

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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| 1. Name and Address of Reporting Person*<br><u>Narayanan Sundararajan</u><br><br>(Last) (First) (Middle)<br><u>C/O VIRTUSA CORPORATION</u><br><u>132 TURNPIKE ROAD</u><br><br>(Street)<br><u>SOUTHBOROUGH MA 01772</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>VIRTUSA CORP [ VRTU ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/01/2020</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>EVP, CPO and Global Head of HR</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |   |
| Common Stock                    | 06/01/2020                           |  | F <sup>(1)</sup>               |   | 1,331 <sup>(1)</sup>  | D          | \$30.28 | 105,533   | D  |   |
| Common Stock                    | 06/01/2020                           |  | F <sup>(2)</sup>               |   | 1,217 <sup>(2)</sup>  | D          | \$30.28 | 104,316   | D  |   |
| Common Stock                    | 06/01/2020                           |  | F <sup>(3)</sup>               |   | 1,331 <sup>(3)</sup>  | D          | \$30.28 | 102,985   | D  |   |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
|  |  |                                      |  |                                |  | Date Exercisable   | Expiration Date |   |  |  |   |  |
|  |  |                                      |  | Code                           | V  | (A)  | (D)             | Amount or Number of Shares  |  |  |   |  |

## Explanation of Responses:

1. On 8/10/2017, the reporting person was granted shares of time-based restricted stock units issuable (upon full vest) for 8,994 shares under the Company's 2015 Stock Option and Incentive Plan. The shares are subject to a three-year vesting period with one-third of the shares vesting annually on each June 1, 2018, 2019 and 2020 respectively. On June 1, 2020 the company withheld the number of shares listed above equal to the reporting person's tax liability thereon.
2. On 5/17/2018, the reporting person was granted shares of time-based restricted stock units issuable (upon full vest) for 8,233 shares under the Company's 2015 Stock Option and Incentive Plan. The shares are subject to a three-year vesting period with one-third of the shares vesting annually on each June 1, 2019, June 1, 2020 and June 1, 2021 respectively. On June 1, 2020 the company withheld the number of shares listed above equal to the reporting person's tax liability thereon.
3. On 5/20/2019, the reporting person was granted shares of time-based restricted stock units issuable (upon full vest) for 9,000 shares under the Company's 2015 Stock Option and Incentive Plan. The shares are subject to a three-year vesting period with one-third of the shares vesting annually on each June 1, 2020, June 1, 2021 and June 1, 2022 respectively. On June 1, 2020 the company withheld the number of shares listed above equal to the reporting person's tax liability thereon.

## Remarks:

/s/ Paul D. Tutun, Attorney in Fact 06/03/2020

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

Power of Attorney

I, Sundararajan Narayanan, the undersigned, hereby constitute and appoint Kris A. Canekaratne, Ranjan Kalia and Paul D. Tutun, and each of them individually, as my true and lawful attorney-in-fact to:

1. Complete and execute on my behalf, as an executive officer and/or director of Virtusa Corporation, a Delaware corporation (the "Company") any Form ID or Forms 3, 4, or 5 required to be filed by me under Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules and regulations thereunder;
2. Do and perform any and all acts for and on my behalf which may be necessary or desirable to complete and execute any such Form ID or Forms 3, 4 or 5 and timely file such forms with the U.S. Securities and Exchange Commission and any stock exchange or similar authority; and
3. Take any other action of any type whatsoever in connection with the foregoing, which in the opinion of such attorney-in-fact may be of benefit to, in the best interest of, or legally required of me, it being understood that the documents executed by such attorney-in-fact on my behalf pursuant to this Power of Attorney shall be in such form and shall contain such information as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act which is necessary, proper or desirable to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any such attorney-in-fact, or any such attorney-in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned responsibilities to comply with Section 13 or Section 16 of the Exchange Act. The undersigned hereby agrees to indemnify the attorneys-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorneys-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer to file any instruments, certificates and documents pursuant to Section 13 and Section 16 of the Exchange Act or the rules or regulations there under with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney supersedes any prior power of attorney in connection with the undersigned's capacity as an officer and/or director of the Company. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an executive officer, or legal counsel to, the Company.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of August 18, 2016

/s/ Sundararajan Narayanan  
Name: Sundararajan Narayanan

STATE OF Massachusetts  
COUNTY OF Worcester

On this 18th day of August 2016, Sundararajan Narayanan personally appeared before me, and acknowledged that he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Amanda M. Wilson  
Notary Public  
/s/ Amanda M. Wilson