Directors at:

chairperson.auditcommittee@exlservice.com

In all reports to the General Counsel or the Chairperson of the Audit Committee, you may sign the correspondence, use an e-mail that identifies you as the sender or disclose your name on your phone call.

You may also communicate anonymously. Anonymous letters, e-mails and phone calls will be investigated and acted upon in the same manner as if your identity were known. Anonymous reports should be made through the Company's toll-free Ethics Hotline as follows:

From IPLC: Dial 77777 (5 times 7)
From PSTN: Dial 55555; at the prompt, dial 800-963-5596
Through the Internet:
https://secure.ethicspoint.com/domain/en/report_custom.asp?clientid=13314

(You will get a unique report ID, code and password for logging on to the system at a later stage for follow-up responses from management.)

All communications should contain as much specific detail as possible to allow the appropriate personnel to conduct an investigation of the reported matter. In addition, all complaints must contain sufficient corroborating information to support the commencement of an investigation. The Company may, in its reasonable discretion, determine not to commence an investigation if a complaint contains only unspecified or broad allegations of wrongdoing without appropriate informational support.

All letters, e-mail and transcripts of telephone calls will be kept in confidence and acted upon only by designated personnel unless disclosure is required or deemed advisable in connection with any governmental investigation or report, in the interest of the Company, or in the Company's legal handling of the matter.

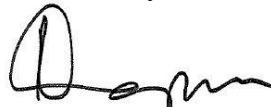
Your report will be investigated internally or if necessary will be referred to the appropriate law enforcement or regulatory authorities.

You do not need absolute proof of misconduct to make a report, but we would expect that you do have some basis for voicing our concerns. It will not always be clear that any particular action rises to the level of misconduct or illegal conduct. You should use your judgment. We would prefer that you raise concerns and not keep them to yourself. If you make a report in good faith and it turns out that you were wrong, your concern will be nonetheless appreciated and will not subject you to disciplinary action. However, if a report is intentionally false or malicious, that is another matter. We trust that, as in all areas of human interaction, our employees will act responsibly.

Company policy prohibits retaliatory action against any employee whom, in good faith, reports suspected wrongdoers, unless the individual reporting is one of the violators. We will not tolerate any harassment or intimidation of any employee who reports misconduct. Disciplinary action will be taken against any person who retaliates, directly or indirectly, or encourages others to do so, against an employee who reports a violation. As a public company, we are also prohibited by law from discriminating on the terms and conditions of your employment if you provide information or otherwise assist in federal or authorized Company investigations of conduct which you reasonably believe constitute securities law violations.

In order to preserve the integrity of these procedures it is imperative that any employee have the opportunity to raise concerns or report misconduct without fear of retribution. We are strongly committed to maintaining an environment in which employee reports are expected and accepted and in which our employees feel free to voice a concern or report a suspected violation without fear of intimidation.

Yours truly,

A handwritten signature in black ink, appearing to read 'Rohit Kapoor', with a stylized flourish at the end.

Rohit Kapoor
Vice Chairman and Chief Executive Officer