

ExlService Holdings, Inc.  
Form S-1/A  
October 17, 2006  
Table of Contents

As filed with the Securities and Exchange Commission on October 17, 2006

Registration No. 333-121001

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT No. 6

TO

FORM S-1

REGISTRATION STATEMENT

*UNDER*

*THE SECURITIES ACT OF 1933*

**ExlService Holdings, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**541990**  
(Primary Standard Industrial  
Classification Code Number)

**82-0572194**  
(IRS Employer Identification No.)

**350 Park Avenue**  
**New York, New York 10022**  
**(212) 277-7100**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Vikram Talwar**  
**Chief Executive Officer**  
**ExlService Holdings, Inc.**

**350 Park Avenue**

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New York, New York 10022

(212) 277-7100

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

John C. Kennedy, Esq.

Amit Shashank, Esq.

Janet L. Fisher, Esq.

Paul, Weiss, Rifkind, Wharton & Garrison LLP

General Counsel and Vice President

Cleary Gottlieb Steen & Hamilton LLP

1285 Avenue of the Americas

ExlService Holdings, Inc.

One Liberty Plaza

New York, New York 10019-6064

350 Park Avenue

New York, New York 10006

(212) 373-3000

New York, New York 10022

(212) 225-2000

(212) 277-7100

**Approximate date of commencement of proposed sale to public:** As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: "

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: "

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per unit	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, par value \$0.001	5,750,000 shares	\$12.00	\$69,000,000	\$7,383(3)

- (1) Including 750,000 additional shares of common stock which may be purchased by the underwriters at their option.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) of the Securities Act of 1933.
- (3) A registration fee of \$9,503 was previously paid.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

**Table of Contents**

**The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**Subject to Completion. Dated October 17, 2006.**

**5,000,000 Shares**

**ExlService Holdings, Inc.**

**Common Stock**

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This is an initial public offering of 5,000,000 shares of common stock of ExlService Holdings, Inc., all of which are being offered by us.

Prior to this offering, there has been no public market for the common stock. We currently estimate that the initial public offering price per share will be between \$10.00 and \$12.00 per share. We have applied to list our common stock on the Nasdaq Global Select Market under the symbol EXLS.

**Investing in our common stock involves risks. See Risk Factors beginning on page 12 to read about factors you should consider before buying shares of our common stock.**

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Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

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Per Share      Total

Initial public offering price	\$	\$
Underwriting discount and commission	\$	\$
Proceeds, before expenses	\$	\$

To the extent that the underwriters sell more than 5,000,000 shares of our common stock, they have the option to purchase up to an additional 750,000 shares from us at the public offering price less the underwriting discount. Up to 5% of the shares offered hereby have been reserved for sale at the initial public offering price to specified persons under our directed share program.

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The underwriters expect to deliver the shares to purchasers against payment in New York, New York on \_\_\_\_\_, 2006.

**Citigroup**

**Goldman, Sachs & Co.**

**Merrill Lynch & Co.**

**Thomas Weisel Partners LLC**

Prospectus dated \_\_\_\_\_, 2006.

**Table of Contents**

**Table of Contents**

You should rely only on the information contained in this prospectus. Neither we nor the underwriters have authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. Neither we nor the underwriters are making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus is accurate only as of the date on the front cover of this prospectus or such other date stated in this prospectus.

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**TABLE OF CONTENTS**

	<b>Page</b>
<u>Industry and Market Data</u>	i
<u>Prospectus Summary</u>	1
<u>Risk Factors</u>	12
<u>Forward-Looking Statements</u>	27
<u>Use of Proceeds</u>	28
<u>Dividend Policy</u>	28
<u>Capitalization</u>	29
<u>Dilution</u>	30
<u>Selected Consolidated Financial and Other Data</u>	31
<u>Unaudited Pro Forma Consolidated Financial Information</u>	34
<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	40
<u>Business</u>	60
<u>The Inductis Acquisition</u>	81
<u>Management</u>	84
<u>Principal Stockholders</u>	107
<u>Certain Relationships and Related Transactions</u>	110
<u>Description of Capital Stock</u>	116
<u>Shares Available for Future Sale</u>	119
<u>Material U.S. Federal Tax Considerations for Non-U.S. Holders</u>	122
<u>Underwriting</u>	125
<u>Legal Matters</u>	129
<u>Experts</u>	129
<u>Enforceability of Judgments</u>	129
<u>Where You Can Find More Information</u>	130
<u>Index to Consolidated Financial Statements</u>	F-1

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Until \_\_\_\_\_, 2006 (25 days after the date of this prospectus), all dealers that buy, sell or trade our common stock, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

**INDUSTRY AND MARKET DATA**

Industry and market data used throughout this prospectus were obtained through company research, surveys and studies conducted by third parties, and industry and general publications. The information contained in the joint report, or the NASSCOM-McKinsey report, published by the National Association of Software and Service Companies, or NASSCOM, and McKinsey & Company, or McKinsey, in December 2005, is based on studies and analysis of surveys of business process outsourcing service providers and customers conducted by McKinsey.

**Table of Contents**

**PROSPECTUS SUMMARY**

*This summary highlights all material information about us and this offering, but does not contain all of the information you should consider before investing in our common stock. You should read this entire prospectus carefully, including Risk Factors and the consolidated financial statements and related notes included herewith. This prospectus includes forward-looking statements that involve risks and uncertainties. See Forward-Looking Statements. Except where otherwise indicated, all information presented in this prospectus on a pro forma basis gives effect to the acquisition of Inductis, Inc., or Inductis, as described under Unaudited Pro Forma Consolidated Financial Information and The Inductis Acquisition.*

**The Company**

**Our Business**

We are a recognized provider of offshore business process outsourcing services, primarily serving the needs of Global 1000 companies in the banking, financial services and insurance sector. We provide a broad range of outsourcing services, including business process outsourcing services, research and analytics services and advisory services. The business process outsourcing services we provide involve the transfer to us of select business operations of a client, such as claims processing, finance and accounting and customer service, after which we administer and manage the operations for our client. Our research and analytics services are intended to facilitate more effective data-based strategic and operating decisions by our clients using statistical and quantitative analytical techniques. Our advisory services include risk assessment, documentation and internal controls testing, business process re-engineering and process quality monitoring. Our revenues have grown from \$27.8 million in 2003 to \$60.5 million in 2004 and \$74.0 million in 2005 for a compound annual growth rate of 63.2% during that period. Our revenue growth over the three-year period is driven by a combination of new clients, ongoing growth in existing client relationships as well as the inclusion of full-year revenues from clients added in the preceding year. On a pro forma basis, our revenues were \$60.4 million for the six months ended June 30, 2006.

We combine in-depth knowledge of the banking, financial services and insurance, or BFSI, sector with proven expertise in transferring business operations to our centers in India and administering and managing them for our U.S. and U.K.-based clients. We have successfully transferred more than 225 processes covering a broad array of products and services from 22 clients to our operations centers. With our recent acquisition of Inductis, a provider of research and analytics services, we have expanded the types and sophistication of research and analytics services we offer. We believe that this acquisition will cause an increasing proportion of our revenues to be derived from these services. We have begun to expand our service offerings to other sectors with similar needs, such as utilities, healthcare and media, by leveraging our experience in the BFSI sector and operational expertise. Our services include:



## **Table of Contents**

Our largest clients in 2005, on a pro forma basis, were Norwich Union (an Aviva company), American Express Financial Corporation, or American Express, and Dell (including Dell Financial Services). Other clients include Centrica plc, Prudential Financial, Indymac Bank, one of the three largest U.S. banks, two of the five largest U.S. insurers and one of the largest global providers of business information. Our operations centers are located in India, which enables us to leverage India's large pool of highly qualified and educated English-speaking technical professionals, who are able to handle complex processes and services that require functional skills and industry expertise. We also believe we can offer consistently high quality services at substantially lower costs than those available from in-house facilities or U.S. or U.K.-based outsourcing providers. Our total number of employees, substantially all of whom are based in India, has grown from approximately 1,800 at December 31, 2002 to approximately 7,300 at July 1, 2006.

## **Our Industry**

Business process outsourcing, or BPO, providers work with clients to develop and deliver operational improvements with the goal of achieving higher performance at lower costs. Outsourcing of business processes is a long-term strategic commitment for companies that, once implemented, is generally not subject to cyclical spending or information technology budget reductions. Organizations in the BFSI sector, in particular, outsource their key business processes to third parties to reduce costs, improve process quality, handle increased transaction volumes and ensure redundancy. Increased global demand, cost improvements in international communications and the automation of many business services have created a significant opportunity for offshore business process service providers, and many companies are moving select office processes to providers with the capacity to perform these functions from overseas locations.

## **Market Opportunity**

The NASSCOM-McKinsey report estimates that the offshore BPO industry will grow at a 37.0% compound annual growth rate, from \$11.4 billion in fiscal 2005 to \$55.0 billion in fiscal 2010. The report identifies the banking and insurance industries as representing 50% of the potential offshore BPO market and estimates that providers have captured less than 10% of the total opportunity, even in industries that began outsourcing processes early on such as insurance (life, health, and property and casualty) and retail banking (including deposits and lending, credit cards, mortgages, and loans). The report estimates that India-based companies accounted for 46% of offshore BPO revenue in fiscal 2005 and that India will retain its dominant position as the most favored offshore BPO destination for the foreseeable future. It forecasts that the Indian offshore BPO market will grow from \$5.2 billion in revenue in fiscal 2005 to \$25.0 billion in fiscal 2010, representing a compound annual growth rate of 36.9%. The report and the data within the report are based on studies and analysis of surveys of BPO service providers and customers conducted by McKinsey & Company.

## **EXL's Competitive Strengths and Business Strategy**

### ***Competitive Strengths***

We believe we have a number of competitive strengths, including:

*Deep and Comprehensive BPO Processing Experience Within the BFSI Sector.* With 85.8% of our pro forma BPO revenues in 2005 derived from the BFSI sector, we have gained a deep understanding of that sector, especially in functions such as loan underwriting support, claims processing, premium research and reconciliation, collections and accounts receivable management. Our expertise stems from our early

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association with Consecro Inc., or Consecro, and has allowed us to provide a full range of services to our clients. While the outsourcing industry is highly fragmented, we believe that we are recognized within the industry and among prospective clients as being among a small number of BPO companies that can offer depth of expertise in the BFSI sector.

## Table of Contents

*Long-term Client Relationships that Result in a High Level of Recurring and Predictable Revenues in Our BPO Business.* A substantial majority of our BPO services are provided under long-term contracts with initial terms ranging from three to seven years. This contract structure provides us with relatively predictable and recurring revenues for a substantial portion of our business and reduces our sales and marketing costs relative to project-based service providers.

In 2005, 38.3% of our pro forma revenues were generated by our largest BPO client under two framework agreements and work orders generated by these agreements. The first framework agreement expires in January 2007 and can be terminated by our client for cause only during its initial term, but work orders under that agreement cannot be terminated without cause before July 1, 2007. The second framework agreement expires in July 2009 and can be terminated by our client without cause upon six months prior notice and payment to us of a break-up fee during its initial term. In 2005, 11.9% of our pro forma revenues were generated by our second-largest BPO client under two main agreements. The first agreement expires on November 1, 2006, is automatically renewable for additional one-year terms and can be terminated by our client at any time and without cause with 30 days prior notice. The second agreement expires on May 15, 2009, is automatically renewable for additional one-year terms and can be terminated by our client at any time and without cause with 120 days prior notice. Contracts with other BPO clients representing approximately 3.6% of our pro forma revenues in 2005 will expire within 12 months, while the remainder of our BPO contracts expire in more than one year, or do not have specified initial terms and remain in effect until terminated or until there are no work orders or engagement schedules. Our other BPO clients can terminate their contracts without cause during the initial term.

*Strong Focus on Process Migration, Operations Management and Process Excellence.* Our ability to deliver continuous process improvements and our reputation for superior service have proven to be strong competitive advantages when developing new client relationships. Our process migration expertise, which combines industry knowledge, process and project management techniques and a consultative approach by which our services are tailored to meet the client's specific needs, has enabled us to successfully transfer more than 225 processes from 22 clients. We use well-known techniques to continually improve the services we offer, including the Six Sigma methodology for reducing defects in business operations and Kaizen initiatives, which stress continuous incremental improvements in each stage of a business process. We have also developed proprietary tools to identify and continue to deliver process improvements for our clients. We have been awarded an ISO 9001:2000 certification for quality assurance, a BS7799 certification for information security and an OHSAS certification for employee health and safety.

*Robust Human Resources and Technology Infrastructure.* Our investment in employee recruitment, training and retention provides us with the ability to rapidly increase the scale of our operations to respond to the needs of our clients. We currently have the ability to recruit and train an average of 390 employees per month and believe that the strength of our human resource function will enable us to continue to attract highly qualified and motivated employees, notwithstanding competitive pressures. We have also developed an extensive technological infrastructure with a focus on redundancies, scalability and, most importantly, information security.

*Experienced Management Team With a Significant Equity Stake.* We pride ourselves on the strength and depth of our management and their continued commitment to our ongoing success. With the Inductis acquisition, we have significantly expanded the depth of our management pool, including senior managers with long-term client relationships in key areas of our business. Our top 32 senior managers at or above the level of vice president have an average of approximately ten years of experience in the BFSI sector and extensive working experience with the business practices of multinational corporations. In addition, 32 members of our senior management team beneficially own 26.8% of our outstanding common stock and will continue to beneficially own 21.9% of our outstanding common stock following the consummation of this offering. The incentives that

## **Table of Contents**

we provided in the Inductis acquisition, including through earnout and similar contingent payments, are intended to accomplish the same alignment of interests and motivate Inductis management to develop the significant market opportunity in the area of research and analytics.

### ***Competitive Weaknesses***

As further described in **Risk Factors** beginning on page 12 of this prospectus, our operations face a number of risks. For example, our revenues depend substantially on three clients and a few industries. In addition, wage increases in India may prevent us from sustaining our competitive advantage and may reduce our profit margin. Furthermore, if we fail to effectively manage our rapid infrastructure and personnel growth, there could be a material adverse effect on our business, results of operations, financial condition and cash flows. Finally, the market for outsourcing services is highly competitive, and we expect competition to intensify from a number of sources.

### ***Business Strategy***

Our goal is to become the leading provider of BPO, research and analytics and advisory services in the BFSI sector and other sectors that we believe have significant potential, such as utilities, healthcare and media. Specific elements of our growth strategy include:

***Maintaining Our Focus on Large-scale, Long-term Relationships.*** We believe there are significant opportunities for additional growth with our existing clients, and we seek to expand these relationships by increasing the depth and breadth of the services we provide.

***Offering a Broad Range of Outsourcing Services.*** We seek to differentiate ourselves by emphasizing the broad range of outsourcing services that we provide. Many of our services are complementary, enabling us to combine them and provide a more sophisticated overall level of service for our clients. We will continue to identify opportunities for cross-selling our service offerings and enhancing client satisfaction.

***Expanding Our Client Base.*** We intend to develop long-term relationships that present recurring revenue opportunities with new clients by leveraging our industry experience and expanding our marketing activities. In developing such relationships, we continue to be highly selective and seek industry-leading clients who are committed to long-term and strategic relationships with us.

***Extending Our Industry Expertise.*** We intend to continue to strengthen our processing capabilities for the BFSI sector and other high-potential sectors by focusing on the more complex and value-enhancing services that are common to these sectors. We have begun to implement this strategy, expanding into the utilities, healthcare and media sectors during 2006.

***Continuing to Focus on Complex Processes.*** We intend to continue to leverage our industry expertise to provide increasingly more complex services for our clients. As a result of our established and developing industry expertise and knowledge of our clients' businesses and processes, our employees are able to handle processes that are non-routine and that cannot be readily automated or transferred to other parties.

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*Continuing to Invest in Operational Infrastructure.* We will continue to invest in infrastructure, including human resources, process optimization and delivery platforms, to meet our growing client requirements. We will also continue to invest in developing and refining methodologies and analytical models and tools.

*Pursuing Strategic Relationships and Acquisitions.* We will continue to selectively consider strategic relationships with industry leaders or acquisitions or investments, such as the Inductis acquisition, that would expand the scope of our existing services, add new clients or allow us to enter new geographic markets.

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## **Table of Contents**

### **Information about the Company**

Our pre-predecessor, ExlService.com, Inc., or EXL Inc., a Delaware corporation, was formed on April 9, 1999 and began commercial operations in October 2000. On August 1, 2001, EXL Inc. was acquired by Conseco in the 2001 Acquisition, and operated as Conseco's wholly owned subsidiary until November 14, 2002. We were formed by a group including Vikram Talwar, Rohit Kapoor, Oak Hill Capital Partners L.P., FTVentures and certain other senior members of our management team, and on November 14, 2002 we purchased EXL Inc. from Conseco in the 2002 Acquisition, and EXL Inc. became our wholly owned subsidiary.

We completed the acquisition of Inductis, a provider of research and analytics services, which we refer to as the Inductis Acquisition, on July 1, 2006. The Inductis Acquisition has expanded the types and sophistication of the research and analytics services we offer. Inductis had approximately 250 employees and had revenues of \$13.6 million in the first six months of 2006 and \$20.9 million in fiscal year 2005. We estimate that the total consideration for the Inductis Acquisition, including the assumption of liabilities, earnout and contingent payments and transaction costs, but excluding a working capital adjustment of approximately \$0.5 million, is approximately \$30.9 million. We paid approximately \$13.0 million at the closing of the Inductis Acquisition in the form of \$2.4 million in cash, the issuance of 535,918 shares of our Series A common stock (1,071,836 shares of our common stock after giving effect to the Share Conversion), subject to reduction for any cashless withholding in respect of taxes, \$0.9 million in transaction costs and a \$0.4 million bonus payable in January 2007. We assumed \$4.3 million of Inductis debt, which we repaid in full on September 26, 2006. We are obligated to make additional working capital adjustment, earnout and contingent payments to former holders of Inductis securities based on certain agreed-upon financial performance goals. The maximum number of shares to be issued in the earnout payment is 389,906 shares of Series A common stock (779,812 shares of our common stock after giving effect to the Share Conversion). The value of the contingent payment, payable in a mix of cash and additional shares of our common stock, the mix of which cannot be determined until the size of the contingent payment, if any, is determined, is expected to range from \$0.6 million to \$6.5 million. The actual value of the shares of our common stock to be issued in the earnout and contingent payments will vary based upon trading prices for our common stock at the time of issuance. See "The Inductis Acquisition" for a more detailed description of the terms of the Inductis Acquisition.

Our subsidiaries are EXL Inc., ExlService.com (India) Private Limited, an Indian corporation, or EXL India, Noida Customer Operations Private Limited, an Indian corporation, or NCOP, ExlService (U.K.) Limited, an entity formed in the United Kingdom, or EXL U.K., Exl Support Service Private Limited, an Indian corporation, or ESS, and Inductis, a Delaware corporation, and its wholly owned subsidiaries, Inductis LLC, a Delaware limited liability company, Inductis India Private Limited, an Indian corporation, or Inductis India, and Inductis (Singapore) PTE Ltd., a Singapore corporation.

The selected and other financial information included in this prospectus include those of both our company and our predecessor, EXL Inc. Periods prior to August 1, 2001 represent the accounts of EXL Inc. prior to the 2001 Acquisition, or the pre-predecessor; periods on or after August 1, 2001 and prior to November 15, 2002 represent the accounts of EXL Inc. after the 2001 Acquisition, or the predecessor; and periods on or after November 15, 2002 represent our accounts after the 2002 Acquisition, or the successor. Our fiscal year ends on December 31.

The unaudited pro forma financial and statistical information included in this prospectus reflect the Inductis Acquisition and are based on the historical financial statements of ExlService Holdings, Inc., or ExlService Holdings, and Inductis, subject to certain assumptions and adjustments.

ExlService Holdings was incorporated in Delaware on October 29, 2002. Our principal executive offices are located at 350 Park Avenue, New York, New York 10022, and our telephone number at that address is (212) 277-7100. Our website address is <http://www.exlservice.com>. The information on our website is not part of, nor is it incorporated into, this prospectus.



## **Table of Contents**

Unless the context indicates or requires otherwise, the terms EXL, we, our, us and the company refer collectively to ExlService Holdings and its wholly owned subsidiaries and all predecessor entities. PromPT, SOFT, MOST, ECS and MICROANALYTIX are unregistered trademarks of EXL or our subsidiaries.

In this prospectus, certain financial data has been rounded to ensure arithmetical accuracy. Certain U.S. dollar figures in this prospectus have been converted from Indian rupees at a rate of 45.56 rupees to \$1.00, the exchange rate in effect on June 30, 2006, unless otherwise specified.

## **Share Conversion**

Prior to this offering, we had two classes of common stock, our Series A common stock and Series B common stock. In accordance with the terms of our certificate of incorporation and our existing stock option plan arrangements, immediately prior to the consummation of this offering, each share of our Series B common stock will be converted automatically and without any action on the part of the holders or our part into one share of our Series A common stock, and each option to purchase shares of our Series B common stock will be adjusted to convert without any action on the part of the holders into an option to purchase the same number of shares of our Series A common stock. In addition, prior to the consummation of this offering, we will increase our total authorized number of shares of capital stock, make certain changes to our charter documents and effect a two to one stock split, which we refer to as the Stock Split. As a result, after this offering, we will only have one class of common stock outstanding, which will be referred to as common stock. Investors will be acquiring common stock in this offering. We refer to the conversion of all our shares of Series B common stock into Series A common stock, the Stock Split and the other transactions described above collectively in this prospectus as the Share Conversion.

After the Share Conversion and the consummation of this offering, we will have 27,507,638 shares of common stock outstanding (or 28,257,638 shares if the underwriters exercise their option in full), 1,921,476 shares of common stock issuable upon the exercise of options to purchase common stock and 317,004 unvested shares of restricted stock. 5,000,000 shares of common stock offered hereby (or 5,750,000 shares if the underwriters exercise their option in full) will be freely tradable. Following this offering, we intend to file a registration statement under the Securities Act registering 4,231,130 shares of our common stock reserved for issuance under our equity incentive plans and 807,258 shares held for resale by our existing stockholders that were previously issued under our equity incentive plans. In addition, we intend to enter into a registration rights agreement with certain of our stockholders pursuant to which these holders will have the right, subject to certain conditions and the expiration of the lock-up applicable to those stockholders in connection with this offering, to require us to file registration statements covering 18,493,816 shares of our common stock (including restricted stock and shares issuable upon the exercise of currently outstanding options) or to include those shares and 2,124,940 additional shares of common stock in registration statements that we may file on our behalf or on behalf of other stockholders.

## **Share Ownership**

Assuming that the underwriters do not exercise their option to purchase additional shares, immediately following the Share Conversion and the consummation of this offering, Oak Hill Capital Partners L.P. and certain of its affiliates will beneficially own 10,542,504 shares (or 38.3%) of our outstanding common stock; FTVentures and certain of its affiliates will beneficially own 3,514,168 shares (or 12.8%) of our outstanding common stock; our Vice Chairman and Chief Executive Officer, Vikram Talwar, will beneficially own 2,106,072 shares (or 7.7%) of our outstanding common stock; our President and Chief Financial Officer, Rohit Kapoor, will beneficially own 2,106,072 shares (or 7.7%) of our outstanding common stock; and certain other members of our management will beneficially own, collectively, 1,407,628 shares (or 5.1%) of our outstanding common stock.





**Table of Contents**

**Risk Factors**

Investing in our shares involves risks, which include, among other things:

We have a limited number of clients and provide services to few industries. In 2005, 62.8% of our pro forma revenues came from three clients and our contracts with two of those clients, representing 24.5% of such pro forma revenues, are terminable without cause with 30 days or less prior notice to us;

We may fail to attract and retain enough sufficiently trained employees to support our operations, as competition for highly skilled personnel is intense and we experience significant employee turnover rates;

Our operating results may experience significant variability and as a result it may be difficult for us to make accurate financial forecasts;

Our senior management team is critical to our continued success and the loss of one or more members of our senior management team could harm our business;

Wage increases in India may prevent us from sustaining our competitive advantage and may reduce our profit margin;

Our client contracts contain certain termination and other provisions, including provisions generally permitting our clients to terminate their agreements with us without cause and with limited prior notice generally ranging from 30 days to six months. As a result, our expected revenue stream could experience significant fluctuations;

Our agreements with our largest client, Norwich Union, which represented 38.3% of our pro forma revenues in fiscal year 2005, give it the option to assume the operations of one of our facilities. Norwich Union has recently publicly announced its intention to start exercising its option to assume the operations of the facilities of certain of its third party vendor-contractors, including one of our facilities in Pune; and

Oak Hill Capital Partners L.P. and FTVentures, which, together with certain of their respective affiliates, beneficially own 49.6% and 16.5%, respectively, of our outstanding voting stock have the ability to control substantially all matters brought before our board of directors and their interests in our business may be different than yours. They will continue to beneficially own 38.3% and 12.8%, respectively, of our outstanding common stock following the consummation of this offering.

See **Risk Factors** for a description of these and other risks of investing in our common stock.

**Table of Contents**

**The Offering**

Common stock outstanding before this offering 22,507,638 shares.

Common stock offered by us 5,000,000 shares.

Common stock to be outstanding immediately after this offering 27,507,638 shares.

Use of proceeds We expect to use the net proceeds from this offering:

to repurchase or redeem all outstanding shares of our Series A preferred stock held by certain of our directors, officers and significant stockholders;

to repay all outstanding senior promissory notes payable to certain of our directors, officers and significant stockholders; and

for working capital and general corporate purposes.

Proposed Nasdaq Global Select Market symbol EXLS.

Directed Share Program At our request, the underwriters have reserved up to 5% of the shares of common stock offered in this offering for sale at the initial public offering price to certain persons who are our directors, officers and employees, and certain friends and family members of these persons, and certain clients and prospective clients, through a directed share program.

Unless we specifically state otherwise, the information in this prospectus:

assumes an initial public offering price of \$11.00 per share, the mid-point of the offering range set forth on the cover of this prospectus;

gives effect to the Share Conversion;

excludes, in the number of shares of common stock to be outstanding after this offering, options to purchase 1,921,476 shares of common stock that are currently outstanding under our equity incentive plans or otherwise or that are to be granted upon consummation of this offering under our equity incentive plans, 317,004 unvested shares of restricted stock that are currently outstanding under our equity incentive plans and any additional shares of common stock that may be issued as an earnout or contingent payment in connection with the Inductis Acquisition; and

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assumes no exercise of the underwriters' option to purchase up to 750,000 additional shares. If the underwriters exercise this option in full, we will offer 750,000 additional shares of common stock and any such shares that are sold will thereafter be outstanding. See Underwriting.

**Table of Contents**

**Summary Historical and Pro Forma Consolidated Financial and Other Data**

The following table sets forth our summary consolidated financial and other data for the six months ended June 30, 2006 and June 30, 2005, and the fiscal years ended December 31, 2005, 2004 and 2003.

The summary balance sheet data as of December 31, 2005, and the summary statement of operations data for the years ended December 31, 2005, 2004 and 2003 are derived from our consolidated financial statements, which have been audited by Ernst & Young LLP, our independent registered public accounting firm, and are included elsewhere in this prospectus. The balance sheet data as of June 30, 2006 and the income statement data for the six months ended June 30, 2006 and 2005 were derived from our unaudited consolidated financial statements for these periods which include all adjustments consisting of normal recurring adjustments that management considers necessary for a fair presentation of the financial position and results of operations for these periods. The results for any interim period are not necessarily indicative of the results that may be expected for the full year.

The following table also presents summary unaudited pro forma consolidated financial data for the year ended December 31, 2005 and as of and for the six months ended June 30, 2006 that give effect to the Inductis Acquisition. The unaudited pro forma consolidated statement of operations data for the year ended December 31, 2005 and the six months ended June 30, 2006 give effect to the Inductis Acquisition as if it had occurred at the beginning of the respective periods, and the unaudited pro forma consolidated balance sheet data at June 30, 2006 give effect to the Inductis Acquisition as if it had occurred on June 30, 2006. Such data has been derived from our audited and unaudited consolidated financial statements referred to above and the audited and unaudited financial statements of Inductis which are included elsewhere in this prospectus.

**Table of Contents**

You should read the following information in conjunction with Capitalization, Selected Historical Consolidated Financial and Other Data, Management's Discussion and Analysis of Financial Condition and Results of Operations, our audited and unaudited consolidated financial statements and related notes thereto and the audited and unaudited consolidated financial statements of Inductis and the related notes thereto included elsewhere in this prospectus. The summary unaudited pro forma consolidated financial data should be read in conjunction with the data set forth in Unaudited Pro Forma Consolidated Financial Information.

	Pro Forma Six Months Ended June 30,	Six Months Ended June 30,		Pro Forma Year Ended December 31,	Year Ended December 31,		
	2006	2006	2005	2005	2005	2004	2003
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(in millions)		
<b>Statement of Operations Data:</b>							
Revenues(1)	\$ 60.4	\$ 46.8	\$ 35.6	\$ 94.9	\$ 74.0	\$ 60.5	\$ 27.8
Cost of revenues(2)	38.3	29.9	23.7	58.4	47.6	38.7	18.4
Gross profit	22.1	16.9	11.9	36.5	26.4	21.8	9.4
Operating expenses:							
General and administrative expenses(3)	12.0	7.3	6.0	18.3	13.2	11.1	7.9
Selling and marketing expenses(3)	2.4	1.5	0.8	2.5	1.7	1.5	1.1
Depreciation and amortization	3.9	3.6	3.0	6.4	5.9	3.9	0.4
Amortization of intangibles	1.2			2.5			
Impairment of loan receivable	0.3			2.8			
Total operating expenses	19.8	12.4	9.8	32.5	20.8	16.5	9.4