

Avendus Capital, Inc. Advises Outsource Partners International (OPI) on Its Transaction With Exlservice Holdings, Inc.

May 2011 • Mumbai



**Outsource
Partners
International**

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| DEAL VALUE | USD 91 mn |
| SERVICE | Mergers & Acquisitions |
| SECTOR | Enterprise Technology & Services |

ExlService Holdings, Inc. (“EXL”) (NASDAQ: EXLS), a leading provider of transformation and outsourcing services, today announced that it has signed a definitive agreement to acquire Outsource Partners International (“OPI”), a leading global provider of finance & accounting (“F&A”) outsourcing services. With this acquisition, EXL establishes itself as one of the leading third-party service providers in global F&A outsourcing.

The aggregate consideration for the transaction will be \$91,000,000, subject to adjustment based on working capital, OPI’s debt and certain transaction expenses. The transaction is expected to close during the second quarter of 2011 and is subject to customary and other closing conditions.

Rohit Kapoor, President and CEO of EXL stated “I am extremely excited about EXL’s acquisition of OPI. OPI is one of the largest pure-play providers of complex F&A outsourcing in the market today. OPI has over 3,700 professionals globally, more than 80 clients, and an extremely talented management team. By combining EXL’s F&A outsourcing and transformation capabilities with OPI’s end-to-end F&A outsourcing capabilities and proprietary platforms, we will assemble a comprehensive set of F&A. These solutions will be of tremendous relevance to the CFO’s organization. The acquisition furthers EXL’s strategic objective of leveraging technology and proprietary intellectual property in our solution offerings. We will firmly establish our onshore outsourcing presence in the U.S. while enhancing our European and Asian delivery footprint. OPI’s and EXL’s cultures are aligned and customer centric. Our respective high-touch relationship management models are highly complementary and by combining forces we will be able to provide our clients with a broader range of transformation and outsourcing solutions. I am extremely pleased to welcome the entire OPI team to the EXL family, and we look forward to an exciting and successful future.”

Clarence Schmitz, Chairman and CEO of OPI stated “This transaction enables the logical next step in OPI’s growth. I am confident it will bring tremendous benefits to OPI’s clients, as well as enhance opportunities for our employees around the world. We are bringing together OPI’s domain expertise in F&A and EXL’s differentiated transformation and outsourcing capabilities. The combined company will have the ability to meet

an even broader range of client requirements and to accelerate our investments in proprietary F&A platforms and solutions. OPI's clients will benefit from the addition of EXL's transformational skill sets, a broader geographic delivery footprint, and its strong balance sheet." **Puneet Shivam, Executive Director at Avendus** stated, "The large and growing F&A outsourcing market will increasingly be dominated by players that leverage domain expertise, proprietary solutions, technology and global operations. EXL and OPI combination brings together all of these capabilities to create one of the strongest players in the space."

| Avendus Capital Inc. was the financial and strategic advisor to OPI in this transaction.

| About Outsource Partners International

Outsource Partners International (OPI) is a professional services firm dedicated to the outsourcing of finance & accounting business processes, analytics, and related consulting and advisory services. OPI has more than 3,700 professionals operating in its offices throughout the United States, India, United Kingdom, Bulgaria and Malaysia. Benefits realized by OPI clients include improved efficiency, effectiveness, flexibility, quality, and compliance. For more information, please visit www.opiglobal.com

| About ExlService Holdings, Inc.

ExlService Holdings, Inc. (NASDAQ: EXLS) is a leading provider of outsourcing and transformation services. EXL's outsourcing services include a full spectrum of business process outsourcing services from offshore delivery centers requiring ongoing process management skills. Transformation services enable continuous improvement of client processes by bringing together EXL's capabilities in decision analytics, risk and financial management and operations and process excellence services. Headquartered in New York, EXL primarily serves the needs of Global 1000 companies in the insurance, utilities, banking and financial services, transportation and logistics, and travel sectors. For more information, please visit www.exlservice.com

| About Avendus

Avendus Capital is a leading financial services firm which provides customised solutions in the areas of financial advisory, equity capital markets and wealth management. The firm relies on its extensive track record, in-depth domain understanding and knowledge of the economic and regulatory environment, to offer research based solutions to its clients that include institutional investors, corporates and high net worth families. Avendus Capital has consistently been ranked among the top-five corporate finance advisors in India and has emerged as the advisor of choice for cross-border M&A deals and has closed 35 crossborder transactions in the past 4 years. Avendus Securities through its Institutional Equities practice is able to offer clients best-in-class research-driven advice to help them take investment decisions, while Avendus PE Investment Advisors manages funds raised from its investors by investing in public markets and private equity. Headquartered in Mumbai, the firm has offices in New Delhi and Bangalore. Avendus Capital, Inc (US) and Avendus Capital (UK) Pvt. Ltd. located in New York and London respectively, are wholly owned subsidiaries offering M&A and Private Equity syndication services to clients in the respective regions. For more information, please visit www.avendus.com

Deal Release

Contact: Lynette D'souza
Tel: +91 9920847823
Email: lynette.dsouza@avendus.com

Avendus Capital Private Limited

Regd. Office: 901, Platina, 9th Floor, Plot No. C-59,
Bandra Kurla Complex, Bandra (E),
Mumbai 400051