



iGATE CORPORATION

DISCLOSURE COMMITTEE CHARTER (as amended and restated through March 24, 2004)

I. PURPOSE

The Disclosure Committee is appointed annually by the Chief Executive Officer and the Chief Financial Officer of the Company to assist the Company and each of them in fulfilling their respective responsibilities in respect of:

- The accuracy, completeness and compliance with legal requirements of the Company's Quarterly Reports on Form 10-Q, Annual Reports on Form 10-K, Current Reports on Form 8-K and annual proxy statements filed with the Securities and Exchange Commission ("SEC") under the Securities Exchange Act of 1934, as amended (the "1934 Act").
- The accuracy and completeness of the Company's quarterly earnings press releases.
- The CEO/CFO required certifications in Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K and in any other SEC filings with respect to which from time to time CEO/CFO certifications are required.
- The NASDAQ Corporate Governance Compliance Certificate required to be filed following the Company's annual meeting.
- The establishment, maintenance, evaluation and effectiveness of the Corporation's "disclosure controls and procedures" (as defined in 1934 Act Rule 13a-14(c)).
- The design, operation, evaluation and effectiveness of internal controls regarding financial reporting.

Effective upon the adoption of this Charter the members of the Committee consist of the individuals set forth on Schedule I.

To the extent it deems appropriate, the Committee shall review the accuracy, completeness and compliance with legal requirements of registration statements and material post-effective amendments to registration statements filed by the Company with the SEC under the Securities Act of 1933, as amended.

The Committee shall be available to provide an avenue of communication among line and staff officers of the Company and its subsidiaries and those responsible for the preparation of 1934 Act filings and those responsible for internal controls.

II. COMPOSITION AND MEETINGS

The Committee shall be comprised of those officers of the Company and/or its subsidiaries who in the opinion of the Chief Executive Officer and the Chief Financial Officer have both the judgment and expertise to assist the Committee in fulfilling its responsibilities. The Chief Executive Officer and the Chief Financial Officer shall take into consideration the expressed statements of the SEC and any other applicable governmental agency when appointing members of the Committee.

The Committee may, but is not required to, appoint a Chairman and a Secretary, who, if appointed, shall serve such functions as the Committee determines.

The Committee shall meet in connection with each quarterly earnings press release, each Quarterly Report on Form 10-Q, each Annual Report on Form 10-K and each annual proxy statement and otherwise as circumstances dictate. The Committee shall from time to time determine its precise meeting schedule.

III. RESPONSIBILITIES AND DUTIES

The Committee shall:

1. Design such procedures and undertake such review so as to be able to advise the Chief Executive Officer and the Chief Financial Officer to its knowledge as to the material accuracy, completeness and legal compliance of each Quarterly Report on Form 10-Q, Annual Report on Form 10-K and each other SEC filing requiring CEO/CFO certification.
2. Design such procedures and undertake such review so as to be able to advise the Chief Executive Officer and the Chief Financial Officer to its knowledge as to whether the financial statements, and other financial information, contained in any filing referenced in paragraph III (1) above fairly present in all material respects the Company's financial condition, results of operations and cash flow as of and for the relevant periods presented.
3. Design disclosure controls and procedures to ensure that material information regarding the Company is made known to the Chief Executive Officer and the Chief Financial Officer on a timely basis.
4. Evaluate the effectiveness of the Company's disclosure controls and procedures at least quarterly, report the results of such evaluation to the Chief Executive Officer and the Chief Financial Officer and ensure that disclosure responsive to Item 307 of Regulation S-K is contained in SEC filings as required.
5. Design such procedures and undertake such review so as to enable the Chief Executive Officer and Chief Financial Officer to report (i) to the

Company's independent auditors and the Audit Committee of the Board of Directors as to the matters set forth in 1934 Act Rule 13a-14(b)(5) and (ii) as to the matters set forth in 1934 Act Rule 13a-14(b)(6).

6. Design such procedures and undertake such review so as to be able to advise the Chief Executive Officer and the Chief Financial Officer as to the material accuracy and completeness of each quarterly earnings press release.
7. Design such procedures and undertake such review so as to be able to advise the Chief Executive Officer and the Chief Financial Officer of the material accuracy and completeness of each Current Report on Form 8-K and the Company's annual proxy statement.
8. Oversee the process by which 1934 Act filings and quarterly earnings press releases are reviewed by members of management, the Company's internal auditors, its independent auditors, any applicable Committee of the Board of Directors and any external counsel working on such matter.
9. To the extent the Committee deems appropriate, document in writing the procedures it designs and the reviews it undertakes.
10. In its review of drafts of quarterly earnings press releases and 1934 Act filings, consider the selection and proper application of accounting policies and principles, including alternate methods and their impact, critical accounting estimates and other items involving material discretionary judgments and any current issues raised in SEC comment letters or by securities analysts.
11. To the extent and covering such matters as it deems appropriate, obtain certifications from senior managers and others.
12. Review and reassess the adequacy of this Charter at least annually and make appropriate recommendations for any changes to the Chief Executive Officer and the Chief Financial Officer.
13. Perform any other activities consistent with this Charter, the Company's By-Laws and governing law as the Board of Directors, the Chief Executive Officer or the Chief Financial Officer shall specifically delegate to the Committee.
14. Periodically report to the Chief Executive Officer and the Chief Financial Officer on significant results of the foregoing activities.

Schedule I
Initial Disclosure Committee Members

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| 1. | Michael Fox | Treasurer |
| 2. | Jack Cronin | Controller |
| 3. | Dan Daugherty | In House Counsel |
| 4. | N. Ramachandran | CFO of iGate Global Solutions Limited |
| 5. | Laureen Laby | Investor Relations |