

# **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

April 23, 2018

## **Purpose**

Syntel, Inc. (the “Corporation”) shall maintain a Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) which shall serve in an advisory capacity to the Board. The primary purpose of the Committee is to:

- Identify and recommend to the Board nominees qualified to serve on the Board and Board committees;
- Develop and recommend to the Board for its approval a set of Corporate Governance Guidelines applicable to the Corporation and, after their adoption, to review and assess their adequacy;
- Oversee the evaluation of the Board and Corporation management; and
- Make recommendations regarding director nominees submitted by shareholders of the Corporation and develop procedures for reviewing and handling shareholder proposals.

Whenever the Corporation is legally required by law, contract or otherwise to provide third parties with the ability to nominate directors, the selection and nomination of such directors shall not be subject to the provisions of this Charter.

## **Membership**

The Committee shall consist of at least two members, each of whom shall satisfy the independence and experience requirements of applicable law and the Nasdaq Stock Market (“Nasdaq”). The Committee members and the Chairperson of the Committee shall be recommended by the committee and appointed by the Board and may be removed by the Board, with or without cause.

## **Meetings**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The Committee will meet from time to time in executive sessions without management participation. A majority of the members of the Committee shall constitute a quorum for the transaction of business.

## **Responsibilities**

The Committee has the authority to retain and terminate, and shall have sole authority over any independent legal, financial or other advisors as it may consider necessary to carry out its responsibilities under this Charter, without conferring with or obtaining the approval of management or the full Board. This authority shall include the sole authority to retain and

terminate any search firm used to identify director candidates and sole authority to approve the search firm's fees and other retention terms. Except to the extent prohibited by NASDAQ rules and state law, the Committee may delegate its authority to subcommittees when it deems appropriate and in the best interests of the Corporation.

The Committee's responsibilities include the following:

1. Develop and establish criteria, which the Board shall approve, for Board membership and oversee searches to identify qualified individuals. The Committee shall recommend that the Board select at each annual meeting or as vacancies are otherwise required to be filled, nominees for Board membership. In making its recommendations, the Committee shall:
  - Review candidates' qualifications for membership on the Board based on criteria approved by the Board. Criteria may include judgment, skill, diversity (including factors such as race, gender or experience), integrity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board or any Board committee;
  - Review the independence of candidates as required under any applicable law and NASDAQ rules;
  - Review any director candidates submitted by shareholders;
  - In evaluating incumbent Board members, the Committee shall also consider the incumbent Board member's past performance in making its evaluation; and
  - Consider any other factors that are set forth in the Corporation's Corporate Governance Guidelines or are deemed appropriate by the Committee.
2. Develop and recommend to the Board the Corporate Governance Guidelines for the Corporation. Periodically the Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board. The Committee shall also periodically review and reassess the adequacy of the Corporation's Code of Ethical Conduct as it relates to directors, and shall oversee compliance with the Code of Ethical Conduct by directors. The Committee shall generally advise the Board on the corporate governance structure and conduct of the Board.
3. Oversee the annual self-evaluation of the Board and its committees and the annual evaluations of individual directors and assist and report on the process and the results of the evaluations, and make any recommendations for proposed changes in the evaluation process to the Board. The Committee shall periodically review

the size and responsibilities of the Board and its committees and recommend any proposed changes to the Board.

4. Oversee the annual review and evaluation of Corporation management, including the Chairpersons of the Board and the Chief Executive Officer.
5. Annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
6. Certify to NASDAQ that it has adopted this Charter and that this Charter properly addresses the nominations process as required under the federal securities laws.
7. Review any conflicts of interest that may affect the Corporation or any of its executive officers or Board members. Reports to the Board should be made to address any conflict of interest issue as deemed necessary by the Committee.
8. The Committee shall develop orientation and continuing education guidelines for Board and Board committee members. The Committee shall periodically review these guidelines and monitor and evaluate, at least annually, each Board or committee member's cooperation in fulfilling such guidelines.
9. The Committee shall make recommendations to the Board regarding meetings involving non-management directors. Recommendations should include frequency of such meetings, who should preside over such meetings and any other matter deemed important by the Committee.
10. Review and make recommendations to the Board regarding proposals of shareholders that relate to corporate governance and establish procedures for handling such proposals.
11. Periodically review and recommend to the Board for approval the compensation package for the directors.

The Committee shall keep minutes of each meeting held and report to the Board periodically. This report shall include a review of any recommendations or issues that arise with respect to Board or committee nominees or membership, Board performance, corporate governance and any other matters that the Committee deems appropriate or is requested to be included by the Board. When presenting any recommendation or advice to the Board, the Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision.