

Virtusa Corporation

Nominating and Corporate Governance Committee Charter

I. General Statement of Purpose

The Nominating and Corporate Governance Committee of the Board of Directors (the “Nominating Committee”) of Virtusa Corporation (the “Company”) on behalf of the Board of Directors (the “Board”) is responsible for identifying individuals qualified to become board members, consistent with criteria approved by the Board, and recommending that the Board select the director nominees for election at each annual meeting of stockholders. The Nominating Committee is also responsible for developing and recommending to the Board a set of Corporate Governance Guidelines applicable to the Company, and a Code of Business Conduct and Ethics applicable to all Company employees, directors and officers, periodically reviewing such guidelines and code of ethics and recommending any changes thereto, and overseeing the evaluation of the Board and management.

II. Nominating Committee Composition

The number of individuals serving on the Nominating Committee shall be fixed by the Board from time to time but shall consist of no fewer than two (2) members, each of whom shall satisfy the independence standards established pursuant to Rule 4200(a)(15) of the Marketplace Rules of the National Association of Securities Dealers, Inc.

The members of the Nominating Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of the director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Nominating Committee. Vacancies occurring, for whatever reason, may be filled by the Board. Unless a Chairman is designated by the Board, the members of the Nominating Committee may designate a Chairman by majority vote of the full Nominating Committee.

III. Meetings

The Nominating Committee generally is to meet in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, as deemed necessary by the Nominating Committee. A majority of the members of the Nominating Committee shall constitute a quorum for purposes of holding a meeting and the Nominating Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Nominating Committee may act by unanimous written consent.

IV. Responsibilities and Authority

The following responsibilities are set forth as a guide to fulfilling the Nominating Committee's purposes, with the understanding that the Nominating Committee's activities may diverge as appropriate given the circumstances. The Nominating Committee's purpose and responsibilities shall be as set forth below.

A. Selection of New Directors

- Establish criteria for Board and committee membership, which shall include a description of any specific, minimum qualifications that the Nominating Committee believes must be met by a Nominating Committee-recommended nominee, and a description of any specific qualities or skills that the Nominating Committee believes are necessary for one or more of the Company's directors to possess, and annually reassess the adequacy of such criteria.
- Review the composition and size of the Board to ensure that the Board is comprised of members possessing the proper expertise, skills, attributes and personal and professional backgrounds for services as a director of the Company, as determined by the Nominating Committee.
- Establish a policy with regard to the consideration of director candidates recommended by stockholders. The current policy is that the Nominating Committee will review and evaluate the qualifications of any director candidates who have been recommended by securityholders in compliance with the procedures established from time to time by the Nominating Committee, and conduct inquiries it deems appropriate. The Nominating Committee will consider for nomination any such proposed director candidate who is deemed qualified by the Nominating Committee in light of the minimum qualifications and other criteria for Board membership approved from time to time.
- Establish procedures to be followed by securityholders in submitting recommendations for director candidates to the Nominating Committee.
- Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by securityholders.
- Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, recommend that the Board select the director nominees for election at each annual meeting of stockholders; provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to

elect directors upon a dividend default or in accordance with shareholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Nominating Committee. In circumstances that it deems appropriate, the Nominating Committee may also request that the full Board consider for nomination additional director candidates that may or may not meet the minimum qualifications for a candidate to be recommended by the Nominating Committee.

- Consider recommendations for director nominees in light of the requirement that a majority of the Board be comprised of directors who meet the independence requirements established pursuant to Rule 4200(a)(15) of the Marketplace Rules of the National Association of Securities Dealers, Inc.
- Recommend that the Board select the directors for appointment to committees of the Board.

B. Code of Business Conduct and Ethics

- Develop and recommend to the Board a Code of Business Conduct and Ethics applicable to all Company employees, directors and officers.
- Review and assess the adequacy of the Code of Business Conduct and Ethics periodically, but at least annually, and recommend any proposed changes to the Board for approval.
- Collaborate with the Company's officers and legal counsel to publicly disclose any amendments to the Code of Business Conduct and Ethics required to be disclosed by any applicable governmental authority or regulatory body.
- Collaborate with the Company's officers and legal counsel to develop a means by which allegations of violations of or non-compliance with the Code of Business Conduct and Ethics can be reported in a confidential matter.

C. Corporate Governance Guidelines

- Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company.
- Review and assess the adequacy of the Corporate Governance Guidelines annually and recommend any proposed changes to the Board for approval.

D. Evaluation of Board of Directors and Key Officers

- Oversee annual evaluation of the Board and its committees and the Company's Chief Executive Officer and President and Chief Operating Officer for the prior fiscal year.

E. Review of Charter

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

F. Annual Performance Evaluation of the Nominating Committee

- Perform an annual performance evaluation of the Nominating Committee and report to the Board on the results of such evaluation.

V. Additional Nominating Committee Authority

The Nominating Committee is authorized, on behalf of the Board, to do any of the following, as the Nominating Committee deems necessary or appropriate in its discretion:

A. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates

- Exercise sole authority to retain and terminate any search firm that is to be used to assist in identifying director candidates. The Nominating Committee shall also have sole authority to approve any such search firm's fees and other retention terms.

B. Succession Planning

- Exercise sole responsibility to develop a succession plan for the Chief Executive Officer. In addition, the Nominating Committee shall be responsible for reviewing and approving the corporate succession plans for the other key officers of the Company.

VI. General

- The Nominating Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Nominating Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Nominating Committee shall make regular reports to the Board concerning areas of the Nominating Committee's responsibility.

- In discharging its role, the Nominating Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company. The Nominating Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Nominating Committee or meet with any members of or advisors to the Nominating Committee.
- In carrying out its responsibilities, the Nominating Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Nominating Committee may consult. The Nominating Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.
- The Nominating Committee may perform such other functions as may be requested by the Board from time to time.

ADOPTED: April 1, 2007