

# SYNTEL INC

## FORM 10-Q (Quarterly Report)

Filed 07/31/17 for the Period Ending 06/30/17

|             |   |
|-------------|---|
| Address     | 525 EAST BIG BEAVER ROAD<br>SUITE 300<br>TROY, MI 48083 |
| Telephone   | 2486193524  |
| CIK         | 0001040426  |
| Symbol      | SYNT  |
| SIC Code    | 7371 - Computer Programming Services                    |
| Industry    | IT Services & Consulting                                |
| Sector      | Technology  |
| Fiscal Year | 12/31   |

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 10-Q**

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(Mark One)

**Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended June 30, 2017

or

**Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-22903

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**Syntel, Inc.**

(Exact name of registrant as specified in its charter)

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

**525 E. Big Beaver Road, Suite 300, Troy, Michigan**  
(Address of principal executive offices)

**38-2312018**  
(IRS Employer  
Identification No.)

**48083**  
(Zip Code)

**248-619-2800**

(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

|                         |  |                           |                          |
|-------------------------|--|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/>                                    | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |
| Emerging growth company | <input type="checkbox"/>   |                           |                          |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, no par value: 83,675,545 shares outstanding as of June 30, 2017.

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SYNTEL, INC.

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## PART I

## Item 1. FINANCIAL STATEMENTS

**SYNTEL, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(UNAUDITED)**  
**(IN THOUSANDS, EXCEPT PER SHARE DATA)**

|   | THREE MONTHS ENDED |                  | SIX MONTHS ENDED |                  |
|---|--------------------|------------------|------------------|------------------|
|   | JUNE 30,           |                  | JUNE 30,         |                  |
|   | 2017               | 2016             | 2017             | 2016             |
| <b>Net revenues</b>   | \$ 226,811         | \$ 246,018       | \$452,680        | \$487,408        |
| <b>Cost of revenues</b>   | 145,351            | 155,033          | 288,798          | 306,699          |
| <b>Gross profit</b>   | <b>81,460</b>      | <b>90,985</b>    | <b>163,882</b>   | <b>180,709</b>   |
| <b>Selling, general and administrative expenses</b>                             | 28,699             | 18,265           | 58,990           | 47,942           |
| <b>Income from operations</b>   | <b>52,761</b>      | <b>72,720</b>    | <b>104,892</b>   | <b>132,767</b>   |
| Interest expense  | (3,216)            | (575)            | (6,592)          | (1,145)          |
| Other income  | 462                | 5,450            | 958              | 10,116           |
| Other income(expense), net (See note23)   | (2,754)            | 4,875            | (5,634)          | 8,971            |
| <b>Income before provision for income taxes</b>                                 | 50,007             | 77,595           | 99,258           | 141,738          |
| <b>Income tax expense</b>   | 13,355             | 18,804           | 24,226           | 29,890           |
| <b>Net income</b>   | <b>\$ 36,652</b>   | <b>\$ 58,791</b> | <b>\$ 75,032</b> | <b>\$111,848</b> |
| <b>Other comprehensive income(loss)</b>   |                    |                  |                  |                  |
| <b>Foreign currency translation adjustments</b>                                 | \$ 937             | \$ (16,094)      | \$ 7,112         | \$ (17,334)      |
| <b>Gains/(losses) on derivatives:</b>   |                    |                  |                  |                  |
| Gain(loss) arising during period on cash flow hedges                            | (672)              | —                | 291              | —                |
| <b>Unrealized gains on securities:</b>  |                    |                  |                  |                  |
| <b>Unrealized holding gains arising during period</b>                           | 198                | 970              | 241              | 1,803            |
| <b>Reclassification adjustment for gains included in net income</b>             | (89)               | (1,130)          | (81)             | (69)             |
|   | 109                | (160)            | 160              | 1,734            |
| <b>Defined benefit pension plans:</b>   |                    |                  |                  |                  |
| <b>Net profit (loss) arising during period</b>                                  | —                  | —                | 6                | —                |
| <b>Amortization of prior service cost included in net periodic pension cost</b> | 24                 | 19               | 32               | 35               |
|   | 24                 | 19               | 38               | 35               |
| <b>Other comprehensive Income (loss), before tax</b>                            | 398                | (16,235)         | 7,601            | (15,565)         |
| <b>Income tax benefit (expenses) related to other comprehensive loss</b>        | 224                | 22               | (179)            | (713)            |
| <b>Other comprehensive Income (loss), net of tax</b>                            | <b>622</b>         | <b>(16,213)</b>  | <b>7,422</b>     | <b>(16,278)</b>  |
| <b>Comprehensive income</b>   | <b>\$ 37,274</b>   | <b>\$ 42,578</b> | <b>\$ 82,454</b> | <b>\$ 95,570</b> |
| <b>Earnings per share:</b>  |                    |                  |                  |                  |
| <b>Basic</b>  | \$ 0.44            | \$ 0.70          | \$ 0.90          | \$ 1.33          |
| <b>Diluted</b>  | \$ 0.44            | \$ 0.70          | \$ 0.89          | \$ 1.33          |
| <b>Weighted average common shares outstanding:</b>                              |                    |                  |                  |                  |
| <b>Basic</b>  | 83,818             | 84,140           | 83,807           | 84,126           |
| <b>Diluted</b>  | 83,853             | 84,278           | 83,844           | 84,272           |

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

**SYNTEL, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
**(IN THOUSANDS)**

|   | (Unaudited)<br>June 30,<br>2017 | (Audited)<br>December 31,<br>2016 |
|---|---------------------------------|-----------------------------------|
| <b>ASSETS</b>   |                                 |                                   |
| <b>Current assets:</b>  |                                 |                                   |
| Cash and cash equivalents   | \$ 57,447                       | \$ 78,332                         |
| Short-term investments  | 29,562                          | 21,614                            |
| Accounts receivable, net of allowance for doubtful accounts of \$2,143 at June 30, 2017 and \$801 at December 31, 2016, respectively. | 106,060                         | 118,299                           |
| Revenue earned in excess of billings  | 21,319                          | 25,039                            |
| Other current assets  | 33,352                          | 36,306                            |
| Total current assets  | <u>247,740</u>                  | <u>279,590</u>                    |
| <b>Property and equipment</b>   |                                 |                                   |
| Less accumulated depreciation and amortization  | 237,700                         | 227,056                           |
| Property and equipment, net   | <u>130,495</u>                  | <u>120,580</u>                    |
| Goodwill  | 107,205                         | 106,476                           |
| Non-current term deposits with banks  | 906                             | 906                               |
| Deferred income taxes and other non-current assets  | 237                             | 225                               |
|   | 78,018                          | 67,346                            |
| <b>TOTAL ASSETS</b>   | <b><u>\$ 434,106</u></b>        | <b><u>\$ 454,543</u></b>          |
| <b>LIABILITIES AND SHAREHOLDERS' DEFICIT</b>  |                                 |                                   |
| <b>LIABILITIES</b>  |                                 |                                   |
| <b>Current liabilities:</b>   |                                 |                                   |
| Accounts payable  | \$ 9,756                        | \$ 10,760                         |
| Accrued payroll and related costs   | 49,131                          | 56,650                            |
| Income taxes payable  | 19,611                          | 15,195                            |
| Accrued liabilities   | 21,164                          | 20,799                            |
| Deferred revenue  | 4,827                           | 7,973                             |
| Loans and borrowings  | 20,449                          | 21,264                            |
| Total current liabilities   | <u>124,938</u>                  | <u>132,641</u>                    |
| Deferred income taxes and other non-current liabilities   | 28,953                          | 26,373                            |
| Non-current loans and borrowings  | 377,468                         | 478,616                           |
| <b>TOTAL LIABILITIES</b>  | 531,359                         | 637,630                           |
| Commitments and contingencies (See Note 16)   |                                 |                                   |
| <b>SHAREHOLDERS' DEFICIT</b>  |                                 |                                   |
| <b>Total shareholders' deficit</b>  | (97,253)                        | (183,087)                         |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT</b>  | <b><u>\$ 434,106</u></b>        | <b><u>\$ 454,543</u></b>          |

*The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.*

SYNTEL, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' DEFICIT  
(UNAUDITED)  
(IN THOUSANDS)

|  | Common Stock  |             |                   | Restricted Stock |                 | Additional<br>Paid-In<br>Capital | Retained<br>(Deficit)/<br>Earnings | Accumulated<br>other<br>Comprehensive<br>Loss | Total<br>Shareholders'<br>(Deficit) |
|--|---------------|-------------|-------------------|------------------|-----------------|----------------------------------|------------------------------------|---|-------------------------------------|
|  | Shares        | Amount      | Treasury<br>Stock | Shares           | Amount          |                                  |                                    |   |                                     |
| <b>Balance, December 31, 2016</b>      | <b>83,635</b> | <b>\$ 1</b> | <b>\$ (9,990)</b> | <b>670</b>       | <b>\$45,033</b> | <b>\$ 67,422</b>                 | <b>\$(30,648)</b>                  | <b>\$ (254,905)</b>                           | <b>\$ (183,087)</b>                 |
| Net income                             |               |             |                   |                  |                 |                                  | 75,032                             |   | 75,032                              |
| Other comprehensive income, net of tax |               |             |                   |                  |                 |                                  |                                    | 7,422   | 7,422                               |
| Restricted stock activity              | 41            |             |                   | (68)             | 3,380           |                                  |                                    |   | 3,380                               |
| <b>Balance, June 30, 2017</b>          | <b>83,676</b> | <b>\$ 1</b> | <b>\$ (9,990)</b> | <b>602</b>       | <b>\$48,413</b> | <b>\$ 67,422</b>                 | <b>\$ 44,384</b>                   | <b>\$ (247,483)</b>                           | <b>\$ (97,253)</b>                  |

*The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.*

**SYNTEL, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**  
**(IN THOUSANDS)**

|  | <b>SIX MONTHS ENDED</b> |                 |
|--|-------------------------|-----------------|
|  | <b>June 30,</b>         |                 |
|  | <b>2017</b>             | <b>2016</b>     |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                     |                         |                 |
| Net income   | 75,032                  | 111,848         |
| Adjustments to reconcile net income to net cash provided by operating activities |                         |                 |
| Depreciation and amortization  | 7,442                   | 7,362           |
| Provision for doubtful accounts / advances                                       | 1,349                   | 38              |
| Realized gains on sales of short term investments                                | (531)                   | (2,477)         |
| Deferred income taxes  | (3,944)                 | (2,517)         |
| Compensation expense related to restricted stock                                 | 4,585                   | 3,682           |
| Unrealized foreign exchange (income) loss  | (2,237)                 | 406             |
| Changes in assets and liabilities:   |                         |                 |
| Accounts receivable and revenue earned in excess of billings                     | 16,755                  | 1,259           |
| Other current assets   | 6,487                   | (5,261)         |
| Accounts payable, income tax payable, accrued payroll and other liabilities      | (13,404)                | (1,004)         |
| Deferred revenue   | (3,095)                 | (3,686)         |
| Net cash provided by operating activities  | <u>88,439</u>           | <u>109,650</u>  |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                     |                         |                 |
| Property and equipment expenditures  | (4,434)                 | (9,133)         |
| Proceeds from sale of property and equipment                                     | 94                      | 157             |
| Purchase of mutual funds   | (113,611)               | (92,702)        |
| Purchase of term deposits with banks   | (812)                   | (219,235)       |
| Proceeds from sales of mutual funds  | 104,762                 | 135,179         |
| Maturities of term deposits with banks   | 3,681                   | 314,845         |
| Net cash (used in) provided by investing activities                              | <u>(10,320)</u>         | <u>129,111</u>  |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                     |                         |                 |
| Excess tax benefits on stock-based compensation plans                            | —                       | 23              |
| Proceeds from loans and borrowings   | —                       | 60,250          |
| Repayment of loans and borrowings  | (101,250)               | (93,125)        |
| Net cash (used in) financing activities  | <u>(101,250)</u>        | <u>(32,852)</u> |
| Effect of foreign currency exchange rate changes on cash                         | 2,246                   | (3,962)         |
| Change in cash and cash equivalents  | (20,885)                | 201,947         |
| Cash and cash equivalents, beginning of period                                   | 78,332                  | 500,499         |
| Cash and cash equivalents, end of period   | <u>57,447</u>           | <u>702,446</u>  |
| Supplemental disclosures of cash flow information:                               |                         |                 |
| Cash paid for income taxes   | 17,124                  | 37,540          |
| Cash paid for interest   | 7,407                   | 1,152           |

*The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.*



**Syntel, Inc. and Subsidiaries**

**Notes to the Unaudited Condensed Consolidated Financial Statements**

**1. BASIS OF PRESENTATION:**

The accompanying unaudited condensed consolidated financial statements of Syntel, Inc. (the “Company” or “Syntel”) have been prepared by management, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments, consisting of normal recurring adjustments, necessary to present fairly the financial position of Syntel and its subsidiaries as of June 30, 2017 and December 31, 2016, and the results of their operations for the three and six months ended June 30, 2017 and 2016, and cash flows for the six months ended June 30, 2017 and 2016. The year-end condensed consolidated balance sheet as of December 31, 2016 was derived from audited financial statements but does not include all disclosures required by accounting principles generally accepted in the United States of America. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company’s annual report on Form 10-K for the year ended December 31, 2016.

Operating results for the six months ended June 30, 2017 are not necessarily indicative of the results that may be expected for the year ending December 31, 2017.

**2. PRINCIPLES OF CONSOLIDATION AND ORGANIZATION**

The condensed consolidated financial statements include the accounts of Syntel, Inc., a Michigan corporation (“Syntel”), its wholly owned subsidiaries, and a joint venture and its subsidiary. All significant inter-company balances and transactions have been eliminated.

The wholly owned subsidiaries of Syntel, Inc. are:

- SkillBay LLC, a Michigan limited liability company (“SkillBay”);
- Syntel (Australia) Pty. Ltd., an Australian limited liability company;
- Syntel Canada Inc., an Ontario limited liability company;
- Syntel Consulting Inc., a Michigan corporation (“Syntel Consulting”);
- Syntel Delaware, LLC, a Delaware limited liability company (“Syntel Delaware”);
- Syntel Deutschland GmbH, a German limited liability company;
- Syntel Europe Limited, a United Kingdom limited liability company;
- Syntel Holding (Mauritius) Limited, a Mauritius limited liability company;
- Syntel (Hong Kong) Limited, a Hong Kong limited liability company;
- Syntel (Mauritius) Limited, a Mauritius limited liability company;
- Syntel Private Limited, an Indian limited liability company (“Syntel India”);
- Syntel Solutions Mexico, S. de R.L. de C.V., a Mexican limited liability company;
- Syntel SPC, Inc., a Michigan corporation; and
- Syntel Worldwide (Mauritius) Limited, a Mauritius limited liability company.

The wholly owned subsidiaries of Syntel Europe Limited are:

- Intellisourcing, SARL, a French limited liability company;
- Syntel Poland, sp. z o.o., a Polish limited liability company (“Syntel Poland”);
- Syntel Solutions BV, a Netherlands limited liability company; and
- Syntel Switzerland GmbH, a Switzerland limited liability company.

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The partially owned joint venture of Syntel Delaware is:

- State Street Syntel Services (Mauritius) Limited, a Mauritius limited liability company (“SSSSML”).

The wholly owned subsidiary of SSSSML is:

- State Street Syntel Services Private Limited, an Indian limited liability company (“SSSSPL”).

The wholly owned subsidiaries of Syntel (Mauritius) Limited are:

- Syntel Global Private Limited, an Indian limited liability company;
- Syntel International Private Limited, an Indian limited liability company; and
- Syntel Technologies (Mauritius) Limited, a Mauritius limited liability company.

The wholly owned subsidiaries of Syntel Holding (Mauritius) Limited are:

- Syntel Services Private Limited, an Indian limited liability company;
- Syntel Software (Mauritius) Limited, a Mauritius limited liability company; and
- Syntel Solutions (Mauritius) Limited, a Mauritius limited liability company.

The wholly owned subsidiary of Syntel Solutions (Mauritius) Limited is:

- Syntel Solutions (India) Private Limited, an Indian limited liability company.

The wholly owned subsidiary of Syntel Worldwide (Mauritius) Limited is:

- Syntel (Singapore) PTE Limited, a Singapore limited liability company.

The wholly owned subsidiary of Syntel (Singapore) PTE Limited is:

- Syntel Infotech, Inc., a Philippines corporation.

The wholly owned subsidiary of Syntel Technologies (Mauritius) Limited is:

- Syntel Technologies LLP, an Indian limited liability partnership.

The wholly owned subsidiary of Syntel Software (Mauritius) Limited is:

- Syntel Software LLP, an Indian limited liability partnership.

### **3. USE OF ESTIMATES**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Such estimates include, but are not limited to, the allowance for doubtful accounts, impairment of long-lived assets and goodwill, contingencies and litigation, the recognition of revenues and profits based on the proportional performance method, valuation allowance for deferred tax assets, potential tax liabilities and bonus accrual. Actual results could differ from those estimates and assumptions used in the preparation of the accompanying financial statements.

### **4. REVENUE RECOGNITION**

The Company recognizes revenues from time and materials contracts as the services are performed.

Revenue from fixed-price applications management, maintenance and support engagements is recognized as earned which generally results in straight-line revenue recognition as services are performed continuously over the term of the engagements.

Revenue on fixed-price, applications development and integration projects are measured using the proportional performance method of accounting. Performance is generally measured based upon the efforts incurred to date in relation to the total estimated efforts to the completion of the contract. The Company monitors

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estimates of total contract revenues and costs on a routine basis throughout the delivery period. The cumulative impact of any change in estimates of the contract revenues or costs is reflected in the period in which the changes become known. In the event that a loss is anticipated on a particular contract, a provision is made for the estimated loss in the period the loss is identified. The Company issues invoices related to fixed price contracts based on either the achievement of milestones during a project or other contractual terms. Differences between the timing of billings and the recognition of revenue based upon the proportional performance method of accounting are recorded as revenue earned in excess of billings or deferred revenue in the accompanying consolidated balance sheets.

Revenues are reported net of sales incentives to customers.

Reimbursements of out-of-pocket expenses are included in revenue in accordance with revenue guidance in the Financial Accounting Standards Board (“FASB”) Codification.

## **5. STOCK-BASED EMPLOYEE COMPENSATION PLANS**

The Company recognizes stock-based compensation expense in the consolidated financial statements for awards of equity instruments to employees and non-employee directors based on the grant-date fair value of those awards on a straight-line basis over the requisite service period of the award, which is generally the vesting term. If a plan is modified, the incremental compensation cost is measured as the excess, if any, of the fair value of the modified award over the fair value of the original award. The benefits/deficiencies of tax deductions in excess/short of recognized compensation expense are reported as an operating cash flow.

## **6. STOCK REPURCHASE PLANS**

The Company recognizes the cost of repurchasing common stock acquired for purposes other than retirement (formal or constructive), as a reduction from the total of capital stock, additional paid-in capital, and retained earnings.

## **7. DERIVATIVE INSTRUMENTS**

The Company is directly and indirectly affected by changes in certain market conditions. These changes in market conditions may adversely impact the Company’s financial performance and are referred to as “market risks.” When deemed appropriate, the Company uses derivatives as a risk management tool to mitigate the potential impact of certain market risks. The primary market risks managed by the Company through the use of derivative instruments are foreign currency exchange rate risk and interest rate risk.

### **Hedging transactions and derivative financial instruments**

The Company uses derivative instruments such as interest rate swaps. A swap agreement is a contract between two parties to exchange cash flows based on specified underlying notional amounts, assets and/or indices. We do not enter into derivative financial instruments for trading purposes.

All derivatives are carried at fair value in our consolidated balance sheets in the following line items, as applicable: other current assets; deferred income taxes and other non-current assets; accounts payable; and deferred income taxes and other non-current liabilities. The carrying values of the derivatives reflect the impact of legally enforceable master netting agreements as applicable. These master netting agreements allow the Company to net settle positive and negative positions (assets and liabilities) arising from different transactions with the same counterparty.

The accounting for gains and losses that result from changes in the fair values of derivative instruments depends on whether the derivatives have been designated and qualify as hedging instruments and the type of hedging relationships. Derivatives such as interest rate swaps can be designated as cash flow hedges. The changes in the fair values of derivatives that have been designated and qualify as cash flow hedges are recorded in “Accumulated Other Comprehensive Loss” (AOCI) and are

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reclassified into the line item in our consolidated statement of income in which the hedged items are recorded in the same period the hedged items affect earnings. Due to the high degree of effectiveness between the hedging instruments and the underlying exposures being hedged, fluctuations in the value of the derivative instruments are generally offset by changes in the fair values or cash flows of the underlying exposures being hedged. The changes in the fair values of derivatives that are not designated and/or do not qualify as hedging instruments are immediately recognized into earnings.

For derivatives that will be accounted for as hedging instruments, the Company formally designates and documents, at inception, the financial instrument as a hedge of a specific underlying exposure, the risk management objective and the strategy for undertaking the hedge transaction. In addition, the Company formally assesses both at the inception and at least quarterly thereafter, whether the financial instruments used in hedging transactions are effective at offsetting changes in either the fair values or cash flows of the related underlying exposures. Any ineffective portion of a financial instrument's change in fair value is immediately recognized into earnings.

The Company determines the fair values of its derivatives based on quoted market prices or pricing models using current market rates. Fair values of interest rate swaps are measured using standard valuation models using inputs that are readily available in public markets, or can be derived from observable market transactions, including LIBOR spot and forward rates.

#### **Credit risk associated with derivatives**

The Company considers the risks of non-performance by the counterparty as not material. The Company utilizes standard counterparty master agreements containing provisions for the netting of certain foreign currency transaction and interest rate swap obligations. The Company also mitigates the credit risk of these derivatives by transacting with major banks as counterparties that are highly rated globally. The Company evaluates the credit and non-performance risks associated with its derivative counterparties, and believes that the impact of the credit risk associated with the outstanding derivatives is insignificant.

#### **Cash flow hedging strategy**

The Company uses cash flow hedges to minimize the variability in cash flows of assets or liabilities or forecasted transactions caused by fluctuations in interest rates. The changes in the fair values of derivatives designated as cash flow hedges are recorded in AOCI and are reclassified into the line item in our consolidated statement of income in which the hedged items are recorded in the same period the hedged items affect earnings. The changes in fair values of hedges that are determined to be ineffective are immediately reclassified from AOCI into earnings. The maximum length of time for which the Company hedges its exposure to the variability in future cash flows is typically over the terms of hedged items.

#### **Interest rate swaps**

In connection with the Company's Senior Credit facility with Bank of America N.A., the Company entered into an interest rate swap arrangement on November 30, 2016 to hedge interest rate risk on the entire term loan of \$300 million by entering into a Pay Fixed and Receive Floating interest rate swap (the "Swap"). The Swap is designed to reduce the variability of future interest payments with respect to the term loan by effectively fixing the annual interest rate payable on the loan's outstanding principal.

A designated hedge with exposure to variability in the future interest payments of a floating rate loan is a cash flow hedge. The criteria for designating a derivative as a cash flow hedge include the assessment of the instrument's effectiveness in risk reduction, matching of the derivative instrument to its underlying transaction including its terms, and the assessment of the probability that the underlying transaction will occur. For derivatives with cash flow hedge accounting designation, the Company reports the after-tax gain or loss from the effective portion of the hedge as a component of accumulated other comprehensive

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income and reclassifies it into earnings in the same period or periods in which the hedged transaction affects earnings, and in the same line item on the consolidated statements of income as the impact of the hedged transaction.

**Measurement of effectiveness and ineffectiveness:**

Effectiveness for interest rate swaps is generally measured by comparing the critical terms of the hedged item and the hedging instrument whereas ineffectiveness is measured by comparing the cumulative change in fair value of the swap with the cumulative change in the fair value of the hedged item.

An interest rate swap with an aggregate amount of \$300 million economically converts a portion of the Company's variable rate debt to fixed rate debt. The effective portions of cash flow hedges are recorded in "Accumulated other comprehensive income (loss)" until the hedged item is recognized in earnings. Deferred gains and losses associated with cash flow hedges of interest expense are recognized in "Other income (expense), net" in the same period as the related expense is recognized. The ineffective portions and amounts excluded from the effectiveness testing of cash flow hedges are recognized in "Other income (expense), net."

Derivative instruments designated as cash flow hedges must be de-designated as hedges when it is probable that the forecasted hedged transaction will not occur in the initially identified time period. Deferred gains and losses in "Accumulated other comprehensive income (loss)" associated with such derivative instruments are reclassified immediately into "Other income (expense), net." Any subsequent changes in fair value of such derivative instruments are reflected in "Other income (expense), net" unless they are re-designated as hedges of other transactions.

The following table provides information on the location and fair value of the derivative financial instrument included in our consolidated statement of financial positions as of June 30, 2017.

| Particulars                  | Notional amount outstanding | Fair value of derivative and location on statement of financial position as on 30th June 2017 |                      | Loss on fair value for three months ended June 30, 2017 |             | Gain on fair value for six months ended June 30, 2017 |             |
|------------------------------|-----------------------------|---|----------------------|---|-------------|---|-------------|
|                              |                             | Deferred income taxes and other non-current assets  | Other current assets | Effective   | Ineffective | Effective   | Ineffective |
| (In thousands)               |                             |   |                      |   |             |   |             |
| Cash flow hedge              |                             |   |                      |   |             |   |             |
| Pay fixed interest rate swap | \$ 288.8 Million            | \$ 765  | \$ 59                | \$ (672)  | —           | \$ 291  | —           |

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The following table presents the net gains (losses) recorded in accumulated other comprehensive (loss) income relating to the Swap contract designated as cash flow hedges for the periods ending June 30, 2017 and 2016.

**Gains on Derivatives:**

|   | THREE MONTHS ENDED |      | (In thousands)<br>SIX MONTHS ENDED |      |
|---|--------------------|------|------------------------------------|------|
|   | 2017               | 2016 | 2017                               | 2016 |
| Gains (Loss) recognized in other comprehensive income | \$ (672)           | \$ — | \$ 291                             | \$ — |

The Company will reclassify an amount which will be equivalent to the accrued interest on the Swap contract in every reporting period as there is a similar impact of accrued interest on the loan in the income statement.

**Derivative (Non-Designated) Hedging Strategy**

In addition to derivative instruments that are designated and qualify for hedge accounting, the Company also uses certain derivatives for its foreign currency exposure. These derivatives were not designated and/or did not qualify for hedge accounting. The changes in fair value of derivatives are immediately recognized into earnings.

The Company periodically enters into foreign exchange forward contracts to mitigate the risk of changes in foreign currency exchange rates, specifically changes between the Indian rupee currency and U.S. dollar currency. The contracts are adjusted to fair value at each reporting period. Gains and losses on forward contracts are generally recorded in "Other income (expense), net" unless they are designated as an effective hedge. Although the Company cannot predict fluctuations in foreign currency rates, the Company currently anticipates that foreign currency risk may have a significant impact on the financial statements. In order to limit the exposure to fluctuations in foreign currency rates, when the Company enters into foreign exchange forward contracts, where the counter-party is a bank, these contracts may also have a material impact on the financial statements.

The Company's Indian subsidiaries, whose functional currency is the Indian rupee, periodically enter into foreign exchange forward contracts to buy Indian rupees and sell U.S. dollars to mitigate the risk of changes in foreign exchange rates on U.S. dollar denominated assets, primarily comprised of receivables from the parent Company (Syntel, Inc.) and other direct customers, and liabilities recorded on the books of the Indian subsidiaries. These forward contracts are denominated in U.S. dollars.

These forward contracts do not qualify for hedge accounting under ASC 815, "Derivative and Hedging." Accordingly, these contracts are carried at a fair value with the resulting gains or losses included in the statement of comprehensive income under "Other income (expense), net." The related cash flow impacts of all of our derivative activities are recorded in the CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS statement under cash flows from operating activities.

During the period ended June 30, 2017, the Company did not enter into any foreign exchange forward contracts. At June 30, 2017 and December 31, 2016, no foreign exchange forward contracts were outstanding.

**8. CHANGES IN ACCUMULATED OTHER COMPREHENSIVE LOSS BY COMPONENT (NET OF TAX EXPENSE OR BENEFIT)**

The changes in balances of accumulated other comprehensive loss for the three months ended June 30, 2017 are as follows:

|   | (In thousands)                                    |   |   |  |   |
|---|---|---|---|--|---|
|   | Foreign<br>Currency<br>Translation<br>Adjustments | Unrealized<br>gain(losses)<br>on<br>derivatives<br>designated<br>as cash flow<br>hedges | Unrealized<br>Gains<br>(Losses)<br>on<br>Securities | Defined<br>Benefit<br>Pension<br>Plans | Accumulated<br>Other<br>Comprehensive<br>Loss |
| <b>Beginning balance</b>  | \$ (248,035)                                      | \$ 904  | \$ 362  | \$(1,336)                              | \$ (248,105)                                  |
| Other comprehensive income (loss) before reclassifications              | 937   | (406)   | 136   | —                                      | 667   |
| Amounts reclassified from accumulated other comprehensive income (loss) | —   | —   | (63)  | 18                                     | (45)  |
| Net current-period other comprehensive income                           | \$ 937  | (406)   | \$ 73   | \$ 18                                  | \$ 622  |
| <b>Ending Balance</b>   | <u>\$ (247,098)</u>                               | <u>\$ 498</u>   | <u>\$ 435</u>                                       | <u>\$(1,318)</u>                       | <u>\$ (247,483)</u>                           |

Reclassifications out of accumulated other comprehensive income (loss) for the three months ended June 30, 2017 are as follows:

|   | (In thousands)  |                                  |                                      |                   |
|---|---|----------------------------------|--------------------------------------|-------------------|
| <u>Details about Accumulated Other Comprehensive Income (Loss) Components</u> | <u>Affected Line<br/>Item in the<br/>Statement<br/>Where Net<br/>income (loss)<br/>Is Presented</u> | <u>Before<br/>Tax<br/>Amount</u> | <u>Tax<br/>Expense<br/>(Benefit)</u> | <u>Net of Tax</u> |
| Unrealized (gains) losses on available for sale securities                    | Other income<br>,net  | \$ (89)                          | \$ 26                                | \$ (63)           |
| Amortization of prior service cost included in net periodic pension cost      | Cost of<br>revenues   | \$ 24                            | \$ (6)                               | \$ 18             |

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The changes in balances of accumulated other comprehensive loss for the three months ended June 30, 2016 are as follows:

|   | (In thousands)                                    |  |  |   |
|---|---|--|--|---|
|   | Foreign<br>Currency<br>Translation<br>Adjustments | Unrealized<br>Gains<br>(Losses) on<br>Securities | Defined<br>Benefit<br>Pension<br>Plans | Accumulated<br>Other<br>Comprehensive<br>Loss |
| <b>Beginning balance</b>  | \$ (236,476)                                      | \$ 1,586   | \$ (784)                               | \$ (235,674)                                  |
| Other comprehensive income (loss) before reclassifications              | (16,109)  | 634  | —                                      | (15,475)                                      |
| Amounts reclassified from accumulated other comprehensive income (loss) | —   | (750)  | 12                                     | (738)   |
| Net current-period other comprehensive income (loss)                    | \$ (16,109)                                       | \$ (116)   | \$ 12                                  | \$ (16,213)                                   |
| <b>Ending Balance</b>   | <u>\$ (252,585)</u>                               | <u>\$ 1,470</u>                                  | <u>\$ (772)</u>                        | <u>\$ (251,887)</u>                           |

Reclassifications out of accumulated other comprehensive income (loss) for the three months ended June 30, 2016 are as follows:

|  | (In thousands)   |                         |                             |            |
|--|--|-------------------------|-----------------------------|------------|
|  | Affected Line<br>Item in the<br>Statement<br>Where Net<br>Income Is<br>Presented | Before<br>Tax<br>Amount | Tax<br>Expense<br>(Benefit) | Net of Tax |
| Details about Accumulated Other Comprehensive Income (Loss)<br><u>Components</u> |  |                         |                             |            |
| Unrealized (gains) losses on available for sale securities                       | Other income   | \$(1,130)               | \$ 380                      | \$ (750)   |
| Amortization of prior service cost included in net periodic pension cost         | Cost of<br>revenues  | \$ 19                   | \$ (7)                      | \$ 12      |



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The changes in balances of accumulated other comprehensive loss for the six months ended June 30, 2017 are as follows:

|   | (In thousands)                                    |  |  |  |   |
|---|---|--|--|--|---|
|   | Foreign<br>Currency<br>Translation<br>Adjustments | Unrealized<br>gain on<br>derivatives<br>designated<br>as cash flow<br>hedges | Unrealized<br>Gains<br>(Losses) on<br>Securities | Defined<br>Benefit<br>Pension<br>Plans | Accumulated<br>Other<br>Comprehensive<br>Loss |
| <b>Beginning balance</b>  | \$ (254,210)                                      | 322  | \$ 328   | \$(1,345)                              | \$ (254,905)                                  |
| Other comprehensive income(loss) before reclassifications               | 7,112   | 176  | 165  | 6                                      | 7,459   |
| Amounts reclassified from accumulated other comprehensive income (loss) | —   | —  | (58)   | 21                                     | (37)  |
| Net current-period other comprehensive income (loss)                    | <u>\$ 7,112</u>                                   | <u>176</u>   | <u>\$ 107</u>                                    | <u>\$ 27</u>                           | <u>\$ 7,422</u>                               |
| <b>Ending Balance</b>   | <u>\$ (247,098)</u>                               | <u>498</u>   | <u>\$ 435</u>                                    | <u>\$(1,318)</u>                       | <u>\$ (247,483)</u>                           |

Reclassifications out of accumulated other comprehensive income (loss) for the six months ended June 30, 2017 are as follows:

|   | (In thousands)   |                                  |                                      |                   |
|---|--|----------------------------------|--------------------------------------|-------------------|
| <u>Details about Accumulated Other Comprehensive Income (Loss) Components</u> | <u>Affected<br/>Line Item in<br/>the Statement<br/>Where Net<br/>income(loss)<br/>Is Presented</u> | <u>Before<br/>Tax<br/>Amount</u> | <u>Tax<br/>Expense<br/>(Benefit)</u> | <u>Net of Tax</u> |
| Unrealized (gains) losses on available for sale securities                    | Other<br>income, net   | \$ (81)                          | \$ 23                                | \$ (58)           |
| Amortization of prior service cost included in net periodic pension cost      | Cost of<br>revenues  | \$ 32                            | \$ (11)                              | \$ 21             |

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The change in balances of accumulated comprehensive loss for the six months ended June 30, 2016 is as follows:

|   | (In thousands)                                    |  |  |  |
|---|---|--|--|--|
|   | Foreign<br>Currency<br>Translation<br>Adjustments | Unrealized<br>Gains<br>(Losses) on<br>Securities | Defined<br>Benefit<br>Pension<br>Plans | Accumulated Other<br>Comprehensive<br>Income(Loss) |
| Beginning balance   | \$ (235,146)                                      | \$ 332   | \$ (795)                               | \$ (235,609)                                       |
| Other comprehensive income(loss) before reclassifications                 | (17,439)  | 1,184  | —                                      | (16,255)   |
| Amounts reclassified from accumulated other comprehensive<br>Income(loss) | —   | (46)   | 23                                     | (23)   |
| Net current-period other comprehensive income                             | \$ (17,439)                                       | \$ 1,138   | \$ 23                                  | \$ (16,278)  |
| <b>Ending Balance</b>   | <u>\$ (252,585)</u>                               | <u>\$ 1,470</u>                                  | <u>\$ (772)</u>                        | <u>\$ (251,887)</u>                                |

Reclassifications out of accumulated other comprehensive loss for the six months ended June 30, 2016 is as follows:

|  | (In thousands)   |                         |                             |               |
|--|--|-------------------------|-----------------------------|---------------|
|  | Affected Line<br>Item in the<br>Statement<br>Where Net<br>Income Is<br>Presented | Before<br>Tax<br>Amount | Tax<br>(Expense)<br>Benefit | Net of<br>Tax |
| <u>Details about Accumulated Other Comprehensive Loss Components</u>     |  |                         |                             |               |
| Unrealized gains (losses) on available for sale securities               | Other  |                         |                             |               |
|  | income, net  | \$ (69)                 | \$ 23                       | \$ (46)       |
| Amortization of prior service cost included in net periodic pension cost | Cost of<br>revenues  | \$ 35                   | \$ (12)                     | \$ 23         |

## 9. TAX ON OTHER COMPREHENSIVE INCOME (LOSS)

Total tax benefit (expense) on other comprehensive income (loss) for the three and six months ended June 30, 2017 and 2016 is as follows:

|  | <u>Three Months Ended</u> |              | <u>Six Months Ended</u> |                 |
|--|---------------------------|--------------|-------------------------|-----------------|
|  | <u>June 30,</u>           |              | <u>June 30,</u>         |                 |
|  | <u>2017</u>               | <u>2016</u>  | <u>2017</u>             | <u>2016</u>     |
|  | <i>(In thousands)</i>     |              | <i>(In thousands)</i>   |                 |
| Foreign currency translation adjustments                             | \$ —                      | \$ (15)      | \$ —                    | \$ (105)        |
| Unrealized gain (loss) on derivatives designated as cash flow hedges | 266                       | —            | (115)                   |                 |
| Tax benefit(expense) on unrealized gains(losses) on securities       | (36)                      | 44           | (53)                    | (596)           |
| Tax benefit(expense) on defined benefit pension plans                | (6)                       | (7)          | (11)                    | (12)            |
| Total tax benefit(expense) on other comprehensive income(loss)       | <u>\$ 224</u>             | <u>\$ 22</u> | <u>\$ (179)</u>         | <u>\$ (713)</u> |

## 10. CASH AND CASH EQUIVALENTS AND SHORT TERM INVESTMENTS

### Cash and Cash Equivalents

For the purpose of reporting cash and cash equivalents, the Company considers all liquid investments purchased with an original maturity of three months or less to be cash equivalents.

The cash and cash equivalents as of June 30, 2017 and December 31, 2016, were \$57.4 million and \$78.3 million, respectively, which were held in banks and fixed deposits with various banking and financial institutions.

### Short-term Investments

The Company's short-term investments consist of short-term mutual funds, which have been classified as available-for-sale and are carried at estimated fair value. Fair value is determined based on quoted market prices. Unrealized gains and losses, net of taxes, on available-for-sale securities are reported as a separate component of accumulated other comprehensive income (loss) in shareholders' equity. Net realized gains or losses resulting from the sale of these investments, and losses resulting from decline in fair values of these investments that are other than temporary declines, are included in other income (expense), net. The cost of securities sold is determined using the weighted-average method.

Short-term investments include term deposits with an original maturity exceeding three months and whose maturity date is within one year from the date of the balance sheet. Term deposits were \$4.0 million and \$6.6 million at June 30, 2017 and December 31, 2016, respectively.

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The following table summarizes short-term investments as of June 30, 2017 and December 31, 2016:

|   | <u>2017</u>     | <u>2016</u>        |
|---|-----------------|--------------------|
|   | <u>June 30</u>  | <u>December 31</u> |
|   | (In thousands)  |                    |
| Investments in mutual funds at fair value | \$25,603        | \$ 15,016          |
| Term deposits with banks                  | 3,959           | 6,598              |
| <b>Total</b>                              | <u>\$29,562</u> | <u>\$ 21,614</u>   |

**Non-current Term Deposits with Banks**

Non-current term deposits with banks include deposits with maturity exceeding one year from the date of the balance sheet. As of June 30, 2017 and December 31, 2016 non-current term deposits with banks were \$0.24 and \$0.23 million, respectively. Term deposits with banks include restricted deposits of \$0.61 million and \$0.44 million as of June 30, 2017 and December 31, 2016, respectively, placed as security towards performance guarantees issued by the Company's bankers on the Company's behalf.

**11. LINE OF CREDIT AND TERM LOAN**

On May 23, 2013, Syntel entered into a Credit Agreement with Bank of America, N.A. for \$150 million in credit facilities consisting of a three-year term loan facility of \$60 million and a three-year revolving credit facility of \$90 million (the "Credit Agreement"). The maturity date of both the three-year term loan facility and the three-year revolving credit facility was May 23, 2016. The Credit Agreement was amended on May 9, 2016 (the "First Amendment Effective Date") thereby extending the maturity date from May 23, 2016 to May 9, 2019. Further, by way of the amended Credit Agreement, an additional \$40 million for the term loan facility and \$10 million for the revolving credit facility was granted by Bank of America to Syntel (the "First Amendment" and together with the Credit Agreement, the "Amended Credit Agreement"). Thus, the total amount of the credit facility was \$200 million, consisting of a three-year term loan facility of \$100 million and a three-year revolving credit facility of \$100 million. The Amended Credit Agreement was guaranteed by two of the Company's domestic subsidiaries, SkillBay and Syntel Consulting (collectively, the "Guarantors"). In connection with the First Amendment, the Company and the Guarantors also entered into a related security and pledge agreement granting a security interest in the assets of the Company and the Guarantors, including, without limitation, a pledge of 65% of the equity interests in Syntel India.

The interest rates under the Amended Credit Agreement were, with respect to both the revolving credit facility and the term loan, (a) for the period beginning on the First Amendment Effective Date through and including the date prior to the first anniversary of the First Amendment Effective Date, (i) the Eurodollar Rate (as that term is defined in the Amended Credit Agreement) plus 1.50% with respect to Eurodollar Rate Loans (as that term is defined in the Amended Credit Agreement) and (ii) the Base Rate (as that term is defined in the Amended Credit Agreement) plus 0.50% with respect to Base Rate Loans (as that term is defined in the amendment to the Credit Agreement), (b) for the period beginning on the first anniversary of the First Amendment Effective Date through and including the date prior to the second anniversary of the First Amendment Effective Date, (i) the Eurodollar Rate plus 1.45% with respect to Eurodollar Rate Loans and (ii) the Base Rate plus 0.45% with respect to Base Rate Loans, and (c) for the period beginning on the second anniversary of the First Amendment Effective Date and continuing thereafter, (i) the Eurodollar Rate plus 1.40% with respect to Eurodollar Rate Loans and (ii) the Base Rate plus 0.40% with respect to Base Rate Loans.

During the year ended December 31, 2016, the Company fully repaid the revolving credit and term loan of \$190.0 million, and terminated the Amended Credit Agreement.

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On September 12, 2016, the Company entered into a new credit agreement, as amended as of October 26, 2016 (the “First Amendment Effective Date”) and July 18, 2017 (the “Second Amendment Effective Date”), (“Senior Credit Facility”) with Bank of America, N.A, as administrative agent, L/C issuer and swing line lender, the other lenders party thereto, and Merrill, Lynch, Pierce, Fenner & Smith Incorporated, as sole lead arranger and sole bookrunner for \$500 million in credit facilities consisting of a five-year term loan facility of \$300 million (the “Term Loan”) and a five-year revolving credit facility of \$200 million (the “Revolving Facility”). The maturity date of the Senior Credit Facility is September 11, 2021. The Revolving Facility allows for the issuance of letters of credit and swingline loans. The Senior Credit Facility is guaranteed by two of the Company’s domestic subsidiaries, SkillBay and Syntel Consulting (collectively, the “Guarantors”). In connection with the Senior Credit Facility, the Company and the Guarantors also entered into a related security and pledge agreement granting a security interest in the assets of the Company and the Guarantors, including, without limitation, a pledge of 65% of the equity interests in Syntel India.

The interest rates applicable to the Senior Credit Facility other than in respect of swing line loans are LIBOR plus 1.50% or, at the option of the Company, the Base Rate (to be defined as the highest of (x) the Federal Funds Rate [as that term is defined in the Senior Credit Facility] plus 0.50%, (y) the Bank of America prime rate, or (z) LIBOR plus 1.00%) plus 0.50%. Each swingline loan shall bear interest at the Base Rate plus 0.50%. In no event shall LIBOR be less than 0% per annum.

As of June 30, 2017, the interest rates were 2.48% for the Term Loan and 2.48% and 2.27% for the two portions of the Revolving Facility.

The Company has also hedged interest rate risk on the entire Term Loan of \$300 million by entering into a Pay Fixed and Receive Floating interest rate swap on November 30, 2016. The Company has designated the Swap in a hedging relationship with the Term Loan. The Swap is recorded at fair value and a loss of \$0.7 million and gain of \$0.3 million during the three months and six months ended June 30, 2017 is recorded in “Accumulated other comprehensive income” with the corresponding adjustment in other current assets and other non-current assets.

With the interest rates charged on the Senior Credit Facility being variable, the fair value of the Senior Credit Facility approximates the reported value as of June 30, 2017, as it reflects the current market value.

The Term Loan provides for the principal payments as under:

| Period<br>Beginning from | Until              | Payment amount per quarter<br>(In millions) |
|--------------------------|--------------------|---|
| December 31, 2016        | September 30, 2017 | 3.750                                       |
| October 31, 2017         | September 30, 2018 | 5.625                                       |
| October 31, 2018         | September 30, 2021 | 7.500                                       |

Principal payments on the Term Loan are due every quarter. During the three months and six months ended June 30, 2017, principal payments of \$3.75 million and \$11.25 million were made.

During the three months and six months ended June 30, 2017, a principal pre-payment of \$45.0 million and \$90.0 million were made towards the Revolving Facility.

The Senior Credit Facility requires compliance with certain financial ratios and covenants. As of June 30, 2017, the Company was in compliance with all financial covenants.

As of June 30, 2017 the outstanding balances of the Term Loan and Revolving Facility, including accrued interest, are \$288.2 million and \$109.7 million (net of \$0.9 million unamortized debt issuance cost), respectively. As of December 31, 2016 the outstanding balances of the Term Loan and Revolving Facility, including accrued interest, are \$299.9 million and \$199.9 million (net of \$0.9 million unamortized debt issuance cost), respectively.

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Future scheduled payments on the Senior Credit Facility, at June 30, 2017 are as follows:

|      | Term Loan<br>Principal<br>Payments | (In thousands)<br>Revolving Facility<br>Principal<br>Payments |
|------|------------------------------------|---|
| 2017 | \$ 9,375                           |   |
| 2018 | \$ 24,375                          |   |
| 2019 | \$ 30,000                          |   |
| 2020 | \$ 30,000                          |   |
| 2021 | \$ 195,000                         | \$ 110,000  |

## 12. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing net income by the weighted average number of shares outstanding during the applicable period. If the number of common shares outstanding increases as a result of a stock dividend or stock split or decreases as a result of a reverse stock split, the computations of basic and diluted earnings per share are adjusted retroactively for all periods presented to reflect that change in capital structure. If such changes occur after the close of the reporting period but before issuance of the financial statements, the per-share computations for that period and any prior-period financial statements presented are based on the new number of shares.

The Company has issued restricted stock units, which are considered to be potentially dilutive to its basic earnings per share. Diluted earnings per share is calculated using the treasury stock method for the dilutive effect of restricted stock units granted pursuant to the incentive plans, by dividing the net income by the weighted average number of shares outstanding during the period adjusted for these potentially dilutive restricted stock units, except when the results would be anti-dilutive. The dilutive earnings per share are computed using the treasury stock method.

The following tables set forth the computation of earnings per share:

|   | <i>(in thousands, except per share earnings)</i> |                          |                               |                          |
|---|--|--------------------------|-------------------------------|--------------------------|
|   | <b>Three Months Ended June 30,</b>               |                          |                               |                          |
|   | <b>2017</b>                                      |                          | <b>2016</b>                   |                          |
|   | Weighted<br>Average<br>Shares                    | Earnings<br>per<br>Share | Weighted<br>Average<br>Shares | Earnings<br>per<br>Share |
| Basic earnings per share  | 83,818   | \$ 0.44                  | 84,140                        | \$ 0.70                  |
| Potential dilutive effect of restricted stock units outstanding | 35   | —                        | 138                           | —                        |
| <b>Diluted earnings per share</b>                               | <b>83,853</b>                                    | <b>\$ 0.44</b>           | <b>84,278</b>                 | <b>\$ 0.70</b>           |

(in thousands, except per share earnings)

|   | <b>Six Months Ended June 30,</b> |                          |                               |                          |
|---|----------------------------------|--------------------------|-------------------------------|--------------------------|
|   | <b>2017</b>                      |                          | <b>2016</b>                   |                          |
|   | Weighted<br>Average<br>Shares    | Earnings<br>per<br>Share | Weighted<br>Average<br>Shares | Earnings<br>per<br>Share |
| Basic earnings per share  | 83,807                           | \$ 0.90                  | 84,126                        | \$ 1.33                  |
| Potential dilutive effect of restricted stock units outstanding | 37                               | (0.01)                   | 146                           | —                        |
| <b>Diluted earnings per share</b>                               | <b>83,844</b>                    | <b>\$ 0.89</b>           | <b>84,272</b>                 | <b>\$ 1.33</b>           |

### 13. SEGMENT REPORTING

The Company's reportable business segments are as follows:

- Banking and Financial Services
- Healthcare and Life Sciences
- Insurance
- Manufacturing
- Retail, Logistics and Telecom

Syntel's leadership evaluates the Company's performance and allocates resources based on segment revenues and segment cost of revenues. Segment gross profit is defined as gross profit before Corporate Direct Costs.

The Company's cost of revenues consist of costs directly associated with billable professionals in the U.S. and offshore, including salaries, payroll taxes, benefits, relocation costs, immigration costs, finder's fees, trainee compensation and travel. Generally, the cost of revenues for each operating segment has similar characteristics and is subject to the same factors, pressures and challenges. However, the economic environment and its effects on industries served by our operating groups may affect revenue and cost of revenues to differing degrees.

In each of our business segments, Syntel helps customers adapt to market change by providing a broad array of technology-based, industry-specific solutions. These solutions leverage Syntel's strong understanding of the underlying trends and market forces in our chosen industry segments. These solutions are complemented by strong capabilities in Digital Modernization, Social, Mobile, Analytics and Cloud (SMAC) technologies, Business Intelligence (BI), Knowledge Process Outsourcing (KPO), application services, testing, Enterprise Resource Planning (ERP), IT Infrastructure Management Services (IMS), and business and technology consulting.

#### Banking and Financial Services

Our Banking and Financial Services segment serves financial institutions throughout the world. Our clients include companies providing banking, capital markets, cards and payments, investments and transaction processing services to third parties. Our clients engage us to help make their operations as effective, productive and cost-efficient as possible, and to support new capabilities. We assist these clients in such areas as: payment solutions, retail banking, wholesale banking, consumer lending, risk management, investment banking, reconciliation, fraud analysis, mobile banking, and compliance and securities services. The demand for our services in the banking and financial services sector is being driven by changing global regulatory requirements, customer interest in newer technology areas and related services such as digital modernization, and an ongoing focus on cost reduction and operational efficiencies.

## **Healthcare and Life Sciences**

Our Healthcare and Life Sciences segment serves healthcare payers, providers and pharmaceutical and medical device providers, among others. The healthcare industry is constantly seeking to improve the quality of care while managing the cost of care in order to make healthcare affordable to a larger population. Our healthcare practice focuses on providing a broad range of services and solutions to the industry across the consumer lifecycle, which includes regulatory requirements, integrated care, stakeholder engagement and wider use of electronic health records, among others. We also partner with clients to modernize their systems and processes to enable them to deal with the increasing consumer orientation of healthcare, such as support for individual mandates and the adoption of mobile and analytics solutions to improve access to health information and decision making by end consumers.

In the life sciences category, we partner with leading pharmaceutical, biotech, and medical device companies, as well as providers of generics, animal health and consumer health products. Our life sciences solutions help transform many of the business processes in the life sciences value chain (research, clinical development, manufacturing and supply chain, and sales and marketing) as well as regulatory and administrative functions.

## **Insurance**

We serve the needs of global property and casualty insurers, insurance brokers, personal, commercial, life and retirement insurance service providers. These customers turn to us for assistance in improving the efficiency and effectiveness of their operations and in achieving business transformation. We focus on aspects of our clients' operations, such as policy administration, claims processing and compliance reporting. We also serve the growing trend among insurers to improve their sales and marketing processes by deepening direct retail customer relationships and strengthening interactions with networks of independent and captive insurance agents. This is often accomplished through the use of digital front-end technologies like cloud, social media and mobile, and supported by modernization of applications and infrastructure elements. Additionally, many insurers seek to improve business effectiveness by reducing expense ratios and exiting non-core lines of business and operations.

## **Manufacturing**

We provide technology services and business consulting in a range of sub-sectors including industrial products, aerospace and automotive manufacturing, as well as to processors of raw materials and natural resources. Demand for our services in this segment is being driven by trends that, among others, include the increasing globalization of sourcing and the desire of clients to further penetrate emerging markets, leading to longer and more complex supply chains. Some of our solutions for industrial and manufacturing clients include warranty management, dealer system integration, Product Lifecycle Management (PLM), Supply Chain Management (SCM), sales and operations planning, and mobility.

## **Retail, Logistics and Telecom**

In Retail, we serve a wide spectrum of retailers in specialty, apparel and home improvement segments. We also serve the travel and hospitality industry including airlines, hotels as well as online and travel retail, global distribution systems and intermediaries. Our domain intensive solutions transform customer/shopper experiences while keeping down the cost of IT Operations.

In Logistics, our clients look to Syntel to implement business-relevant changes that will make them more productive, competitive and cost effective. To that end, we help organizations improve operational efficiencies, enhance responsiveness and collaborate with trading partners to better serve their markets and end customers.

In Telecom, we help our clients address important changes in the telecom industry, such as the transition to new network technologies, designing, developing, testing and introducing new products and channels, improving customer service and increasing customer satisfaction.



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Syntel’s Retail Logistics and Telecom Business unit leverages its comprehensive understanding of the business and technology needs of the industry. Our industry solutions for our clients include SCM, sales and operations planning, mobility, Point of Sale (POS) testing, omnichannel enablement and integration, web content management solutions, sales force and cloud foundry enablement, among others.

In addition, there is strong demand for digital modernization services across these industries to enhance efficiency and agility of their underlying technology systems.

**Corporate Direct Costs**

Certain expenses, for cost centers such as Centers of Excellence, Architecture Solutions Group, Research and Development, Cloud Computing, and Application Management, are not allocated to specific industry segments because management believes it is not practical to allocate such expenses to individual segments as they are not directly attributable to any specific segment. Accordingly, these expenses are separately disclosed as Corporate Direct Costs and adjusted only against Total Gross Profit.

In accordance with ASC 280 “Disclosures about Segments of an Enterprise and Related Information,” segment disclosures are presented below. Revenues from external customers and gross profit for the Banking and Financial Services; Healthcare and Life Sciences; Insurance; Manufacturing; and Retail, Logistics and Telecom segments for the three and six months ended June 30, 2017 and June 30, 2016 are as follows:

|  | <u>Three Months Ended</u> |                   | <u>Six Months Ended</u> |                   |
|--|---------------------------|-------------------|-------------------------|-------------------|
|  | <u>June 30,</u>           |                   | <u>June 30,</u>         |                   |
|  | <u>2017</u>               | <u>2016</u>       | <u>2017</u>             | <u>2016</u>       |
|  | <i>(in thousands)</i>     |                   | <i>(in thousands)</i>   |                   |
| Net Revenues:                                |                           |                   |                         |                   |
| Banking and Financial Services               | \$ 103,663                | \$ 120,351        | \$ 209,632              | \$ 241,809        |
| Healthcare and Life Sciences                 | 39,614                    | 39,998            | 77,176                  | 78,361            |
| Insurance                                    | 33,102                    | 32,271            | 65,501                  | 62,820            |
| Manufacturing                                | 9,451                     | 11,838            | 18,982                  | 23,254            |
| Retail, Logistics and Telecom                | 40,981                    | 41,560            | 81,389                  | 81,164            |
|  | <u>\$ 226,811</u>         | <u>\$ 246,018</u> | <u>\$ 452,680</u>       | <u>\$ 487,408</u> |
| Gross Profit:                                |                           |                   |                         |                   |
| Banking and Financial Services               | 37,681                    | 43,892            | 76,993                  | 90,297            |
| Healthcare and Life Sciences                 | 15,455                    | 16,669            | 29,945                  | 30,266            |
| Insurance                                    | 10,348                    | 11,420            | 21,319                  | 21,981            |
| Manufacturing                                | 2,498                     | 3,619             | 4,887                   | 6,816             |
| Retail, Logistics and Telecom                | 16,027                    | 16,087            | 31,708                  | 32,694            |
| <b>Total Segment Gross Profit</b>            | <u>82,009</u>             | <u>91,687</u>     | <u>164,852</u>          | <u>182,054</u>    |
| Corporate Direct cost                        | <u>(549)</u>              | <u>(702)</u>      | <u>(970)</u>            | <u>(1,345)</u>    |
| <b>Gross Profit</b>                          | <b>\$ 81,460</b>          | <b>\$ 90,985</b>  | <b>\$ 163,882</b>       | <b>\$ 180,709</b> |
| Selling, general and administrative expenses | <u>28,699</u>             | <u>18,265</u>     | <u>58,990</u>           | <u>47,942</u>     |
| Income from operations                       | <u>\$ 52,761</u>          | <u>\$ 72,720</u>  | <u>\$ 104,892</u>       | <u>\$ 132,767</u> |

During the three and six months ended June 30, 2017, American Express Corp., State Street Bank and Federal Express Corp. each contributed revenues in excess of 10% of total consolidated revenues. Revenues from American Express Corp., State Street Bank and Federal Express Corp. were \$37.6 million, \$34.1 million and \$31.6 million, respectively, during the three months ended June 30, 2017, contributing approximately 16.6%, 15.0% and 13.9%, respectively of total consolidated revenues. The revenues from American Express Corp. and State Street Bank were generated in the

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Banking and Financial Services segment. The revenue from Federal Express Corp. was generated in the Retail, Logistics and Telecom segment. The corresponding revenues for the three months ended June 30, 2016 from American Express Corp., State Street Bank and Federal Express Corp. were \$53.7 million, \$33.5 million and \$30.5 million, respectively, contributing approximately 21.8%, 13.6% and 12.4%, respectively, of total consolidated revenues. During the six months ended June 30, 2017, revenues from American Express Corp., State Street Bank and Federal Express Corp. were \$79.8 million, \$67.9 million and \$61.7 million, respectively, contributing approximately 17.6%, 15.0% and 13.6%, respectively, of total consolidated revenues. The corresponding revenues for the six months ended June 30, 2016 from American Express Corp., State Street Bank and Federal Express Corp. were \$109.0 million, \$67.4 million and \$59.3 million, respectively, contributing approximately 22.4%, 13.8% and 12.2%, respectively, of total consolidated revenues. At June 30, 2017 and December 31, 2016, accounts receivable from American Express Corp. were \$15.4 million and \$24.3 million, respectively. Accounts receivable from State Street Bank were \$15.9 million and \$10.9 million, respectively, at June 30, 2017 and December 31, 2016. Accounts receivable from Federal Express Corp. were \$11.5 million and \$17.8 million, respectively, at June 30, 2017 and December 31, 2016.

#### 14. GEOGRAPHIC INFORMATION

The Company's net revenues and long-lived assets, by geographic area, are as follows:

| Net Revenues (1)     | Three Months<br>Ended June 30, |                  | Six Months<br>Ended June 30, |                  |
|----------------------|--------------------------------|------------------|------------------------------|------------------|
|                      | 2017                           | 2016             | 2017                         | 2016             |
|                      | <i>(in thousands)</i>          |                  | <i>(in thousands)</i>        |                  |
| North America (2)    | \$203,373                      | \$219,730        | \$406,949                    | \$435,440        |
| India                | 1,056                          | 1,596            | 2,214                        | 3,061            |
| Europe (3)           | 21,734                         | 24,084           | 42,253                       | 47,711           |
| Rest of the World    | 648                            | 608              | 1,264                        | 1,196            |
| <b>Total revenue</b> | <b>\$226,811</b>               | <b>\$246,018</b> | <b>\$452,680</b>             | <b>\$487,408</b> |

  

| Long-Lived Assets (4) | As of                 | As of             |
|-----------------------|-----------------------|-------------------|
|                       | June, 30              | December, 31      |
|                       | <i>(in thousands)</i> |                   |
| North America (2)     | \$ 2,850              | \$ 3,307          |
| India                 | 103,111               | 102,638           |
| Europe (3)            | 1,467                 | 632               |
| Rest of the world     | 683                   | 805               |
| <b>Total</b>          | <b>\$108,111</b>      | <b>\$ 107,382</b> |

Notes for the Geographic Information Disclosure:

1. Net revenues are attributed to regions based upon customer location.
2. Primarily relates to operations in the United States.
3. Primarily relates to operations in the United Kingdom and Poland.
4. Long-lived assets include property and equipment, net of accumulated depreciation and amortization and goodwill.

**15. INCOME TAXES**

The following table accounts for the differences between the federal statutory tax rate of 35% and the Company's overall effective tax rate:

|  | <u>Three Months Ended</u> |                     | <u>Six Months Ended</u> |                     |
|--|---------------------------|---------------------|-------------------------|---------------------|
|  | <u>June 30,</u>           |                     | <u>June 30,</u>         |                     |
|  | <u>2017</u>               | <u>2016</u>         | <u>2017</u>             | <u>2016</u>         |
| Statutory provision  | 35.0%                     | 35.0%               | 35.0%                   | 35.0%               |
| State taxes, net of federal benefit                          | 1.1%                      | 0.4%                | 1.9%                    | 0.5%                |
| City taxes   | 0.2%                      | 0.1%                | 0.1%                    | 0.1%                |
| Foreign effective tax rates different from US statutory rate | (9.6)%                    | (11.3)%             | (10.6)%                 | (12.3)%             |
| Prior Year related state tax payment                         |                           |                     | 0.9%                    |                     |
| Valuation Reserve Adjustment                                 | —                         | —                   | (2.9)%                  | (2.2)%              |
| <b>Effective Income Tax Rate</b>                             | <b><u>26.7%</u></b>       | <b><u>24.2%</u></b> | <b><u>24.4%</u></b>     | <b><u>21.1%</u></b> |

The effective tax rate for the three months ended June 30, 2017, was impacted by onsite/offshore profits mix, the taxable/nontaxable and onsite/offshore revenue and expense mix of the Company.

The Company records provisions for income taxes based on enacted tax laws and rates in the various tax jurisdictions in which it operates. In determining the tax provisions, the Company provides for tax uncertainties in income taxes when it is more likely than not, based on the technical merits, that a tax position would not be sustained upon examination. Such uncertainties, which are recorded in income taxes payable, are based on management's estimates and accordingly, are subject to revision based on additional information. The provision no longer required for any particular tax year is credited to the current period's income tax expenses. Conversely, in the event of a future tax examination, any additional tax expense not previously provided for will be recognized in the period in which the actual liability is concluded or management determines that the Company will not prevail on certain tax positions taken in filed returns, based on the "more likely than not" concept.

Syntel, Inc. and its subsidiaries file income tax returns in various tax jurisdictions. The Company is no longer subject to U.S. federal tax examinations by tax authorities for years before 2013 and for State tax examinations for years before 2012.

Syntel India, the Company's India subsidiary, has disputed tax matters for the financial years 1996-97 to 2013-14 pending at various levels of the Indian tax authorities. Financial year 2014-15 and onwards are open for regular tax scrutiny by the Indian tax authorities. However, the tax authorities in India are authorized to reopen the already concluded tax assessments and may re-open the case of Syntel India for financial years 2010-11 and onwards.

During the three months ended March 31, 2017, the Company reversed a valuation allowance against deferred tax assets recognized on the minimum alternative tax ("MAT") of \$2.92 million due to the extension of the MAT credit carry forward period which was enacted in March 2017. The MAT credit can be carried forward and set-off against future taxes payable for up to 15 years versus the earlier provision on MAT credit that allowed the MAT credit to be carried forward and set-off against future taxes payable for only up to 10 years.

The Company recognizes accrued interest and penalties related to unrecognized tax benefits as part of income tax expense. During the three months ended June 30, 2017 and 2016, the Company has accrued interest of approximately \$0.24 million and \$0.001 million, respectively. During the six months ended June 30, 2017 and 2016, the Company has accrued interest of approximately \$0.28 million and \$0.041 million respectively. The Company has accrued approximately \$1.81 million and \$1.45 million for interest and penalties as of June 30, 2017 and December 31, 2016, respectively.

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The liability for unrecognized tax benefits was \$70.84 million and \$68.51 million as of June 30, 2017 and December 31, 2016, respectively. The Company has paid income taxes of \$43.58 million and \$41.41 million against the liabilities for unrecognized tax benefits of \$70.84 million and \$68.51 million, as of June 30, 2017 and December 31, 2016, respectively. The Company has paid the taxes in order to reduce the possible interest and penalties related to these unrecognized tax benefits.

The Company's net amount of unrecognized tax benefits for tax disputes of \$1.66 million could change in the next twelve months as the court cases and global tax audits progress. At this time, due to the uncertain nature of this process, it is not reasonably possible to estimate an overall range of possible change.

Syntel has not provided for India Income Taxes which are disputed and pending at various levels (including potential tax disputes) of \$15.27 million for the financial year 1996-97 to June 30, 2017, which is after providing \$53.97 million as unrecognized tax benefits under ASC740. Indian tax exposures involve complex issues and may need an extended period to resolve the issues with the Indian income tax authorities. Syntel's management, after consultation with legal counsel, believes that the resolution of these matters will not have a material adverse effect on the Company's consolidated financial position or results of operations.

### **Service Tax Audit**

Syntel India regularly files quarterly service tax refund applications and claims refunds of service tax on input services, which remain unutilized against a lack of service tax on export of services. As of June 30, 2017, Syntel Indian entities have not provided against service tax refund claims of \$4.15 million disputed by the Indian Service Tax Department which are pending at various levels.

The Company obtained a tax consultant's advice on the aforesaid disputes. The consultant is of the view that the tax disputes are contrary to the wording of the service tax notifications and provisions. The Company therefore believes that its claims of service tax refunds should be upheld at the appellate stage and the refunds should be accordingly granted. Based on the consultant's tax advice, the Company believes that it has a reasonable basis to defend the rejection of the refunds. Accordingly, no provision has been made in the Company's books.

### **Undistributed Earnings of Foreign Subsidiaries**

During the three months ended September 30, 2016, and after a comprehensive review of anticipated sources and uses of capital both domestically and abroad, as well as other considerations, the Board of Directors determined that it was in the best interests of the Company and its shareholders to declare a special cash dividend of fifteen dollars (\$15.00) per share. In conducting this evaluation, the Board of Directors considered, among other factors, the operational and financial objectives of the Company, long-term and short-term capital needs, the Company's projections on growth and working capital needs, planned uses of U.S. and foreign earnings, the available sources of liquidity in the U.S., and growth plans outside of the U.S. As part of this evaluation, the Company determined that certain amounts which had been previously designated for internal and external expansion and investment at its foreign subsidiaries were no longer required for these purposes. The special cash dividend was funded through a one-time repatriation of approximately \$1.03 billion (net of foreign income tax \$210 million paid outside of the U.S) of cash held by the Company's foreign subsidiaries and a portion of borrowings under the new Senior Credit Facility. In connection with the one-time repatriation, the Company recognized a one-time tax expense of approximately \$270.6 million (net of foreign tax credits) in the third quarter of 2016. The Company has recorded additional state tax of \$0.9 million, attributable to the above repatriation, in quarter ended March 31, 2017.

Management regularly evaluates foreign earnings to determine whether future foreign earnings that accumulate will be permanently invested outside the U.S. In conducting this evaluation, management considers, among other factors, the operational and financial objectives of the Company, long-term and short-term capital needs, the Company's projections on growth and working capital needs,

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planned uses of U.S. and foreign earnings, the available sources of liquidity in the U.S., and growth plans outside of the U.S. The Company provides taxes on any foreign earnings in excess of these requirements. The June 30, 2017 provision includes the impact of certain foreign earnings that are not permanently invested. If in the future, management were to conclude that any additional portion of foreign earnings will not be permanently reinvested outside the U.S., this would result in an additional provision for income taxes, which could affect the Company's future effective tax rate. If the Company determines to repatriate all undistributed repatriable earnings of foreign subsidiaries as of June 30, 2017, the Company would have accrued taxes of approximately \$33.5 million.

### Local Taxes

As of June 30, 2017, the Company had a local tax liability provision of approximately \$0.4 million, equal to \$0.3 million net of federal tax benefit, relating to local taxes including employer withholding taxes, employer payroll expense taxes, business licenses, and corporate income taxes. As of December 31, 2016, the local tax liability provision was approximately \$0.4 million, equal to \$0.3 million net of tax, relating to local taxes including employer withholding taxes, employer payroll expense taxes, business license registrations, and corporate income taxes.

### Minimum Alternate Tax (MAT)

Minimum Alternate Tax ("MAT") is payable on the Book Income, including the income for which deduction is claimed under section 10A and section 10AA of the Indian Income Tax Act. The excess MAT over the normal tax liability is "MAT Credit". MAT Credit can be carried forward for 15 years (as amended by the Finance Act, 2017, as compared to 10 years, as previously provided) and set-off against future tax liabilities, if normal tax provisions are in excess of taxes payable under MAT. Accordingly, for the three months ended March 31, 2017, the Company has reversed a valuation allowance of \$2.92 million against deferred tax assets which was recognized on MAT Credit. The MAT credit as of June 30, 2017 of \$37.99 million (net of valuation allowance of \$2.47 million) must be utilized before March 31 of the following financial years and will expire as follows:

| <u>Year of Expiry Of MAT Credit</u> | <u>Amount in USD (in millions)</u> |
|-------------------------------------|------------------------------------|
| 2022-2023                           | 0.20                               |
| 2023-2024                           | 0.27                               |
| 2024- 2025                          | 1.00                               |
| 2025- 2026                          | 1.85                               |
| 2026- 2027                          | 0.82                               |
| 2027- 2028                          | 6.16                               |
| 2028- 2029                          | 7.29                               |
| 2029- 2030                          | 8.00                               |
| 2030- 2031                          | 10.30                              |
| 2031- 2032                          | 3.29                               |
| 2032- 2033                          | 1.28                               |
| Total                               | 40.46                              |
| Less: valuation allowance           | (2.47)                             |
| Total (net of valuation allowance)  | 37.99                              |

## 16. COMMITMENTS AND CONTINGENCIES

As of June 30, 2017, and December 31, 2016, Syntel's subsidiaries have commitments for capital expenditures (net of advances) of \$29.0 million and \$33.0 million, respectively, primarily related to the technology campuses being constructed at Pune and Chennai in India.

Syntel's Indian subsidiaries' operations are carried out from their development centers/units in Mumbai, Pune, Chennai and Gurgaon forming part of a SEZ/STPI scheme. Under these schemes, the registered units have export obligations, which are based on the formula provided by the notifications/circulars issued by the STPI and SEZ authorities from time to time. The consequence of not meeting the above commitments would be a retroactive levy of import duty on items previously imported

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duty free for these units. Additionally, the respective authorities have rights to levy penalties for any defaults on a case-by-case basis. The Company is confident of meeting these obligations.

The Company is party to various legal actions arising in the ordinary course of business, including litigation and governmental and regulatory controls. The Company's estimates regarding legal contingencies are based on information known about the matters and its experience in contesting, litigating and settling similar matters. It is the opinion of management with respect to pending or threatened litigation matters that unfavorable outcomes are neither probable nor remote and that estimates of possible loss are not able to be made. Although actual amounts could differ from management's estimate, none of the pending or threatened actions are believed by management to involve future amounts that would be material to the Company's financial position or results of operations.

The Company estimates the costs associated with known legal exposures and their related legal expenses and accrues reserves for either the probable liability, if that amount can be reasonably estimated, or otherwise the lower end of an estimated range of potential liability. As at December 31, 2016, the Company has recorded a \$0.3 million liability for a litigation matter related contingency which was subsequently paid during three months ended March 31, 2017. During the six months ended June 30, 2017, there was no accrual related to litigation.

## 17. STOCK BASED COMPENSATION

### Share Based Compensation:

On June 1, 2006, the Company adopted an Amended and Restated Stock Option and Incentive Plan (the "Amended Plan"). Under the Amended Plan, a total of sixteen million shares of common stock (adjusted for the effects of the 2014 stock split) were reserved for issuance. The dates on which options or restricted stock units granted under the Amended Plan become first exercisable or have their restriction lapse are determined by the Compensation Committee of the Board of Directors, but generally occur over a four-year period from the date of grant. The term of any option may not exceed ten years from the date of grant. As of June 1, 2016, the Amended Plan terminated and no further awards may be made under the Amended Plan.

On February 28, 2016, the Company's Board of Directors approved the adoption of the 2016 Incentive Plan (the "2016 Plan") subject to shareholder approval. On June 8, 2016 the Company's shareholders approved the 2016 Plan. The principal features of the 2016 Plan are substantially the same as those of the Amended Plan. Under the 2016 Plan, a total of sixteen million shares of common stock were reserved for issuance. The dates on which options or restricted stock units granted under the Amended Plan become first exercisable or have their restriction lapse are determined by the Compensation Committee of the Board of Directors, but for employees generally occur over a four-year period from the date of grant and for non-employee directors generally occur at the Company's next annual meeting of shareholders.

On November 30, 2016, Company's Board of Directors and the Compensation Committee established a program for a one-time grant of Restricted Stock Units ("RSUs") to certain senior management employees. The parameters of the program and the restrictions on the RSUs granted are consistent with the 2016 Plan approved by shareholders on June 8, 2016, except as follows:

1. The employee may purchase up to a specified number of shares of Syntel, Inc. common stock ("Common Stock") whose purchase price is equal to up to 25% of the employee's base salary ("Purchased Shares").
2. Upon proof of purchase of the Common Stock, the employee will receive a grant of RSUs equal to 25% of the number of the Purchased Shares (the "Grant").
3. The restriction period on 25% of the Grant will lapse on each of the first four anniversaries of the grant date.

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The RSUs will be forfeited if the employee ceases to be an employee of the Company or if the employee does not retain Purchased Shares equal to four times the remaining RSUs from the Grant through the applicable restriction period. No stock options were issued for the three months and six months ended June 30, 2017 and 2016 under either the Amended Plan or the 2016 Plan.

The Company accounts for share-based compensation based on the fair value of share-based payment awards on the date of grant. Fair value of share-based payment awards are calculated based on the Company's share prices which are quoted in market. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in the Company's Statement of Comprehensive Income. Share-based compensation expense recognized as above for the three months ended June 30, 2017 and 2016 was \$2.1 million (including charges for restricted stock units and a dividend equivalent) and \$1.9 million, respectively, including a charge for restricted stock and for the six months ended June 30, 2017 and 2016 was \$4.6 million (including charges for restricted stock units and a dividend equivalent) and \$3.7 million, respectively, including a charge for restricted stock.

The shares issued upon the exercise of the options are new share issues.

**Restricted Stock Units:**

On different dates during the years ended December 31, 2016, 2015 and 2014, and for the six months ended June 30, 2017, the Company issued restricted stock awards (adjusted to account for the 2014 stock split) of 415,519, 135,440, 293,904 and 39,022, respectively, to its non-employee directors and some employees as well as to some employees of its subsidiaries. The restricted stock awards were granted to employees for their future services as a retention tool at a zero exercise price, vest in shares with regards to 25% of the awards issued on or after the first, second, third and fourth anniversary of the grant dates.

During the third quarter of 2016, the Board of Directors declared a special cash dividend of fifteen dollars (\$15.00) per share on outstanding common stock which was payable on October 3, 2016, to shareholders of record at the close of business on September 22, 2016. Further, it was resolved by the Board of Directors that restricted stock units granted to employees and directors prior to the dividend record date will receive an amount equivalent to the dividend when the applicable restriction on the restricted stock units lapses. The special dividend resulted in a modification of the existing stock compensation plan. Accordingly, incremental compensation cost was measured as the excess, if any, of the fair value of the modified award over the fair value of the original award accounted on a graded basis with the incremental expense being recognized over the remaining vesting period. As a result of the above, the Company has recorded an additional compensation cost of \$0.5 million during the three months ended June 30, 2017 and \$1.2 million during the six months ended June 30, 2017.

The impact on the Company's results of operations of recording stock-based compensation (including impact of restricted stock) for the three and six months ended June 30, 2017 and 2016 was as follows:

|  | <b>Three Months Ended</b> |                 | <b>(in thousands)</b>   |                |
|--|---------------------------|-----------------|-------------------------|----------------|
|  | <b>June 30,</b>           |                 | <b>Six Months Ended</b> |                |
|  | <b>2017</b>               | <b>2016</b>     | <b>2017</b>             | <b>2016</b>    |
|  | <i>(in thousands)</i>     |                 | <i>(in thousands)</i>   |                |
| Cost of revenues                             | \$ 957                    | \$ 729          | \$1,937                 | \$1,389        |
| Selling, general and administrative expenses | 1,159                     | 1,132           | 2,648                   | 2,293          |
|  | <u>\$ 2,116</u>           | <u>\$ 1,861</u> | <u>\$4,585</u>          | <u>\$3,682</u> |

No cash was received from option exercises under all share-based payment arrangements for the six months ended June 30, 2017 and 2016, respectively.

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A summary of the activity for restricted stock unit awards granted under our stock-based compensation plans as of June 30, 2017 and December 31, 2016 and changes during the period ended are presented below:

|                       | Six Months Ended June 30,<br>2017 |   | Year ended December 31,<br>2016 |   |
|-----------------------|-----------------------------------|---|---------------------------------|---|
|                       | Number Of Awards                  | Weighted<br>Average<br>Grant Date<br>Fair Value | Number Of<br>Awards             | Weighted<br>Average Grant<br>Date Fair<br>Value |
| Unvested at January 1 | 669,556                           | \$ 29.16  | 465,290                         | \$ 41.47  |
| Granted               | 39,022                            | \$ 17.23  | 415,519                         | \$ 20.57  |
| Vested                | (40,590)                          | \$ 41.69  | (198,725)                       | \$ 39.10  |
| Forfeited             | (66,165)                          | \$ 37.99  | (12,528)                        | \$ 43.77  |
| <b>Unvested Total</b> | <b>601,823</b>                    | <b>\$ 26.57</b>                                 | <b>669,556</b>                  | <b>\$ 29.16</b>                                 |

As of June 30, 2017, \$12.0 million of total remaining unrecognized stock-based compensation cost related to restricted stock awards is expected to be recognized over the weighted-average remaining requisite service period of 2.85 years.

#### 18. VACATION PAY

The accrual for unutilized leave balance is determined based on the entire leave balance available to the employees at period end. The leave balance eligible for carry-forward is valued at gross compensation rates and eligible for compulsory encashment at basic compensation rates.

The gross charge (reversal) for unutilized earned leave was \$(0.04) million and \$1.9 million for the three months ended June 30, 2017 and 2016, respectively.

The gross charge (reversal) for unutilized earned leave of \$(0.04) million during the three months ended June 30, 2017 was primarily on account of reversal of leave cost for the differential between leave accruals and actual amount paid due to change in scheme of leave encashment availed by employees during second quarter of 2017.

The gross charge for unutilized earned leave was \$0.4 million and \$3.5 million for the six months ended June 30, 2017 and 2016, respectively.

The amounts accrued for unutilized earned leave are \$20.5 million and \$23.1 million as of June 30, 2017 and December 31, 2016, respectively, and are included within accrued payroll and related costs.

#### 19. EMPLOYEE BENEFIT PLANS

The Company maintains a 401(k) retirement plan that covers all regular employees on Syntel, Inc.'s U.S. payroll. Eligible employees may contribute up to the lesser of 60% of their compensation or \$18,000, subject to certain limitations, to the retirement plan. The Company may make contributions to the plan at the discretion of the Board of Directors; however, through June 30, 2017, no Company contributions have been made.

Eligible employees on Syntel's Indian payroll receive benefits under the Provident Fund ("PF"), which is a defined contribution plan. Both the employee and the Company make monthly contributions equal to a specified percentage of the covered employee's salary. The Company has no further obligations under the plan beyond its monthly contributions. The contributions made to the fund are administered and managed by the Government of India. The Company's monthly contributions are expensed in the period they are incurred. Provident Fund Contribution expense recognized by Indian entities for the three months ended June 30, 2017 and 2016 was \$1.5 million and \$1.6 million, respectively and for six months ended June 30, 2017 and 2016 was \$2.9 million and \$3.1 million, respectively.



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In accordance with the Payment of Gratuity Act, 1972 of India, the Indian subsidiary provides for gratuity, a defined retirement benefit plan (the “Gratuity Plan”) covering eligible employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, based on the respective employee’s salary and the tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation and are expensed in the period determined. The Gratuity Plan is a non-funded plan. The amounts accrued under this plan are \$15.6 million and \$13.6 million as of June 30, 2017 and December 31, 2016, respectively, and are included within current liabilities and in other non-current liabilities, as applicable. Expense recognized by Indian entities under the Gratuity Plan for the three months ended June 30, 2017 and 2016 was \$0.9 million and \$0.9 million, respectively, and for six months ended June 30, 2017 and 2016 was \$1.9 million and \$1.8 million, respectively.

### **20. CONSOLIDATION OF A VARIABLE INTEREST ENTITY**

Syntel Delaware is a 100% subsidiary of Syntel, Inc. and a 49% shareholder of the joint venture (“JV”) entity SSSSML, the other shareholder being an affiliate of State Street Bank. Syntel Delaware has a variable interest in SSSSML as it is entitled to all the profits and solely responsible for all losses incurred by SSSSML even though it holds only 49% in the JV entity. Accordingly, Syntel Delaware consolidates the JV entity SSSSML.

The Company’s Banking and Financial Services to State Street Bank and one other client are provided through the above joint venture between the Company and an affiliate of State Street Bank. Sales of Banking and Financial Services to these two clients represented approximately 11.2% and 10.7% of the Company’s total revenues for the three months ended June 30, 2017 and 2016, respectively and 11.5% and 10.6% for the six months ended June 30, 2017 and 2016, respectively.

### **21. FAIR VALUE MEASUREMENTS**

The Company follows the guidance for fair value measurements and fair value option for financial assets and liabilities, which primarily relate to the Company’s investments and forward contracts, interest rate swaps and other financial assets and liabilities.

This standard includes a fair value hierarchy that is intended to increase consistency and comparability in fair value measurements and related disclosures. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable. Observable inputs reflect assumptions market participants would use in pricing an asset or liability based on market data obtained from independent sources while unobservable inputs reflect a reporting entity’s pricing based upon their own market assumptions.

Fair values of interest rate swaps are measured using standard valuation models using inputs that are readily available in public markets, or can be derived from observable market transactions, including LIBOR spot and forward rates.

The fair value hierarchy consists of the following three levels:

- Level 1 – Inputs are quoted prices in active markets for identical assets or liabilities.
- Level 2 – Inputs are quoted prices for similar assets or liabilities in an active market, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable and market-corroborated inputs which are derived principally from or corroborated by observable market data.
- Level 3 – Inputs are derived from valuation techniques in which one or more significant inputs or value drivers are unobservable.

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The following table summarizes the Company's financial assets measured at fair value on a recurring basis as of June 30, 2017:

|  | Level 1        | Level 2       | Level 3     | (In Millions)<br>Total |
|--|----------------|---------------|-------------|------------------------|
| Short Term Investments-                    |                |               |             |                        |
| Available for Sale Securities              | \$ 25.6        | \$ —          | \$ —        | \$ 25.6                |
| Term Deposits                              | —              | 4.2           | —           | 4.2                    |
| Interest Rate Swap                         | —              | 0.8           | —           | 0.8                    |
| <b>Total Assets Measured at Fair Value</b> | <b>\$ 25.6</b> | <b>\$ 5.0</b> | <b>\$ —</b> | <b>\$ 30.6</b>         |

The following table summarizes the Company's financial assets measured at fair value on a recurring basis as of December 31, 2016:

|  | Level 1        | Level 2       | Level 3     | (In Millions)<br>Total |
|--|----------------|---------------|-------------|------------------------|
| Short Term Investments-                    |                |               |             |                        |
| Available for Sale Securities              | \$ 15.0        | \$ —          | \$ —        | \$ 15.0                |
| Term Deposits                              | —              | 6.8           | —           | 6.8                    |
| Interest Rate Swap                         | —              | 0.5           | —           | 0.5                    |
| <b>Total Assets Measured at Fair Value</b> | <b>\$ 15.0</b> | <b>\$ 7.3</b> | <b>\$ —</b> | <b>\$ 22.3</b>         |

## 22. TERM DEPOSITS

The following table summarizes the term deposits with various banks outstanding as of June 30, 2017 and December 31, 2016.

| Balance Sheet Item     | As of<br>June 30,<br>2017 | (In Millions)<br>As of<br>December 31,<br>2016 |
|------------------------|---------------------------|--|
| Short Term Investments | \$ 3.96                   | \$ 6.60  |
| Non-Current Assets     | 0.24                      | 0.23   |
| <b>Total</b>           | <b>\$ 4.20</b>            | <b>\$ 6.83</b>                                 |

## 23. Other Income (Expense), Net

The following table represents the components of other income (expense), net.

|                                   | Three Months Ended |                 | Six Months Ended  |                 |
|-----------------------------------|--------------------|-----------------|-------------------|-----------------|
|                                   | June 30,           |                 | June 30,          |                 |
|                                   | 2017               | 2016            | 2017              | 2016            |
| Interest expense                  | \$ (3,216)         | \$ (575)        | \$ (6,592)        | \$ (1,145)      |
| Interest income on term deposits  | 93                 | 3,581           | 225               | 7,485           |
| Gain on sale of mutual funds, net | 329                | 1,778           | 560               | 2,479           |
| Miscellaneous income              | 40                 | 91              | 173               | 152             |
| <b>Total</b>                      | <b>\$ (2,754)</b>  | <b>\$ 4,875</b> | <b>\$ (5,634)</b> | <b>\$ 8,971</b> |

## 24. Reclassifications

Certain amounts in previously issued consolidated financial statements have been reclassified to conform to the current period presentation.

## 25. RECENT ACCOUNTING PRONOUNCEMENTS

### Recently adopted accounting standards

In March 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2016-09, Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting (“ASU 2016-09”). The effective date of ASU 2016-09 is for fiscal years beginning after December 15, 2016. The Company adopted the amendments in ASU 2016-09 during the first quarter of 2017. This standard simplifies or clarifies several aspects of the accounting for equity-based payment awards, including the income tax consequences, classification of awards as either equity or liabilities, and classification in the Consolidated Statements of Cash Flows. Certain changes under the ASU are required to be applied retrospectively, while other changes are required to be applied prospectively. There were no material impacts to the Company’s results of operations or liquidity as a result of adopting ASU 2016-09. The adoption of this ASU resulted in the following:

During the three months ended March 31, 2017, the Company has accounted on a prospective basis in the income statement for the income tax expense or benefit for the tax effects of differences recognized on or after the effective date of the equity-based payment awards between the deduction for an award for tax purposes and the cumulative compensation costs of that award recognized for financial reporting purposes. The Company has also presented on a prospective basis the excess tax benefits (deficiencies) as operating cash flows in its cash flow statement. Prior period cash flow statements have not been adjusted retrospectively to take into account the transition method.

The Company recognizes share-based payment forfeitures as they occur. Prior to adoption of this ASU, forfeitures were estimated in order to arrive at current period expense. There are no cumulative effect adjustments to accumulated deficit on the Consolidated Balance Sheet as of January 1, 2017 as a result of the adoption of these amendments.

### Recently issued accounting standards

ASU 2014-09, Revenue from Contracts with Customers – Issued May 2014, was scheduled to be effective for Syntel beginning January 1, 2017, however on July 9, 2015, the FASB approved the proposal to defer the effective date of the ASU for public companies to January 1, 2018 with an option to elect to adopt the ASU as of the original effective date. The new standard is intended to substantially enhance the quality and consistency of how revenue is reported while also improving the comparability of the financial statements of companies using U.S. generally accepted accounting principles (GAAP) and those using International Financial Reporting Standards (IFRS). The core principle of ASU 2014-09 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

On March 17, 2016, the FASB issued ASU No. 2016-08, Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net), that clarifies how to apply revenue recognition guidance related to whether an entity is a principal or an agent. In April 2016, the FASB issued ASU 2016-10, Identifying Performance Obligations and Licensing, and ASU 2016-12 Narrow Scope Improvements and Practical Expedients, which amended ASU 2014-09, Revenue from Contract from Customers (Topic 606). These amendments of this ASU provide additional clarification on criterion within Topic 606 as well as additional guidance for transition to the new revenue recognition criteria. These amendments will provide additional guidance on the application of and transition to the new revenue recognition standards.

The new guidance also addresses the accounting for some costs to obtain or fulfill a customer contract and provides a set of disclosure requirements intended to give financial statement users comprehensive information about the nature, amount, timing, and uncertainty of revenues and cash flows arising from customer contracts. The requirements of this ASU and its impact on the Company are being evaluated. We have established a cross-functional coordinated implementation team to implement the standard update related to the recognition of revenue from contracts with customers.

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Evaluation of existing revenue contracts for any changes in line with above standard is in process with the help of experts. We are in the process of identifying and implementing changes to our processes to meet the standard's updated reporting and disclosure requirements. We are also evaluating the internal control changes, if any, during the implementation of the standard. A transition method for this ASU is being evaluated.

In January 2016, the FASB issued an update (ASU 2016-01) to the standard on financial instruments. The update significantly revises an entity's accounting related to (1) the classification and measurement of investments in equity securities and (2) the presentation of certain fair value changes for financial liabilities measured at fair value. It also amends certain disclosure requirements. The update is effective for fiscal years, and interim periods within those fiscal years, beginning on or after January 1, 2018. Upon adoption, entities will be required to make a cumulative-effect adjustment to the statement of financial position as of the beginning of the first reporting period in which the guidance is effective. However, the specific guidance on equity securities without readily determinable fair value will apply prospectively to all equity investments that exist as of the date of adoption. Early adoption of certain sections of this update is permitted. The requirements of this ASU and its impact on the Company are currently being evaluated.

In February 2016, the FASB issued an update (ASU 2016-02) to the standard on Leases to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. The ASU is effective for public business entities issuing financial statements for the annual periods beginning after December 15, 2018, and interim periods within those annual periods. The requirements of this ASU and its impact on the Company are currently being evaluated.

In June 2016, the FASB issued an update on Financial Instruments—Credit Losses (ASU 2016-13) Measurement of Credit Losses on Financial Instruments which (i) significantly changes the impairment model for most financial assets that are measured at amortized cost and certain other instruments from an incurred loss model to an expected loss model; and (ii) provides for recording credit losses on available-for-sale (AFS) debt securities through an allowance account. The update also requires certain incremental disclosures. The amendments in this update are effective for fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. The requirements of this ASU and its impact on the Company are currently being evaluated.

In August 2016, the FASB issued an update on Statement of Cash Flows (Topic 230)- Clarification of certain cash receipts and cash payments (ASU 2016-15) which requires the Company to present and classify certain cash receipts and cash payments in the statement of cash flows under Topic 230, Statement of Cash Flows, and other Topics. This update addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice. The amendments in this update are effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The requirements of this ASU and its impact on the Company are currently being evaluated.

In October 2016, the FASB issued ASU 2016-16, "Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory". This update requires the income tax consequences of intra-entity transfers of assets other than inventory to be recognized when the intra-entity transfer occurs rather than deferring recognition of income tax consequences until the transfer was made with an outside party. ASU 2016-16 is effective for annual reporting periods, and interim periods therein, beginning after December 15, 2017. Early application is permitted as of the beginning of the interim or annual reporting period. A modified retrospective approach should be applied. The Company does not expect that the adoption of this guidance will have a significant impact on the Company's Consolidated Financial Statements.

In November 2016, the FASB issued an update on Statement of Cash Flows (Topic 230) - Restricted Cash (ASU 2016-18). The amendments in this update require that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted

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cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The amendments in this update do not provide a definition of restricted cash or restricted cash equivalents. The amendments in this update are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The requirements of this ASU and its impact on the Company are currently being evaluated.

In January 2017, the FASB issued an update (ASU 2017-04) to the standard on Intangibles—Goodwill and Other (Topic 350). To simplify the subsequent measurement of goodwill, the Board eliminated Step 2 from the goodwill impairment test. In computing the implied fair value of goodwill under Step 2, an entity had to perform procedures to determine the fair value at the impairment testing date of its assets and liabilities (including unrecognized assets and liabilities) following the procedure that would be required in determining the fair value of assets acquired and liabilities assumed in a business combination. The amendments in this Update modify the concept of impairment from the condition that exists when the carrying amount of goodwill exceeds its implied fair value to the condition that exists when the carrying amount of a reporting unit exceeds its fair value. An entity no longer will determine goodwill impairment by calculating the implied fair value of goodwill by assigning the fair value of a reporting unit to all of its assets and liabilities as if that reporting unit had been acquired in a business combination. Because these amendments eliminate Step 2 from the goodwill impairment test, they should reduce the cost and complexity of evaluating goodwill for impairment. A public business entity that is a U.S. Securities and Exchange Commission filer should adopt the amendments in this update for its annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019. The requirements of this ASU are not expected to have material impact on the Company's Consolidated Financial Statements.

In March 2017, the FASB issued Accounting Standards Update No. 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost ("ASU 2017-07"). The update requires employers to present the service cost component of the net periodic benefit cost in the same income statement line item as other employee compensation costs arising from services rendered during the period. The other components of net benefit cost, including interest cost, expected return on plan assets, amortization of prior service cost/credit and actuarial gain/loss, and settlement and curtailment effects, are to be presented outside of any subtotal of operating income. Employers will have to disclose the line(s) used to present the other components of net periodic benefit cost, if the components are not presented separately in the income statement. ASU 2017-07 is effective for fiscal years and interim periods beginning after December 15, 2017, and early adoption is permitted. The Company is currently evaluating the impact of adoption on its financial statements and related disclosures.

In May 2017, the FASB issued ASU 2017-09, Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting guidance which provide clarity and reduce both (i) diversity in practice; and (ii) cost and complexity when accounting for a change in the terms or conditions of a share-based payment award. The amendments in this guidance should be applied prospectively in annual periods beginning after December 15, 2017, including interim periods within those periods, with early adoption permitted. The adoption of this guidance is not expected to have a material effect on the Company's consolidated financial statements.

## **26. SUBSEQUENT EVENTS**

The Board has authorized a stock repurchase plan under which the Company may repurchase shares of common stock with a total value not to exceed \$60 Million. The stock repurchase plan is effective on July 25, 2017 and is authorized to continue through December 31, 2018. Repurchases under the Company's new program may be made in open market or privately negotiated transactions in compliance with Securities and Exchange Commission Rule 10b-18, subject to market conditions, applicable legal requirements, and other relevant factors. Any repurchased common stock will be available for use in connection with the Company's incentive plan and for other corporate purposes.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### SYNTEL INC. AND SUBSIDIARIES

#### RESULTS OF OPERATIONS

**Net Revenues.** The Company's revenues consist of fees derived from its Banking and Financial Services; Healthcare and Life Sciences; Insurance; Manufacturing; and Retail, Logistics and Telecom business segments. Net revenues for the three months ended June 30, 2017 decreased to \$226.8 million from \$246.0 million for the three months ended June 30, 2016, representing a 7.8% decrease. Worldwide utilized billable headcount as of June 30, 2017 decreased by 4.2% to 16,887 employees as compared to 17,632 employees as of June 30, 2016. Soft macroeconomic uncertainty, industry specific or policy related headwinds, lower budgets and extended decision cycle contributed to a reduction in revenue. The Company's verticalization sales strategy focusing on Banking and Financial Services; Healthcare and Life Sciences; Insurance; Manufacturing; and Retail, Logistics and Telecom has enabled better focus and relationships with key customers. Further, our investments in broadening account coverage, execution and in new offerings such as digital modernization and automation have a potential to contribute growth in the business across service lines and geographic regions. We also continue to invest in geographical expansion. As of June 30, 2017, the Company had approximately 75.8% of its utilized billable workforce in India as compared to 75.4% as of June 30, 2016. The Company's top five clients accounted for 54.7% of the total revenues in the three months ended June 30, 2017, down from 58.1% of its total revenues in the three months ended June 30, 2016. The Company's top five clients accounted for 55.4% of the total revenue in the six months ended June 30, 2017 as compared to 58.6% of its total revenue in the six months ended June 30, 2016. The Company's top 10 clients accounted for 68.9% of the total revenues in the three months ended June 30, 2017 as compared to 72.3% in the three months ended June 30, 2016. The Company's top 10 clients accounted for 70.0% of the total revenues in the six months ended June 30, 2017 as compared to 72.8% in the six months ended June 30, 2016. The Company's top 4-50 clients accounted for 50.3% of the total revenues in the three months ended June 30, 2017, up from 47.6% of its total revenues in the three months ended June 30, 2016. The Company's top 4-50 clients accounted for 49.4% of the total revenues in the six months ended June 30, 2017, up from 47.2% of its total revenues in the six months ended June 30, 2016.

**Cost of Revenues.** The Company's cost of revenues consists of costs directly associated with billable consultants in the U.S. and offshore, including salaries, payroll taxes, benefits, relocation costs, immigration costs, finder's fees, trainee compensation and travel. The cost of revenues increased to 64.1% of total revenue for the three months ended June 30, 2017, from 63.0% for the three months ended June 30, 2016. The 1.1% increase in cost of revenues, as a percent of revenues, for the three months ended June 30, 2017, as compared to the three months ended June 30, 2016, was attributable primarily to decrease in revenue and rupee appreciation offset by decrease in compensation cost due to reversal of leave accruals and decrease in headcount, decreased immigration expenses, decreased contract services cost, decreased benefits cost including decrease in health insurance cost, decreased travel expenses due to decrease in onsite travel claims. During the three months ended June 30, 2017, the Indian rupee has appreciated against the U.S. dollar, on average, 3.86% as compared to the three months ended June 30, 2016. This rupee appreciation negatively impacted the Company's gross margin by 62 basis points, operating income by 104 basis points and net income by 111 basis points, each as a percentage of revenue.

The cost of revenues increased to 63.8% of total revenue for the six months ended June 30, 2017, from 62.9% for the six months ended June 30, 2016. The 0.9% increase in cost of revenues, as a percent of revenues, for the six months ended June 30, 2017, as compared to the six months ended June 30, 2016, was attributable primarily to decrease in revenue and rupee appreciation offset by decrease in compensation cost due to reversal of leave accruals and a decrease in headcount, decreased immigration expenses, decreased contract services cost, decreased benefits cost including decrease in health insurance cost, decreased travel expenses due to decrease in onsite travel claims. During the six months ended June 30, 2017, the Indian rupee has appreciated against the U.S. dollar, on average, 2.80% as compared to the six months ended June 30, 2016. This rupee appreciation negatively impacted the Company's gross margin by 41 basis points, operating income by 72 basis points and net income by 76 basis points, each as a percentage of revenue.

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**Banking and Financial Services Revenues.** Banking and Financial Services revenues decreased to \$103.7 million for the three months ended June 30, 2017 or 45.7% of total revenues, from \$120.4 million, or 48.9% of total revenues for the three months ended June 30, 2016. The \$16.7 million decrease was attributable primarily to a \$72.4 million decrease in revenue from project completions and an \$8.7 million decrease in revenues from existing projects, largely offset by a \$64.4 million increase in revenues from new engagements. Banking and Financial Services revenues decreased to \$209.6 million for the six months ended June 30, 2017 or 46.3% of total revenues, from \$241.8 million, or 49.6% of total revenues for the six months ended June 30, 2016. The \$32.2 million decrease was attributable primarily to a \$108.1 million decrease in revenue from project completion and a \$51.7 million decrease in revenues from existing projects, largely offset by a \$127.6 million increase in revenues from new engagements.

**Banking and Financial Services Cost of Revenues.** Banking and Financial Services cost of revenues consists of costs directly associated with billable consultants in the U.S. and offshore, including salaries, payroll taxes, benefits, relocation costs, immigration costs, finder's fees, trainee compensation and travel. Banking and Financial Services cost of revenues increased to 63.7% of total Banking and Financial Services revenues for the three months ended June 30, 2017, from 63.5% for the three months ended June 30, 2016. The 0.2% increase in cost of revenues, as a percent of revenues for the three months ended June 30, 2017, as compared to the three months ended June 30, 2016, was attributable primarily to decrease in revenue and rupee appreciation offset by decrease in compensation cost due to reversal of leave accruals and decrease in headcount, decreased immigration expenses, decreased contract services cost, decreased benefits cost including decrease in health insurance cost, decreased travel expenses due to decrease in onsite travel claims.

Cost of revenues for the six months ended June 30, 2017 increased to 63.3% of Banking and Financial Services revenues, from 62.7% for the six months ended June 30, 2016. The 0.6% increase in cost of revenues, as a percent of revenues for the six months ended June 30, 2017, as compared to the six months ended June 30, 2016, was attributable primarily to decrease in revenue and rupee appreciation offset by decrease in compensation cost due to reversal of leave accruals and decrease in headcount, decreased immigration expenses, decreased contract services cost, decreased benefits cost including decrease in health insurance cost, decreased travel expenses due to decrease in onsite travel claims.

**Healthcare and Life Sciences Revenues.** Healthcare and Life Sciences revenues decreased to \$39.6 million for the three months ended June 30, 2017, or 17.5% of total revenues from \$40.0 million for the three months ended June 30, 2016, or 16.3% of total revenues. The \$0.4 million decrease was attributable primarily to a \$9.4 million decrease in revenue from project completion, largely offset by an \$8.9 million increase in revenues from new engagements and a \$0.1 million increase in revenues from existing projects. The revenues for the six months ended June 30, 2017 decreased to \$77.2 million, or 17.0% of total revenues, from \$78.4 million or 16.1% of total revenues for the six months ended June 30, 2016. The \$1.2 million decrease was attributable primarily to a \$20.9 million decrease in revenue from project completion, largely offset by a \$15.0 million increase in revenues from new engagements and a \$4.7 million increase in revenues from existing projects.

**Healthcare and Life Sciences Cost of Revenues.** Healthcare and Life Sciences cost of revenues consists of costs directly associated with billable consultants in the U.S. and offshore, including salaries, payroll taxes, benefits, relocation costs, immigration costs, finder's fees, trainee compensation and travel. Healthcare and Life Sciences cost of revenues increased to 61.2% of total Healthcare and Life Sciences revenues for the three months ended June 30, 2017, from 58.3% for the three months ended June 30, 2016. The 2.9% increase in cost of revenues, as a percent of revenues for the three months ended June 30, 2017, as compared to the three months ended June 30, 2016, was attributable primarily to decrease in revenue and rupee appreciation offset by decrease in compensation cost due to reversal of leave accruals and decrease in headcount, decreased immigration expenses, decreased contract services cost, decreased benefits cost including decrease in health insurance cost, decreased travel expenses due to decrease in onsite travel claims.

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Cost of revenues for the six months ended June 30, 2017 decreased to 61.2% of Healthcare and Life Sciences revenues, from 61.4% for the six months ended June 30, 2016. The 0.2% decrease in cost of revenues, as a percent of revenues for the six months ended June 30, 2017, as compared to the six months ended June 30, 2016, was attributable primarily to decrease in compensation cost due to reversal of leave accruals and decrease in headcount, decreased immigration expenses, decreased contract services cost, decreased benefits cost including decrease in health insurance cost, decreased travel expenses due to decrease in onsite travel claims offset by decrease in revenue and rupee appreciation.

**Insurance Revenues .** Insurance revenues increased to \$33.1 million for the three months ended June 30, 2017 or 14.6% of total revenues, from \$32.3 million, or 13.1% of total revenues for the three months ended June 30, 2016. The \$0.8 million increase was attributable primarily to revenues from new engagements contributing an \$8.0 million largely offset by \$5.1 million in lost revenues as a result of project completion and a \$2.1 million net decrease in revenues from existing projects. The revenues for the six months ended June 30, 2017 increased to \$65.5 million, or 14.5% of total revenues, from \$62.8 million or 12.9% of total revenues for the six months ended June 30, 2016. The \$2.7 million increase was attributable primarily to a \$14.1 million increase in revenues from new engagements, largely offset by a \$8.1 million in lost revenues as a result of project completion and a \$3.3 million net decrease in revenues from existing projects.

**Insurance Cost of Revenues.** Insurance cost of revenues consists of costs directly associated with billable consultants, including salaries, payroll taxes, benefits, finder's fees, trainee compensation and travel. Insurance cost of revenues increased to 68.7% of total insurance revenues for the three months ended June 30, 2017, from 64.6% for the three months ended June 30, 2016. The 4.1% increase in cost of revenues, as a percent of total revenues for the three months ended June 30, 2017, as compared to the three months ended June 30, 2016, was attributable primarily to rupee appreciation offset by decrease in compensation cost due to reversal of leave accruals and decrease in headcount, decreased immigration expenses, decreased contract services cost, decreased benefits cost including decrease in health insurance cost, decreased travel expenses due to decrease in onsite travel claims and increase in revenue.

Cost of revenues for the six months ended June 30, 2017 increased to 67.5% of insurance revenues, from 65.0% for the six months ended June 30, 2016. The 2.5% increase in cost of revenues, as a percent of revenues for the six months ended June 30, 2017, as compared to the six months ended June 30, 2016, was attributable primarily to rupee appreciation offset by decrease in compensation cost due to reversal of leave accruals and decrease in headcount, decreased immigration expenses, decreased contract services cost, decreased benefits cost including decrease in health insurance cost, decreased travel expenses due to decrease in onsite travel claims and increase in revenue.

**Manufacturing Revenues.** Manufacturing revenues decreased to \$9.5 million for the three months ended June 30, 2017 or 4.2% of total revenues, from \$11.8 million, or 4.8% of total revenues for the three months ended June 30, 2016. The \$2.3 million decrease was attributable primarily to a \$3.3 million decrease in revenues from existing projects and a \$2.9 million decrease in revenue from project completion, largely offset by a \$3.9 million increase in revenues from new engagements. The revenues for the six months ended June 30, 2017 decreased to \$19.0 million, or 4.2% of total revenues, from \$23.3 million or 4.8% of total revenues for the six months ended June 30, 2016. The \$4.3 million decrease was attributable primarily to a \$5.1 million decrease in revenues from existing projects and a \$4.5 million decrease in revenue from project completion, largely offset by a \$5.3 million increase in revenues from new engagements.

**Manufacturing Cost of Revenues .** Manufacturing cost of revenues consists of costs directly associated with billable consultants in the U.S., including salaries, payroll taxes, benefits, relocation costs, immigration costs, finder's fees, trainee compensation and travel. Manufacturing cost of revenues increased to 73.6% of total manufacturing revenues for the three months ended June 30, 2017, from 69.4% for the



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three months ended June 30, 2016. The 4.2% increase in cost of revenues for the three months ended June 30, 2017, as a percent of total Manufacturing revenues, as compared to the three months ended June 30, 2016, was attributable primarily to decrease in revenue and rupee appreciation offset by decrease in compensation cost due to reversal of leave accruals and decrease in headcount, decreased immigration expenses, decreased contract services cost, decreased benefits cost including decrease in health insurance cost, decreased travel expenses due to decrease in onsite travel claims.

Cost of revenues for the six months ended June 30, 2017 increased to 74.3% of Manufacturing revenues, from 70.7% for the six months ended June 30, 2016. The 3.6% increase in cost of revenues, as a percent of revenues for the six months ended June 30, 2017, as compared to the six months ended June 30, 2016, was attributable primarily to decrease in revenue and rupee appreciation offset by decrease in compensation cost due to reversal of leave accruals and decrease in headcount, decreased immigration expenses, decreased contract services cost, decreased benefits cost including decrease in health insurance cost, decreased travel expenses due to decrease in onsite travel claims.

**Retail, Logistics and Telecom Revenues .** Retail, Logistics and Telecom revenues decreased to \$41.0 million for the three months ended June 30, 2017 or 18.1% of total revenues, from \$41.6 million, or 16.9% of total revenues for the three months ended June 30, 2016. The \$0.6 million decrease was attributable primarily to a \$3.1 million decrease in revenue from project completion and \$1.7 million decrease in revenues from existing projects, largely offset by a \$4.2 million increase in revenues from new engagements. The revenues for the six months ended June 30, 2017 increased to \$81.4 million, or 18.0% of total revenues, from \$81.2 million or 16.7% of total revenues for the six months ended June 30, 2016. The \$0.2 million increase was attributable primarily to a \$28.3 million net increase in revenues from existing projects and a \$6.9 million increase in revenue from new engagements, largely offset by a \$35.0 million in lost revenues as a result of project completion.

**Retail, Logistics and Telecom Cost of Revenues .** Retail, Logistics and Telecom, cost of revenues consists of costs directly associated with billable consultants in the U.S. and offshore, including salaries, payroll taxes, benefits, relocation costs, immigration costs, finder's fees, trainee compensation and travel. Retail, Logistics and Telecom cost of revenues decreased to 60.9% of total Retail, Logistics and Telecom revenues for the three months ended June 30, 2017, from 61.3% for the three months ended June 30, 2016. The 0.4% decrease in cost of revenues, as a percent of revenues for the three months ended June 30, 2017, as compared to the three months ended June 30, 2016, was attributable primarily to decrease in compensation cost due to reversal of leave accruals and decrease in headcount, decreased immigration expenses, decreased contract services cost, decreased benefits cost including decrease in health insurance cost, decreased travel expenses due to decrease in onsite travel claims offset by decrease in revenue and rupee appreciation.

Cost of revenues for the six months ended June 30, 2017 increased to 61.0% of Retail, Logistics and Telecom revenues, from 59.7% for the six months ended June 30, 2016. The 1.3% increase in cost of revenues, as a percent of revenues for the six months ended June 30, 2017, as compared to the six months ended June 30, 2016, was attributable primarily to rupee appreciation offset by decrease in compensation cost due to reversal of leave accruals and decrease in headcount, decreased immigration expenses, decreased contract services cost, decreased benefits cost including decrease in health insurance cost, decreased travel expenses due to decrease in onsite travel claims and increase in revenue

**Corporate Direct Costs - Cost of Revenues.** Certain expenses, for cost centers such as Centers of Excellence, Architecture Solutions Group, Research and Development, Cloud Computing, and Application Management, are not specifically allocated to specific segments because management believes it is not practical to allocate such expenses to individual segments as they are not directly attributable to any specific segment. Accordingly, these expenses are separately disclosed as Corporate Direct Costs and adjusted only against the Total Gross Profit.

Corporate Direct Costs cost of revenues decreased to 0.2% of total revenue for the three months ended June 30, 2017, from 0.3% for the three months ended June 30, 2016. The 0.1% decrease in cost of revenues, for the three months ended June 30, 2017, as compared to the three months ended June 30, 2016, is primarily attributable to decrease in compensation expenses due to decrease in headcount.

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Corporate Direct Cost of revenues decreased to 0.2% of total revenue for the six months ended June 30, 2017, from 0.3% of total revenue for the six months ended June 30, 2016. The decrease of 0.1% is primarily attributable to decrease in compensation expenses due to decrease in headcount.

**Selling, General, and Administrative Expenses.** Selling, general, and administrative expenses consist primarily of salaries, payroll taxes and benefits for sales, finance, administrative, and corporate staff; travel; telecommunications; business promotions; and marketing and various facility costs for the Company's global development centers and other offices.

Selling, general, and administrative expenses for the three months ended June 30, 2017 were \$28.7 million or 12.7% of total revenues, compared to \$18.3 million or 7.4% of total revenues for the three months ended June 30, 2016.

Selling, general and administrative expenses for the three months ended June 30, 2017 were impacted by a decrease in revenue of \$19.2 million that resulted in a 1.0% increase in selling, general and administrative expenses as a percentage of total revenue. The overall increase in selling, general and administrative expenses was attributable to an increase in corporate expenses of \$11.1 million primarily due to a decrease in foreign exchange gain of \$9.6 million (a \$0.003 million loss for the three months ended June 30, 2017 as against a gain of \$9.6 million for the three months ended June 30, 2016), an increase in office expenses of \$0.8 million offset by decrease in compensation cost due to reversal of leave accruals and decrease in headcount of \$0.9 million, decrease in office rent expenses of \$0.2 million, decrease in voice and data expenses of \$0.1 million and increase in other expenses of \$0.3 million.

Selling, general, and administrative expenses for the six months ended June 30, 2017 were \$59.0 million or 13.0% of total revenues, compared to \$47.9 million or 9.8% of total revenues for the six months ended June 30, 2016.

Selling, general and administrative expenses for the six months ended June 30, 2017 were impacted by a decrease in revenue of \$34.7 million that resulted in a 0.9% increase in selling, general and administrative expenses as a percentage of total revenue. The overall increase in selling, general and administrative expenses was attributable to an increase in corporate expenses of \$10.7 million primarily due to a decrease in foreign exchange gain of \$7.7 million (a \$1.6 million gain for the six months ended June 30, 2017 as against a gain of \$9.3 million for the three months ended June 30, 2016), an increase in office expenses of \$1.2 million, increase in marketing expenses of \$0.4 million offset by decrease in compensation cost due to reversal of leave accruals and decrease in headcount \$0.8 million, decrease in office rent expenses of \$0.3 million, decrease in voice and data expenses of \$0.2 million.

**Other Income (Expense), Net .** Other income (expense), net includes interest and dividend income, gains and losses on forward contracts, gains and losses from the sale of securities, other investments, treasury operations and interest expenses on loans and borrowings.

Other income (expense), net for the three months ended June 30, 2017 was (\$2.75) million or -1.2% of total revenues, compared to \$4.9 million or 2.0% of total revenues for the three months ended June 30, 2016. The decrease in other income (expense), net of \$7.6 million was attributable to a decrease in interest income of \$3.5 million, a decrease in gains from the sale of mutual funds of \$1.5 million and an increase in interest expenses of \$2.6 million.

Other income (expense), net for the six months ended June 30, 2017 was (\$5.63) million or -1.2% of total revenues, compared to \$8.9 million or 1.8% of total revenues for the six months ended June 30, 2016. The decrease in other income (expense), net of \$14.6 million was attributable to a decrease in interest income of \$7.3 million, a decrease in gains from the sale of mutual funds of \$1.9 million and an increase in interest expenses of \$5.4 million.

## Income Taxes

The Company records provisions for income taxes based on enacted tax laws and rates in the various taxing jurisdictions in which it operates. In determining the tax provisions, the Company provides for tax uncertainties in income taxes, when it is more likely than not, based on the technical merits, that a tax position would not be sustained upon examination. Such uncertainties, which are recorded in income taxes payable, are based on management's estimates and accordingly, are subject to revision based on additional information. The provision no longer required for any particular tax year is credited to the current period's income tax expenses. Conversely, in the event of a future tax examination, any additional tax expense not previously provided for will be recognized in the period in which the actual liability is concluded or when management determines that the Company will not prevail on certain tax positions taken in filed returns, based on the "more likely than not" concept.

During the three months ended June 30, 2017 and 2016, the effective income tax rates were 26.7% and 24.2%, respectively. During the six months ended June 30, 2017 and 2016, the effective income tax rates were 24.4% and 21.1%, respectively. The tax rate for the three months ended June 30, 2017 and 2016 was impacted by offshore/onsite profits and revenue mix, the taxable/nontaxable and expense mix and exchange gain.

## Other Comprehensive Income (Loss)

Other comprehensive income (loss) consists of foreign currency translation adjustments, gain (losses) on cash flow hedges, unrealized gains (losses) on securities and a component of a defined benefit plan. During the three months ended June 30, 2017 the other comprehensive income amounted to \$0.6 million, primarily attributable to foreign currency translation adjustments of \$0.9 million and effective portion of loss on the cash flow hedge on Swap of \$0.7 million. During the six months ended June 30, 2017 the other comprehensive income amounted to \$7.4 million, primarily attributable to foreign currency translation adjustments of \$7.1 million and effective portion of loss on the cash flow hedge reserve on Swap of \$0.3 million

During the three months ended June 30, 2016 the other comprehensive loss amounted to \$16.2 million, primarily attributable to foreign currency translation adjustments of a loss of \$16.1 million. During the six months ended June 30, 2016 the other comprehensive loss amounted to \$16.3 million, primarily attributable to foreign currency translation adjustments of \$17.3 million.

## FINANCIAL POSITION

**Cash and Cash Equivalents and Short-term investments:** Cash and cash equivalents and short term investments decreased to \$87.0 million at June 30, 2017 from \$99.9 million at December 31, 2016. The decrease was primarily due to the payment of the Senior Credit Facility.

## LIQUIDITY AND CAPITAL RESOURCES

The Company generally has financed its working capital needs through operations. The Mumbai, Chennai, Pune (India) and other expansion programs are financed from internally generated funds. The Company's cash and cash equivalents consist primarily of certificates of deposit and cash deposited in banks. These amounts are held by various banking institutions including U.S.-based and India-based banks. As of June 30, 2017, the total cash and cash equivalents and short term investment balances was \$87.0 million. Out of that balance, \$71.4 million was held by Indian subsidiaries and was composed of \$40.1 million held in U.S. dollars with the balance of the amount held in Indian rupees. The Company believes that the amount of cash and cash equivalents outside the U.S. will not have a material impact on liquidity.

The Board has authorized a stock repurchase plan under which the Company may repurchase shares of common stock with a total value not to exceed \$60 Million. The stock repurchase plan is effective on July 25, 2017 and is authorized to continue through December 31, 2018. Repurchases under the Company's new program may be made in open market or privately negotiated transactions in compliance with Securities and Exchange Commission Rule 10b-18, subject to market conditions, applicable legal requirements, and other relevant factors. Any repurchased common stock will be available for use in connection with the Company's incentive plan and for other corporate purposes.

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Net cash provided by operating activities was \$88.4 million for the six months ended June 30, 2017, consisting principally of net income from operations, a decrease in accounts receivable and decrease in other assets offset by a decrease in other liabilities. The number of days sales outstanding in net accounts receivable was approximately 51 days and 60 days as of June 30, 2017 and 2016, respectively. The decrease in the number of day's sales outstanding in net accounts receivable was due to higher collections during the corresponding period in 2017.

Net cash used by investing activities was \$10.3 million for the six months ended June 30, 2017, consisting principally of the purchase of mutual funds of \$113.6 million, purchase of term deposits with banks of \$0.8 million and \$4.4 million of capital expenditures primarily for the construction/acquisition of the Global Development Center at Pune, the Knowledge Process Outsourcing facility at Mumbai and an additional facility in Chennai, the acquisition of computers, software and communications equipment offset by \$104.8 million from sales of mutual funds and \$3.7 million from maturities of term deposits with banks.

Net cash used by financing activities was \$101.3 million for the six months ended June 30, 2017, consisting of the repayment of loans and borrowing of \$101.3 million.

On May 23, 2013, Syntel entered into a Credit Agreement with Bank of America, N.A. for \$150 million in credit facilities consisting of a three-year term loan facility of \$60 million and a three-year revolving credit facility of \$90 million (the "Credit Agreement"). The maturity date of both the three-year term loan facility and the three-year revolving credit facility was May 23, 2016. The Credit Agreement was amended on May 9, 2016 (the "First Amendment Effective Date") thereby extending the maturity date from May 23, 2016 to May 9, 2019. Further, by way of the amended Credit Agreement, an additional \$40 million for the term loan facility and \$10 million for the revolving credit facility was granted by Bank of America to Syntel (the "First Amendment" and together with the Credit Agreement, the "Amended Credit Agreement"). Thus, the total amount of the credit facility was \$200 million, consisting of a three-year term loan facility of \$100 million and a three-year revolving credit facility of \$100 million. The Amended Credit Agreement was guaranteed by two of the Company's domestic subsidiaries, SkillBay and Syntel Consulting (collectively, the "Guarantors"). In connection with the First Amendment, the Company and the Guarantors also entered into a related security and pledge agreement granting a security interest in the assets of the Company and the Guarantors, including, without limitation, a pledge of 65% of the equity interests in Syntel India.

The interest rates under the Amended Credit Agreement were, with respect to both the revolving credit facility and the term loan, (a) for the period beginning on the First Amendment Effective Date through and including the date prior to the first anniversary of the First Amendment Effective Date, (i) the Eurodollar Rate (as that term is defined in the Amended Credit Agreement) plus 1.50% with respect to Eurodollar Rate Loans (as that term is defined in the Amended Credit Agreement) and (ii) the Base Rate (as that term is defined in the Amended Credit Agreement) plus 0.50% with respect to Base Rate Loans (as that term is defined in the amendment to the Credit Agreement), (b) for the period beginning on the first anniversary of the First Amendment Effective Date through and including the date prior to the second anniversary of the First Amendment Effective Date, (i) the Eurodollar Rate plus 1.45% with respect to Eurodollar Rate Loans and (ii) the Base Rate plus 0.45% with respect to Base Rate Loans, and (c) for the period beginning on the second anniversary of the First Amendment Effective Date and continuing thereafter, (i) the Eurodollar Rate plus 1.40% with respect to Eurodollar Rate Loans and (ii) the Base Rate plus 0.40% with respect to Base Rate Loans.

During the year ended December 31, 2016, the Company fully repaid the revolving credit and term loan of \$190.0 million, and terminated the Amended Credit Agreement.

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On September 12, 2016, the Company entered into a new credit agreement, as amended as of October 26, 2016 (the “First Amendment Effective Date”) and July 18, 2017 (the “Second Amendment Effective Date”), (“Senior Credit Facility”) with Bank of America, N.A, as administrative agent, L/C issuer and swing line lender, the other lenders party thereto, and Merrill, Lynch, Pierce, Fenner & Smith Incorporated, as sole lead arranger and sole bookrunner for \$500 million in credit facilities consisting of a five-year term loan facility of \$300 million (the “Term Loan”) and a five-year revolving credit facility of \$200 million (the “Revolving Facility”). The maturity date of the Senior Credit Facility is September 11, 2021. The Revolving Facility allows for the issuance of letters of credit and swingline loans. The Senior Credit Facility is guaranteed by two of the Company’s domestic subsidiaries, SkillBay and Syntel Consulting (collectively, the “Guarantors”). In connection with the Senior Credit Facility, the Company and the Guarantors also entered into a related security and pledge agreement granting a security interest in the assets of the Company and the Guarantors, including, without limitation, a pledge of 65% of the equity interests in Syntel India.

The interest rates applicable to the Senior Credit Facility other than in respect of swing line loans are LIBOR plus 1.50% or, at the option of the Company, the Base Rate (to be defined as the highest of (x) the Federal Funds Rate [as that term is defined in the Senior Credit Facility] plus 0.50%, (y) the Bank of America prime rate, or (z) LIBOR plus 1.00%) plus 0.50%. Each swingline loan shall bear interest at the Base Rate plus 0.50%. In no event shall LIBOR be less than 0% per annum.

As of June 30, 2017, the interest rates were 2.48% for the Term Loan and 2.48% and 2.27% for the two portions of the Revolving Facility.

The Company has also hedged interest rate risk on the entire Term Loan of \$300 million by entering into a Pay Fixed and Receive Floating interest rate swap on November 30, 2016. The Company has designated this Interest rate swap in a hedging relationship with the Term Loan. The Swap is recorded at fair value and a loss of \$0.7 million and gain of \$0.3 million during the three months and six months ended June 30, 2017 is recorded in “Accumulated other comprehensive income” with the corresponding adjustment in other current assets and other non-current assets.

With the interest rates charged on the Senior Credit Facility being variable, the fair value of the Senior Credit Facility approximates the reported value as of June 30, 2017, as it reflects the current market value.

The Term Loan provides for the principal payments as under:

| Period<br>Beginning from | Until              | Payment amount per quarter<br>(In millions) |
|--------------------------|--------------------|---|
| December 31, 2016        | September 30, 2017 | 3.750                                       |
| October 31, 2017         | September 30, 2018 | 5.625                                       |
| October 31, 2018         | September 30, 2021 | 7.500                                       |

Principal payments on the Term Loan are due every quarter. During the three months and six months ended June 30, 2017, principal payments of \$3.75 million and \$11.25 million were made.

During the three months and six months ended June 30, 2017, a principal pre-payment of \$45.0 million and \$90.0 million were made towards the Revolving Facility.

The Senior Credit Facility requires compliance with certain financial ratios and covenants. As of June 30, 2017, the Company was in compliance with all financial covenants.

As of June 30, 2017 the outstanding balances of the Term Loan and Revolving Facility, including accrued interest, are \$288.2 million and \$109.7 million (net of \$0.9 million unamortized debt issuance cost), respectively. As of December 31, 2016 the outstanding balances of the Term Loan and Revolving Facility, including accrued interest, are \$299.9 million and \$199.9 million (net of \$0.9 million unamortized debt issuance cost), respectively.

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Future scheduled payments on the Senior Credit Facility, at June 30, 2017 are as follows:

|             | Term Loan<br>Principal<br>Payments | (In thousands)<br>Revolving Facility<br>Principal<br>Payments |
|-------------|------------------------------------|---|
| <b>2017</b> | \$ 9,375                           |   |
| <b>2018</b> | \$ 24,375                          |   |
| <b>2019</b> | \$ 30,000                          |   |
| <b>2020</b> | \$ 30,000                          |   |
| <b>2021</b> | \$ 195,000                         | \$ 110,000  |

## CRITICAL ACCOUNTING POLICIES

We believe the following critical accounting policies, among others, involve the more significant judgments and estimates used in the preparation of our consolidated financial statements. The Company has discussed critical accounting policies and the estimates with Audit Committee of the Board of Directors.

**Revenue Recognition** . Revenue recognition is the most significant accounting policy for the Company. The Company recognizes revenue from time and material contracts as services are performed. During the three months ended June 30, 2017 and 2016, revenues from time and material contracts constituted 57% and 57%, respectively, of total revenues. Revenue from fixed-price, application management, maintenance and support engagements is recognized as earned, which generally results in straight-line revenue recognition as services are performed continuously over the term of the engagement. During the three months ended June 30, 2017 and 2016, revenues from fixed price application management and support engagements constituted 38% and 34% of total revenues, respectively.

Revenue on fixed price application development and integration projects is measured using the proportional performance method of accounting. Performance is generally measured based upon the efforts incurred to date in relation to the total estimated efforts required through the completion of the contract. The Company monitors estimates of total contract revenues and cost on a routine basis throughout the delivery period. The cumulative impact of any change in estimates of the contract revenues or costs is reflected in the period in which the change becomes known. In the event that a loss is anticipated on a particular contract, provision is made for the estimated loss. The Company issues invoices related to fixed price contracts based on either the achievement of milestones during a project or other contractual terms. Differences between the timing of billings and the recognition of revenue based upon the proportional performance method of accounting are recorded as revenue earned in excess of billings or deferred revenue in the accompanying financial statements. During the three months ended June 30, 2017 and 2016, revenues from fixed price application development and integration contracts constituted 6% and 9% of total revenues, respectively.

## Significant Accounting Estimates

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses for the reporting period. By their nature, these estimates and judgments are subject to an inherent degree of uncertainty. The Company bases its estimates and judgments on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from those estimates.

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**Revenue Recognition.** The use of the proportional performance method of accounting requires that the Company make estimates about its future efforts and costs relative to its fixed price contracts. While the Company has procedures in place to monitor the estimates throughout the performance period, such estimates are subject to change as each contract progresses. The cumulative impact of any such change is reflected in the period in which the change becomes known.

**Allowance for Doubtful Accounts.** The Company records an allowance for doubtful accounts based on a specific review of aged receivables. The allowance for doubtful accounts was \$2.1 million as of June 30, 2017 and \$0.8 million as of December 31, 2016. The provision for the allowance for doubtful accounts is recorded in selling, general and administrative expenses. These estimates are based on our assessment of the probable collection from specific client accounts, the aging of the accounts receivable, analysis of credit data, bad debt write-offs and other known factors.

**Income Taxes—Estimates of Effective Tax Rates and Reserves for Tax Contingencies.** The Company records provisions for income taxes based on enacted tax laws and rates in the various taxing jurisdictions in which it operates. In determining the tax provisions, the Company also reserves for tax contingencies based on the Company's assessment of future regulatory reviews of filed tax returns. Such reserves, which are recorded in income taxes payable, are based on management's estimates and accordingly are subject to revision based on additional information. The reserve no longer required for any particular tax year is credited to the current year's income tax provision.

**Accruals for Legal Expenses and Exposures.** The Company is party to various legal actions arising in the ordinary course of business, including litigation and governmental and regulatory controls. The Company's estimates regarding legal contingencies are based on information known about the matters and its experience in contesting, litigating and settling similar matters. It is the opinion of management with respect to pending or threatened litigation matters that unfavorable outcomes are neither probable nor remote and that estimates of possible loss are not able to be made. Although actual amounts could differ from management's estimate, none of the pending or threatened actions are believed by management to involve future amounts that would be material to the Company's financial position or results of operations.

The Company estimates the costs associated with known legal exposures and their related legal expenses and accrues reserves for either the probable liability, if that amount can be reasonably estimated, or otherwise the lower end of an estimated range of potential liability. As at December 31, 2016, the Company recorded a \$0.3 million liability for a litigation matter related contingency which was subsequently paid during three months ended March 31, 2017. During the six months ended June 30, 2017, there was no accrual related to litigation.

**Undistributed earnings of foreign subsidiaries.**

During the three months ended September 30, 2016, and after a comprehensive review of anticipated sources and uses of capital both domestically and abroad, as well as other considerations, the Board of Directors determined that it was in the best interests of the Company and its shareholders to declare a special cash dividend of fifteen dollars (\$15.00) per share. In conducting this evaluation, the Board of Directors considered, among other factors, the operational and financial objectives of the Company, long-term and short-term capital needs, the Company's projections on growth and working capital needs, planned uses of U.S. and foreign earnings, the available sources of liquidity in the U.S., and growth plans outside of the U.S. As part of this evaluation, the Company determined that certain amounts which had been previously designated for internal and external expansion and investment at its foreign subsidiaries were no longer required for these purposes. The special cash dividend was funded through a one-time repatriation of approximately \$1.03 billion (net of foreign income tax of \$210 million paid outside of the U.S) of cash held by the Company's foreign subsidiaries and a portion of borrowings under the new Senior Credit Facility. In connection with the one-time repatriation, the Company recognized a one-time tax expense of approximately \$270.6 million (net of foreign tax credits) in the third quarter of 2016. The Company has recorded additional state tax of \$0.9 million, attributable to the above repatriation, in quarter ended March 31, 2017.

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Management regularly evaluates foreign earnings to determine whether future foreign earnings that accumulate will be permanently invested outside the U.S. In conducting this evaluation, management considers, among other factors, the operational and financial objectives of the Company, long-term and short-term capital needs, the Company's projections on growth and working capital needs, planned uses of U.S. and foreign earnings, the available sources of liquidity in the U.S., and growth plans outside of the U.S. The Company provides taxes on any foreign earnings in excess of these requirements. The June 30, 2017 provision includes the impact of certain foreign earnings that are not permanently invested. If in the future, management were to conclude that any additional portion of foreign earnings will not be permanently reinvested outside the U.S., this would result in an additional provision for income taxes, which could affect the Company's future effective tax rate. If the Company determines to repatriate all undistributed repatriable earnings of foreign subsidiaries as of June 30, 2017, the Company would have accrued taxes of approximately \$33.5 million.

**Goodwill**

In accordance with guidance on goodwill impairment in the FASB Codification, goodwill is evaluated for impairment at least annually. Management believes goodwill was not impaired at June 30, 2017.

**FORWARD LOOKING STATEMENTS**

Certain statements and information contained in Management's Discussion and Analysis of Financial Condition and Results of Operations and other sections of this report, including the allowance for doubtful accounts, contingencies and litigation, potential tax liabilities, interest rate or foreign currency risks, and projections regarding our liquidity and capital resources, could be construed as forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements include statements containing words such as "could", "expects", "may", "anticipates", "believes", "estimates", "plans", and similar expressions. In addition, the Company or persons acting on its behalf may, from time to time, publish other forward looking statements. Such forward looking statements are based on management's estimates, assumptions and projections and are subject to risks and uncertainties that could cause actual results to differ materially from those discussed in the forward looking statements.

Although management believes that the expectations, forecasts and goals reflected in these forward-looking statements are reasonable, actual results could differ materially for a variety of reasons, including, without limitation, the risks and uncertainties detailed in "Item 1A. Risk Factors" in the Company's annual report on Form 10-K for the year ended December 31, 2016.

Other factors not currently anticipated may also materially and adversely affect our results of operations, cash flows, financial position and prospects. There can be no assurance that future results will meet expectations. While we believe that the forward-looking statements in this Quarterly Report on Form 10-Q are reasonable, you should not place undue reliance on any forward-looking statement. In addition, these statements speak only as of the date made. We do not undertake, and expressly disclaim any obligation to update or alter any statements, whether as a result of new information, future events or otherwise, except as required by applicable law.



**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

The Company is exposed to the impact of interest rate changes and foreign currency fluctuations.

***Interest Rate Risk***

The Company considers investments purchased with an original maturity of less than three months at date of purchase to be cash equivalents. The following table summarizes the Company's cash and cash equivalents and investments in marketable securities:

|                           | <u>June 30,</u><br><u>2017</u> | <u>December 31,</u><br><u>2016</u> |
|---------------------------|--------------------------------|------------------------------------|
|                           | <i>(in thousands)</i>          |                                    |
| <b>ASSETS</b>             |                                |                                    |
| Cash and cash equivalents | \$57,447                       | \$ 78,332                          |
| Short-term investments    | <u>29,562</u>                  | <u>21,614</u>                      |
| Total                     | <u>\$87,009</u>                | <u>\$ 99,946</u>                   |

As of June 30, 2017, the total cash and cash equivalents and short-term investment balance was \$87.0 million. Out of the above, an amount of \$71.4 million was held by Indian subsidiaries which were comprised of an amount of \$40.1 million held in U.S. dollars with the balance of the amount held in Indian rupees. The Company believes that the amount of cash and cash equivalents outside the U.S. will not have a material impact on liquidity.

The Company's exposure to market rate risk for changes in interest rates relates primarily to its investment portfolio and its senior credit facility. The Company does not use derivative financial instruments in its investment portfolio. The Company's investments are in high-quality Indian Mutual Funds and, by policy, limit the amount of credit exposure to any one issuer. At any time, changes in interest rates could have a material impact on interest earnings for our investment portfolio. The Company strives to protect and preserve our invested funds by limiting default, market and reinvestment risk. Investments in interest earning instruments carry a degree of interest rate risk. Floating rate securities may produce less income than expected if there is a decline in interest rates. Due in part to these factors, the Company's future investment income may fall short of expectations, or the Company may suffer a loss in principal if the Company is forced to sell securities, which have declined in market value due to changes in interest rates as stated above.

The currency composition of the investment portfolio also impacts the investment income generated by the Company. Investment income generated from the Indian rupee denominated investment portfolio is higher than that generated by the U.S. dollar denominated investment portfolio. As at June 30, 2017 and December 31, 2016, the Company held 36% and 24% of total funds in Indian rupees.

The Company is also exposed to variable interest rate risk under the Senior Credit Facility. In connection with the Senior Credit Facility, the Company entered into an Interest Rate Swap arrangement (the "Swap") on November 30, 2016 to hedge interest rate risk on the Term Loan. The Swap is designed to reduce the variability of future interest payments with respect to the term loan by effectively fixing the annual interest rate payable on the Term Loan's outstanding principal.

The Swap is recorded at fair value and a loss of \$0.7 million and gain of \$0.3 million during the three months and six months ended June 30, 2017 is recorded in "Accumulated other comprehensive income" with the corresponding adjustment in other current assets and other non-current assets.

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The Company does not use derivative instruments for speculative purpose.

A hypothetical decrease in benchmark interest rates of up to 1.0% would have resulted in a decrease of approximately \$9.6 million in the fair value of the Swap as of June 30, 2017. Whereas a hypothetical increase in benchmark interest rates of up to 1.0% would have resulted in an increase in the fair value of the Swap of approximately \$9.2 million as of June 30, 2017.

***Foreign Currency Risk***

The Company's sales are primarily sourced in the United States of America and its subsidiary in the United Kingdom and are mostly denominated in U.S. dollars or UK pounds, respectively. Its foreign subsidiaries, primarily Indian entities, incur most of their expenses in the local currency, i.e. Indian rupees. All foreign subsidiaries use the local currency as their functional currency. The Company's business is subject to risks typical of an international business, including, but not limited to differing economic conditions, changes in political climate, differing tax structures, other regulations and restrictions, and foreign exchange rate volatility. Accordingly, the Company's future results could be materially adversely impacted by changes in these or other factors. The risk is partially mitigated as the Company has sufficient resources in the respective local currencies to meet immediate requirements. The Company is also exposed to foreign exchange rate fluctuations as the financial results of foreign subsidiaries are translated into U.S. dollars in consolidation. As exchange rates vary, these results, when translated, may vary from expectations.

During the three months ended June 30, 2017, the Indian rupee has appreciated against the U.S. dollar, on average, 3.07% as compared to the three months ended March 31, 2017. This rupee appreciation negatively impacted the Company's gross margin by 50 basis points, operating income by 83 basis points and net income by 88 basis points, each as a percentage of revenue. The Indian rupee denominated cost of revenues and selling, general and administrative expense was 26.1% and 85.3% of the expenses, respectively.

The rupee appreciation has resulted in foreign currency translation adjustments of \$0.9 million, during the three months ended June 30, 2017, which has been reported as other comprehensive income.

Although the Company cannot predict future movement in interest rates or fluctuations in foreign currency rates, the Company currently anticipates that interest rate risk or foreign currency risk may have a significant impact on the financial statements. In order to limit the exposure to fluctuations in foreign currency rates, when the Company enters into foreign exchange forward contracts, where the counter party is a bank, these contracts may also have a material impact on the financial statements.

During the three months ended June 30, 2017, the Company did not enter into new foreign exchange forward contracts. At June 30, 2017, no foreign exchange forward contracts were outstanding.

The Company managed exposure to interest risk by investing in high-quality Indian Mutual Funds, by adhering to policies that limit the amount of credit exposure to any one issuer, by avoiding use of any derivative financial instruments, by entering into foreign exchange forward contracts and option contracts with only financially sound banks that have passed Syntel internal review to hedge no more than 100% of the Company's India-based entity revenue, and by generally, limiting foreign exchange forward contracts and option contracts to maturities of one to six months. The Company also specifically discloses any net gain or loss on contracts, which are not designated as hedges, under the heading of "Other Income (expense), net" in the Statement of Income.

## **ITEM 4. CONTROLS AND PROCEDURES**

### **Disclosure Controls and Procedures**

The Company's management evaluated, with the participation of the Company's principal executive officers (the Chairman of the Board, Chief Executive Officer and Chief Financial Officer), the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities and Exchange Act of 1934) as of the end of the period covered by this report. Based on that evaluation, the principal executive officers have concluded that the Company's disclosure controls and procedures were effective, at a reasonable assurance level, as of the end of the period covered by this report.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f). We maintain internal control over financial reporting designed to provide reasonable, but not absolute, assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Therefore, internal control over financial reporting determined to be effective provides only reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

### **Changes in Internal Control over Financial Reporting**

There has been no change in the Company's internal control over financial reporting that occurred during the quarter covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II

**OTHER INFORMATION**

**Item 1. Legal Proceedings.**

While the Company is a party to ordinary routine litigation incidental to the business, the Company is not currently a party to any material legal proceeding or governmental investigation. In the opinion of our management, the outcome of such litigation, if decided adversely, is not expected to have a material adverse effect on our quarterly or annual operating results, cash flows or consolidated financial position.

**Item 1A. Risk Factors.**

There have been no material changes in the Company's risk factors as disclosed in the Company's annual report on Form 10-K for the year ended December 31, 2016.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

The Board has authorized a stock repurchase plan under which the Company may repurchase shares of common stock with a total value not to exceed \$60 Million. The stock repurchase plan is effective on July 25, 2017 and is authorized to continue through December 31, 2018. Repurchases under the Company's new program may be made in open market or privately negotiated transactions in compliance with Securities and Exchange Commission Rule 10b-18, subject to market conditions, applicable legal requirements, and other relevant factors. Any repurchased common stock will be available for use in connection with the Company's incentive plan and for other corporate purposes.

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Item 6. Exhibits.

The Company's Chairman shares certain principal executive officer responsibilities with the Company's Chief Executive Officer and President. Therefore, in accordance with Rule 13a-14(a)/Rule 15d-14(a), both the Chairman and the Chief Executive Officer and President sign a 302 certification and the 906 certification as principal executive officers.

*Exhibits*

| Exhibit No. | Description  |
|-------------|--|
| 10.1        | Second Amendment, dated July 18, 2017, to the Credit Agreement dated September 12, 2016, between the Company and Bank of America, N.A., as administrative agent, L/C issuer and swing line lender and the other lenders party thereto, filed as an Exhibit to the Registrant's Current Report on Form 8-K dated July 18, 2017, and incorporated herein by reference. |
| 31.1        | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer.   |
| 31.2        | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer.   |
| 31.3        | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer.   |
| 32          | Section 1350 Certification of Principal Executive Officers and Principal Financial Officer.  |
| 101.INS     | XBRL Instance Document   |
| 101.SCH     | XBRL Taxonomy Extension Schema   |
| 101.CAL     | XBRL Taxonomy Extension Calculation Linkbase   |
| 101.DEF     | XBRL Taxonomy Extension Definition Linkbase  |
| 101.LAB     | XBRL Taxonomy Extension Label Linkbase   |
| 101.PRE     | XBRL Taxonomy Extension Presentation Linkbase  |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SYNTEL, INC.

Date: July 31, 2017

/s/ Rakesh Khanna  
Rakesh Khanna,  
Chief Executive Officer and President (principal executive officer)

Date: July 31, 2017

/s/ Anil Agrawal  
Anil Agrawal,  
Chief Financial Officer and  
Chief Information Security Officer  
(principal financial officer and principal accounting officer)

**EXHIBIT INDEX**

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| 101.INS            | XBRL Instance Document   |
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| 101.LAB            | XBRL Taxonomy Extension Label Linkbase   |
| 101.PRE            | XBRL Taxonomy Extension Presentation Linkbase  |

**CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Rakesh Khanna, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Syntel, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and



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b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 31, 2017

/s/ Rakesh Khanna

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Rakesh Khanna,  
Chief Executive Officer and President  
(principal executive officer)

**CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Bharat Desai, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Syntel, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

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b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 31, 2017

/s/ Bharat Desai

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Bharat Desai, Co-Chairman  
(principal executive officer)

**CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Anil Agrawal, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Syntel, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

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b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 31, 2017

/s/ Anil Agrawal

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Anil Agrawal,  
Chief Financial Officer &  
Chief Information Security Officer.  
(principal financial officer and  
principal accounting officer)

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Syntel, Inc. (the “Company”) on Form 10-Q for the period ending June 30, 2017 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), we, Bharat Desai, Co-Chairman of the Company, Rakesh Khanna, Chief Executive Officer and President of the Company and Anil Agrawal, Chief Financial Officer & Chief Information Security Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Bharat Desai

Bharat Desai  
Syntel, Inc. Co-Chairman  
(principal executive officer)  
July 31, 2017

/s/ Rakesh Khanna

Rakesh Khanna  
Syntel, Inc. Chief Executive Officer and President  
(principal executive officer)  
July 31, 2017

/s/ Anil Agrawal

Anil Agrawal  
Syntel, Inc. Chief Financial Officer &  
Chief Information Security Officer  
(principal financial officer and  
principal accounting officer)  
July 31, 2017