

ExlService Holdings, Inc.
Form 8-K
June 08, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Sections 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 2, 2010

EXLSERVICE HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-33089 (Commission File Number)	82-0572194 (I.R.S. Employer Identification No.)
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280 Park Avenue
New York, New York 10017
(Address of principal executive offices)

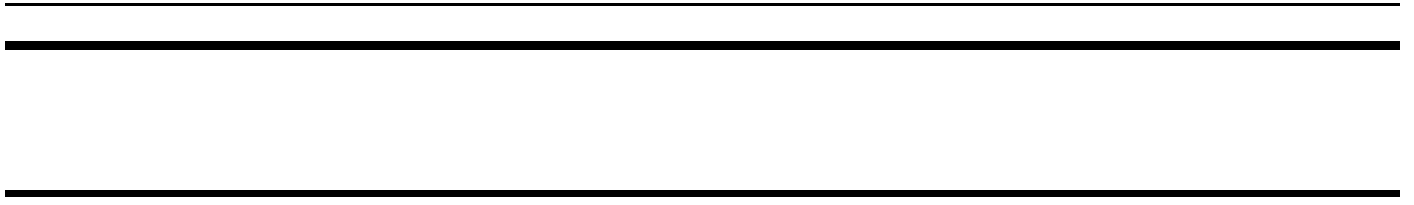
Registrant's telephone number, including area code: (212) 277-7100

NOT APPLICABLE
(Former name or address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR

240.13e-4(c))



Item 5.02 Departure of Directors or Certain Officers; Election of Directors;
Appointment of Certain Officers; Compensatory Arrangements of Certain
Officers.

(e)

ExlService Holdings, Inc. (the “Company”) and Vikram Talwar (“Mr. Talwar”) have amended (the “Amendment”) the Amended and Restated Employment and Non-Competition Agreement, dated December 16, 2008, between the Company and Mr. Talwar (the “Agreement”) in a number of respects, effective June 2, 2010.

The Amendment provides that Mr. Talwar’s term of employment will continue to be automatically renewed on an annual basis in accordance with the existing terms of the Agreement unless either the Company or Mr. Talwar gives the other party written notice by October 1, 2010 to end the employment term, in which case Mr. Talwar’s employment term will end on March 31, 2011.

The Amendment also clarifies that the Company’s tax equalization obligation to Mr. Talwar under the Agreement in respect of any additional taxes that Mr. Talwar is assessed by the Republic of India remains in effect only with respect to those taxes, if any, assessed by the Republic of India for tax years ending on or before March 31, 2009.

The Company has also agreed in the Amendment to (A) provide a travel allowance to Mr. Talwar for periods when he is in the United Kingdom on company business and does not stay in a hotel and (B) continue to pay Mr. Talwar’s automobile lease or loan payments if he purchases an automobile.

In addition, the Amendment corrected the equity-based award vesting acceleration provisions of the Agreement (which were inadvertently modified when the Agreement was revised in 2008), to preserve acceleration treatment for awards granted on and after September 30, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 8-K to be signed on its behalf by the undersigned thereunto duly authorized.

EXLSERVICE HOLDINGS, INC.
(Registrant)

Date: June 8, 2010

By: /s/ Amit Shashank
Name: Amit Shashank
Title: Vice President, General Counsel
and Corporate Secretary

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	497,742,824
Total	2,991,858,559
	4,996,403,794

Securities and guarantees issued by National Grid Transco plc are taken to include those of its direct subsidiary NGG Finance plc.

Exhibit A-2

**RETAINED EARNINGS ANALYSIS OF NATIONAL GRID USA
FOR THE REPORTING PERIOD APRIL 1, 2003 THROUGH SEPTEMBER 30, 2003
AND RESULTING CAPITAL BALANCES¹
AT SEPTEMBER 30, 2003
(\$MM)**

	Massachusetts Electric Company	The Narragansett Electric Company	Granite State Electric Company	Nantucket Electric Company	Niagara Mohawk Power Corporation	New England Power Company ³	New England Transmission Co., Inc.
Retained Earnings (Deficit) - Beginning of Period	169.5	107.3	9.3	1.6	85.7	214.2	

Total

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Net Income (Loss)	33.1	23.0	1.4	0.4	45.9	36.8
Gross Retained Earnings (Deficit)	202.6	130.3	10.7	2.0	131.6	251.0
Dividends Paid on Preferred Stock	0.2	0.2	-	-	2.7	-
Dividends Paid on Common Stock	-	-	-	-	-	-
Premium on Redemption of Preferred Stock	-	0.1	-	-	-	-
Repurchase of Common Stock	0.2	-	-	-	-	-
Retained Earnings Adjustment	-	-	-	-	-	-
Retained Earnings (Deficit) - End of Period	202.2	130.0	10.7	2.0	128.9	251.0
Dividends Paid on Common Stock:						
Out of Retained Earnings	-	-	-	-	-	-
Out of Capital Surplus	-	-	-	-	-	-
Out of Capital	-	-	-	-	-	-
Total Dividends Paid on Common Stock	-	-	-	-	-	-
Common Stock	60.0	56.6	6.0	-	187.4	72.4
Premium on Common Stock	-	-	-	-	-	-
Other Paid-In Capital	1,509.0	805.6	40.0	22.5	2928.5	732.0
Unappropriated Retained Earnings (Deficit)	202.2	130.0	10.7	2.0	128.9	251.0

Total

Other Comprehensive Income	(152.6)	(89.4)	(6.1)	(0.4)	(5.4)	-
Total Common Equity	1,618.6	902.8	50.6	24.1	3,239.4	1055.4

Exhibit A-2 (Continued)

**RETAINED EARNINGS ANALYSIS OF NATIONAL GRID USA
FOR THE REPORTING PERIOD APRIL 1, 2003 THROUGH SEPTEMBER 30, 2003
AND RESULTING CAPITAL BALANCES¹
AT SEPTEMBER 30, 2003
(\$MM)**

	New England Electric Transmission Corporation	National Grid USA (Parent)	Niagara Mohawk Holdings, Inc.	Opinac North America, Inc.	Opinac Energy, Inc.	NM Receivables Corp. II	NM Receivables, LLC	NM Properties Inc. ²
Retained Earnings - Beginning of Period	0.2	388.4	60.3	0.2	-	-	4.0	
Net Income (Loss)	0.3	146.6	41.1	-	-	-	(0.4)	
Gross Retained Earnings	0.5	535.0	101.4	0.2	-	-	3.6	
Dividends Paid on Preferred Stock	-	-	-	-	-	-	-	
Dividends Paid on Common Stock	0.3	-	-	-	-	-	-	
Premium on Redemption of Preferred Stock	-	-	-	-	-	-	-	
Repurchase of Common Stock	0.1	-	-	-	-	-	-	
Retained Earnings Adjustment	-	-	-	-	-	-	-	
Retained Earnings - End of Period	0.1	535.0	101.4	0.2	-	-	3.6	

Total

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Dividends Paid on Common Stock								
Out of Retained Earnings	0.3	-	-	-	-	-	-	-
Out of Capital Surplus	-	-	-	-	-	-	-	-
Out of Capital	-	-	-	-	-	-	-	-
Total Dividends Paid on Common Stock	0.3	-	-	-	-	-	-	-
Common Stock	-	-	1.9	-	-	-	-	-
Premium on Common Stock	-	-	-	-	-	-	-	-
Other Paid-In Capital	0.2	7,099.0	3,146.1	13.4	-	-	217.2	
Unappropriated Retained Earnings	0.1	535.0	101.4	0.2	-	-	3.6	
Treasury Stock, At Cost	-	-	-	-	-	-	-	-
Reacquired Capital Stock	-	-	-	-	-	-	-	-
Other Comprehensive Income	-	(7.3)	(5.4)	-	-	-	-	-
Translation Adjustment	-	-	-	-	-	-	-	-
Total Common Equity	0.3	7,626.7	3,244.0	13.6	-	-	220.8	

Exhibit A-2 (Continued)

**RETAINED EARNINGS ANALYSIS OF NATIONAL GRID USA
FOR THE REPORTING PERIOD APRIL 1, 2003 THROUGH SEPTEMBER 30, 2003
AND RESULTING CAPITAL BALANCES¹
AT SEPTEMBER 30, 2003
(\$MM)**

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	EUA Energy Investment Corp.	Metrowest Realty, LLC	Wayfinder Group, Inc.	NEES Communications, Inc.	National Grid Communications, Inc.	GridAmerica Holdings, Inc	GridAr LL
Retained Earnings - Beginning of Period	4.2	2.9	0.9	(16.4)	(0.6)	-	
Net Income (Loss)	(0.5)	0.4	-	1.4	(0.2)	0.9	
Gross Retained Earnings	3.7	3.3	0.9	(15.0)	(0.8)	-	
Dividends Paid on Preferred Stock	-	-	-	-	-	-	
Dividends Paid on Common Stock	-	-	-	-	-	-	
Premium on Redemption of Preferred Stock	-	-	-	-	-	-	
Repurchase of Common Stock	-	-	-	-	-	-	
Retained Earnings Adjustment	-	-	-	-	-	-	
Retained Earnings - End of Period	3.7	3.3	0.9	(15.0)	(0.8)	0.9	
Dividends Paid on Common Stock	-	-	-	-	-	-	
Out of Retained Earnings	-	-	-	-	-	-	
Out of Capital Surplus	-	-	-	-	-	-	
Out of Capital	-	-	-	-	-	-	
Total Dividends Paid on Common Stock	-	-	-	-	-	-	
Common Stock	-	-	-	-	-	0.2	
	-	-	-	-	-	-	

Total

Premium on Common Stock						
Other Paid-In Capital	15.6	2.1	(5.4)	125.2	-	-
Unappropriated Retained Earnings	3.7	3.3	0.9	(15.0)	(0.8)	0.9
Treasury Stock, At Cost	-	-	-	-	-	-
Reacquired Capital Stock	-	-	-	-	-	-
Other Comprehensive Income	-	-	-	-	-	-
Translation Adjustment	-	-	-	-	-	-
Total Common Equity	19.3	5.4	(4.5)	110.2	(0.8)	1.1

Exhibit A-2 (Continued)

**RETAINED EARNINGS ANALYSIS OF NATIONAL GRID USA
FOR THE REPORTING PERIOD APRIL 1, 2003 THROUGH SEPTEMBER 30, 2003
AND RESULTING CAPITAL BALANCES¹
AT SEPTEMBER 30, 2003
(\$MM)**

	Atlantic Western Consulting	National Grid USA Service Company, Inc.	National Grid Transmission Services Corporation	National Grid USA CONSOLIDATED
Retained Earnings - Beginning of Period	-	0.5	(0.2)	388.4
Net Income (Loss)	-	0.2	-	146.6
Gross Retained Earnings	-	0.7	(0.2)	535.0
Dividends Paid on Preferred Stock	-	-	-	-
Dividends Paid on Common Stock	-	0.5	-	-
Premium on Redemption of Preferred Stock	-	-	-	-
Repurchase of Common Stock	-	-	-	-
Retained Earnings Adjustment	-	-	-	-
Retained Earnings - End of Period	0.0	0.2	(0.2)	535.0

Total

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Dividends Paid on Common Stock					
Out of Retained Earnings	-	0.5	-	-	-
Out of Capital Surplus	-	-	-	-	-
Out of Capital	-	-	-	-	-
Total Dividends Paid on Common Stock	-	-	-	-	-
Common Stock	-	-	-	-	-
Premium on Common Stock	-	-	-	-	-
Other Paid-In Capital	2.0	10.7	-	-	7,099.0
Unappropriated Retained Earnings	-	0.2	(0.2)	-	535.0
Treasury Stock, At Cost	-	-	-	-	-
Reacquired Capital Stock	-	-	-	-	-
Other Comprehensive Income	-	0.4	-	-	(256.1)
Translation Adjustment	-	-	-	-	-
Total Common Equity	2.0	11.3	(0.2)	-	7,377.9

Note:

1 Certain of National Grid USA's direct and indirect subsidiaries are either inactive, in the process of being dissolved, or had minor activity in the reporting period; this Exhibit does not list such National Grid USA direct or indirect subsidiaries which represent, in aggregate, less than 0.5% of the total equity or less than .02% of the total net income of National Grid USA Consolidated.

2 NM Properties, Inc. and its subsidiaries are currently seeking to divest the real estate held by it and its subsidiaries, and dissolve such subsidiaries where appropriate, as described in Post-Effective Amendment No. 3 to an Application/Declaration on Form U-1 in file number 70-9849.

3 New England Power company owns minority equity investments in the following entities not listed above: Connecticut Yankee Atomic Power Co., Maine Yankee Atomic Power Co., Vermont Yankee Nuclear Power Corp., and Yankee Atomic Electric Co.

Exhibit A-3

**NATIONAL GRID
CAPITALIZATION TABLE
AT SEPTEMBER 30, 2003**

	National Grid (consolidated)		National Grid Holdings One plc		National Grid Holdings Ltd (consolidated)		National Grid (US) Holdings Limited		National Grid (US) Investments 4	
	\$MM	%	\$MM	%	\$MM	%	\$MM	%	\$MM	%
Common stockholders' funds	15,272.5	38.1	2,824.1	27.9	2,965.6	35.1	1,399.4	97.3	1,826.3	21.3
Preferred stockholders' funds	-	-	-	-	-	-	-	-	-	-
Short - term debt	3,765.8	9.4	7,283.8	72.1	973.2	11.5	38.3	2.7	6,746.4	78.7
Long - term debt	20,966.7	52.2	-	-	4,520.0	53.4	-	-	-	-
Equity minority interests	22.7	0.1	-	-	-	-	-	-	-	-

Preference stock issued by subsidiaries	77.8	0.2	-	-	-	-	-	-	-	-
Total capitalization	40,105.5	100.0	10,107.9	100.0	8,458.8	100.0	1,437.7	100.0	8,572.7	100.0
	National Grid US (Partner) 1 Limited		National Grid US (Partner) 2 Limited		National Grid General Partnership		National Grid Holdings Inc.			
	\$MM	%	\$MM	%	\$MM	%	\$MM	%		
Common stockholders' funds	3,760.6	100.0	38.0	100.0	3,798.6	100.0	3,654.2	48.7		
Preferred stockholders' funds	-	-	-	-	-	-	-	-		
Short - term debt	-	-	-	-	-	-	3,852.3	51.3		
Long - term debt	-	-	-	-	-	-	-	-		
Equity minority interests	-	-	-	-	-	-	-	-		
Preference stock issued by subsidiaries	-	-	-	-	-	-	-	-		
Total capitalization	3,760.6	100.0	38.0	100.0	3,798.6	100.0	7,506.5	100.0		

The above table excludes all current accounts (both payables and receivables) relating to trading, interest, and dividends and other intercompany balances not designated as debt.

Except where stated as consolidated, the numbers presented above are on the basis of equity accounting for investments held in subsidiary undertakings.

Exhibit A-4

**CAPITAL STRUCTURE OF NATIONAL GRID USA COMPANIES¹
AT SEPTEMBER 30, 2003**

	National Grid USA Consolidated									
	(\$MM)	(%)								
Short-term debt	1,927.8	15.0								
Long-term debt	3,439.6	26.8								
Preferred stock	77.8	0.6								
Minority	22.9	0.2								

Total

interest											
Common stock equity	7,377.9	57.4									
Total	12,846.0	100.0									
	Massachusetts Electric Company		The Narragansett Electric Company		Granite State Electric Company		Nantucket Electric Company		Niagara Mohawk Power Corporation		
	(\$MM)	(%)	(\$MM)	(%)	(\$MM)	(%)	(\$MM)	(%)	(\$MM)	(%)	
Short-term debt	199.6	9.5	20.4	2.0	-	-	2.4	5.0	905.5	11.3	
Long-term debt	273.2	13.1	79.7	8.0	15.0	22.9	21.6	44.9	3,777.4	47.4	
Preferred stock	4.7	0.2	5.3	0.5	-	-	-	-	66.5	0.8	
Minority interest	-	-	-	-	-	-	-	-	-	-	
Common stock equity	1,618.6	77.2	902.8	89.5	50.6	77.1	24.1	50.1	3,239.4	40.5	
Total	2,096.1	100.0	1,008.2	100.0	65.6	100.0	48.1	100.0	7,988.8	100.0	
	New England Transmission-Electric Power Company ³		New England Hydro Co., Inc.		New England Hydro Transmission Corporation		New England Hydro Finance Company, Inc.		New England Electric Transmission Corporation		
	(\$MM)	(%)	(\$MM)	(%)	(\$MM)	(%)	(\$MM)	(%)	(\$MM)	(%)	
Short-term debt	-	-	6.5	8.5	5.2	11.1	10.4	14.3	2.4	88.9	
Long-term debt	410.3	28.0	39.2	51.2	23.2	49.3	62.4	85.7	-	-	
Preferred stock	1.3	0.1	-	-	-	-	-	-	-	-	
Minority interest	-	-	-	-	-	-	-	-	-	-	
Common stock equity	1,055.4	71.9	30.9	40.3	18.6	39.6	-	-	0.3	11.1	
Total	1,467.0	100.0	76.6	100.0	47.0	100.0	72.8	100.0	2.7	100.0	

Exhibit A-4 (Continued)

**CAPITAL STRUCTURE OF NATIONAL GRID USA COMPANIES¹
AT SEPTEMBER 30, 2003**

	National Grid USA (Parent)		Niagara Mohawk Holdings, Inc.		Opinac North America, Inc.		Opinac Energy, Inc.		NM Receivables Corp. II		NM Receivables LLC	
	(\$MM)	(%)	(\$MM)	(%)	(\$MM)	(%)	(\$MM)	(%)	(\$MM)	(%)	(\$MM)	(%)
Short-term Debt	1,679.3	18.0	-	-	0.9	6.2	-	-	-	-	-	-
Long-term Debt	-	-	-	-	-	-	-	-	-	-	-	-
Preferred Stock	-	-	-	-	-	-	-	-	-	-	-	-
Minority Interest	-	-	-	-	-	-	-	-	-	-	-	-
Common Stock Equity	7,626.7	82.0	3,244.0	100.0	13.6	93.8	-	-	-	-	220.8	100.0
Total	9,306.0	100.0	3,244.0	100.0	14.5	100.0	-	-	-	-	220.8	100.0
	NEES Energy, Inc.		EUA Energy Investment Corp.		Metrowest Realty LLC		Wayfinder Group, Inc.		NEES Communications, Inc.		National Grid Communications, Inc.	
	(\$MM)	(%)	(\$MM)	(%)	(\$MM)	(%)	(\$MM)	(%)	(\$MM)	(%)	(\$MM)	(%)
Short-term Debt	-	-	-	-	-	-	-	-	-	-	-	-
Long-term Debt	5.5	100.0	-	-	4.1	43.2	6.4	100.0	92.9	45.7	3.0	100.0
Preferred Stock	-	-	-	-	-	-	-	-	-	-	-	-
Minority Interest	-	-	-	-	-	-	-	-	-	-	-	-
Common Stock Equity	(6.5)	N/A	19.3	100.0	5.4	56.8	(4.5)	N/A	110.2	54.3	(0.8)	N/A
Total	(1.0)	100.0	19.3	100.0	9.5	100.0	1.9	100.0	203.1	100.0	2.2	N/A
	National Grid USA Service Company, Inc.		National Grid Transmission Services Corporation		GridAmerica Holdings, Inc.		GridAmerica LLC		NM Properties, Inc ²		Atlantic Western Consulting, Inc.	
	(\$MM)	(%)	(\$MM)	(%)	(\$MM)	(\$MM)	(%)	(%)	(\$MM)	(%)	(\$MM)	(%)
Short-term Debt	903.3	98.8	-	-	-	-	-	-	-	-	-	-
Long-term Debt	-	-	0.2	100.0	-	-	-	-	-	-	-	-

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Preferred Stock	-	-	-	-	-	-	-	-	-	-	-	-
Minority Interest	-	-	-	-	-	-	-	-	-	-	-	-
Common Stock Equity	11.3	1.2	(0.2)	N/A	1.1	100.0	1.5	100.0	-	-	2.0	100.0
Total	914.6	100.0	(0.0)	100.0	1.1	100.0	1.5	100.0	-	-	2.0	100.0

Note:

¹ Certain of National Grid USA's direct and indirect subsidiaries are either inactive, in the process of being dissolved, or had minor activity in the reporting period; this Exhibit does not list such National Grid USA direct or indirect subsidiaries which represent, in aggregate, less than 0.5% of the total equity or less than .02% of the total net income of National Grid USA Consolidated.

² NM Properties, Inc. and its subsidiaries are currently seeking to divest the real estate held by it and its subsidiaries, and dissolve such subsidiaries where appropriate, as described in Post-Effective Amendment No. 3 to an Application/Declaration on Form U-1 in file number 70-9849.

³ New England Power company owns minority equity investments in the following entities not listed above: Connecticut Yankee Atomic Power Co., Maine Yankee Atomic Power Co., Vermont Yankee Nuclear Power Corp., and Yankee Atomic Electric Co.

^[1] The reporting requirements contained in Appendix B of the January 2002 Order replaced the reporting requirements imposed by *National Grid Group plc*, Holding Co. Act Release No. 27154 (March 15, 2000) and *National Grid Group plc*, Holding Co. Act Release No. 27455 (October 22, 2001).

^[2] This reporting requirement replaces the one required by *New England Electric System*, Holding Co. Act Release No. 26768 (October 29, 1997) as supplemented by Holding Co. Act Releases No. 26811 (June 2, 1998), No. 27381 (April 19, 2001) and No. 27414 (June 6, 2001).

^[3] Reporting Requirements 14 through 20 were added by the October 2002 Order.