

## **EXECUTIVE COMMITTEE CHARTER**

(approved and effective as of March 15, 2004)

### **Purpose**

Syntel, Inc. (the “Corporation”) shall maintain an Executive Committee (the “Committee”) which will assist the Board of Directors (the “Board”) in discharging its duties relating to the strategic vision of the Corporation.

### **Membership**

The Committee shall consist of three members of the Board. Committee members and the Chairperson of the Committee shall be recommended by the Corporation’s Nominating and Corporate Governance Committee and appointed by the Board and may be removed by the majority vote of the Board, with or without cause. The members of the Committee shall meet the independence requirements of NASDAQ Stock Market.

### **Meetings**

The Committee shall hold meetings semi-annually, or more frequently as determined by the Chairperson of the Committee, and special meetings as necessary. A majority of the members of the Committee constitutes a quorum for the transaction of business at any meeting. The vote of a majority of the members of the Committee present at any meeting at which there is a quorum shall be necessary to approve the acts of the Committee. A member of the Committee may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting in this manner constitutes presence in person at the meeting.

### **Responsibilities**

The Committee’s responsibilities include the following:

1. Periodically review all aspects of the Corporation’s strategic vision, including without limitation:
  - Industry trends;
  - Future service offering opportunities;
  - Possible geographic expansion;
  - Merger, acquisition and consolidation activity within the industry;
  - Any other factors the Committee believes may or should effect the Corporation’s strategic vision.
2. Retain outside consultants or other expert assistance at the Committee’s discretion.
3. Periodically report to the Board on matters that come before the Committee and advise the Board on any development that the Committee believes should be considered by the Board.
4. Annually review and assess the adequacy of this charter and submit it to the Board for approval.
5. Annually review the performance of the Committee and report to the Board the results of such evaluation.