

COMPENSATION COMMITTEE CHARTER

Effective as of July 20, 2009

Purpose

Syntel, Inc. (the “Corporation”) shall maintain a Compensation Committee (the “Committee”) which will assist the Board of Directors (the “Board”) in discharging its duties relating to the compensation of the Company’s directors and executive officers.

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 aspects of the Corporation’s executive compensation program for elements designed to attract, retain and motivate executive officers of the organization.
2. Annually review and approve corporate goals and objectives relevant to the compensation of the Chairperson of the Board (“Chairperson”) and the Chief Executive Officer (“CEO”).
3. Recommend to the Board, outside the presence of the Chairperson and the CEO, for approval the annual compensation package for the Chairperson and the CEO.
4. Review and approve the annual compensation package for the Corporation’s executive officers based upon the recommendation of management.
5. Establish and monitor stock ownership guidelines for the Corporation’s non-employee directors and its executive officers.
6. Periodically review the administration of the Corporation’s Stock Option and Incentive Plan.

7. Periodically review the administration of the Corporation's Employee Stock Purchase Plan.
8. Periodically monitor compliance with laws applicable to the documentation and administration of the Corporation's employee benefit plans, including compliance with the requirements of the Employee Retirement Income Security Act.
9. Prepare the executive compensation statement and related tables for the proxy statement.
10. Retain outside consultants or other expert assistance at the Committee's discretion.
11. 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.
12. Annually review and assess the adequacy of this charter and submit it to the Board for approval.
13. Annually review the performance of the Committee and report to the Board the results of such evaluation.