



iGATE CORPORATION COMPENSATION COMMITTEE CHARTER

- I. Purpose:** The Compensation Committee (this “Committee”) shall discharge the Board’s responsibilities relating to compensation of the Company’s Directors and officers and perform the duties and responsibilities set forth in this Charter. This Committee is committed to ensure that the compensation practices of the Company are in full compliance with law, in compliance with the Company’s Code of Conduct Policy and commensurate with the high standards of performance expected of the Company’s Directors and officers.
- II. Composition:** The membership of the Committee shall consist of three (3) directors, all of whom shall be independent and appointed annually by the Board of Directors. Independence for membership purposes shall be established in accordance with a Board of Directors determination that such individual has no relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. A person may serve on the Compensation Committee only if he or she (i) is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

A Director may be removed from this Committee by the Board. A Director may resign as a member of the Committee upon notice to the Corporate Secretary and the Co-Chairmen of the Board.

The Committee shall appoint the Chairperson of the Committee at its first meeting after each Annual Shareholders Meeting.

- III. Responsibilities and Duties:** This Committee’s responsibilities and duties shall be to:
- (A) Review and approve corporate goals and objectives relevant to the Chief Executive Officer’s and President’s compensation, evaluate the Chief Executive Officer’s and President’s performance in light of those goals and objectives, and set the Chief Executive Officer’s and President’s compensation level based on such evaluation. In determining the incentive components of the Chief Executive Officer’s and President’s compensation, this Committee will consider the Company’s performance and relative shareholder return, the value of similar incentive awards to chief executive officers and presidents at comparable companies, the awards given to the Company’s Chief Executive Officer and President in past years and such other factors as this Committee shall determine to be appropriate. The Chief Executive Officer’s and President’s compensation should consist of an appropriate mix of salary and incentive-based opportunities, both in a mix of cash and equity, to provide stability and promote long-term growth of the Company.
 - (B) Review and make recommendations to the Board of Directors with respect to (a) the compensation for all Directors and (b) the evaluation process and compensation structure for all officers and key executives (other than the Chief Executive Officer and President),

including incentive-compensation plans and equity-based plans. This Committee believes that its principal responsibility in compensating executives is to incentivize and reward officer and employee performance that will lead to long-term enhancement of the value of the Company. Each element of the Company's executive compensation program serves a somewhat different purpose, and this Committee endeavors to provide a combination of compensation elements that enable the Company to attract, retain, incentivize and reward executives of superior ability who are dedicated to the long-term interests of the shareholders.

The strategy previously established by the Committee with respect to executive compensation includes maintaining base salaries for executives and providing bonuses which, when combined with base salary amounts, give the Company's executives the potential to earn in excess of competitive industry compensation if certain subjective and objective performance goals for the Company are achieved.

- (C) Make recommendations to the Board of Directors with respect to incentive-compensation plans and equity-based plans of the Company. Perform oversight of the administration of the Company's incentive-compensation plans and equity-based plans.
- (D) Make recommendations to the Board regarding a succession plan, including succession in the event of an emergency or crisis, for the Chief Executive Officer and other officers and key employees, after considering recommendations of management.
- (E) Produce an annual report on director and executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.
- (F) Regularly report its activities to the Board.
- (G) Review, and make recommendations to the Board regarding revisions of this Charter.
- (H) Evaluate the performance of this Committee.
- (I) Perform such other responsibilities as may be delegated to it by the Board of Directors.

IV. Committee Powers: This Committee shall have the following powers:

- (A) The sole power to retain and terminate a consulting firm, including the authority to approve the firm's fees and retention terms, to evaluate compensation of the Company's Chief Executive Officer, President and other senior executives and Directors. Any such consultant shall report directly to this Committee.
- (B) To obtain advice and assistance from internal or external legal, accounting, human resource or other advisors and to have direct access to such advisors without the presence of any officer of the Company.
- (C) To form and delegate authority to subcommittees.
- (D) Such other powers as may be necessary or appropriate to fulfill its purposes.

V. Meetings: This Committee shall meet at least two (2) times a year, or more frequently as circumstances dictate. A majority of the members of this Committee shall constitute a quorum

for the transaction of business. The agenda of each Committee meeting shall be established by the Chairperson with the assistance of appropriate members of management. Each Committee member is free to suggest the inclusion of items on the agenda. Each Committee member is free to raise at any Committee meeting subjects that are not on the agenda for that meeting.