

Intelligroup, Inc.

2004 Qualified Legal Compliance Committee Charter

A. Purpose

The purpose of the Qualified Legal Compliance Committee (the “Committee”) is to receive, review, investigate and respond to reports from attorneys (both in-house and law firm counsel) reporting evidence of a material violation in accordance with the rules and regulations promulgated under Section 307 of the Sarbanes-Oxley Act of 2002 and adopted as Part 205 of the Securities and Exchange Commission’s rules and regulations (the “Rules”).

B. Structure and Membership

1. Number. The Committee shall consist of at least three members of the Company’s board of directors who are not employed, directly or indirectly, by the Company, at least one of whom must be a member of the Company’s audit committee.
2. Chair. Unless the board of directors elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
3. Compensation. The compensation of Committee members shall be as determined by the board of directors. No member of the Committee may receive any consulting, advisory or other compensatory fee from the Company other than fees paid in his or her capacity as a member of the board of directors or a committee of the board of directors.
4. Selection and Removal. Members of the Committee shall be appointed by the board of directors. The board of directors may remove members of the Committee from such committee, with or without cause.

C. Authority and Responsibilities

The Committee shall have the following authority and responsibilities.

1. Inform the Company’s chief legal officer and chief executive officer (or the equivalents thereof) of any report of “evidence of a material violation” as defined by the Rules.



2. Determine whether an investigation is necessary regarding any report of evidence of a material violation by the Company, its officers, directors, employees or agents and, if it determines an investigation is necessary or appropriate, to:
 - (A) Notify the audit committee or the full board of directors of the Company;
 - (B) Initiate an investigation, which may be conducted either by the chief legal officer (or the equivalent thereof) or by outside attorneys; and
 - (C) Retain such additional expert personnel as the Committee deems necessary.
3. At the conclusion of any such investigation, to:
 - (A) Recommend, by majority vote, that the Company implement an appropriate response to evidence of a material violation; and
 - (B) Inform the chief legal officer and the chief executive officer (or the equivalents thereof) and the board of directors of the results of any such investigation under this section and the appropriate remedial measures to be adopted.
4. Take all other appropriate action, including notifying the Securities and Exchange Commission in the event that the Company fails in any material respect to implement an appropriate response that the Committee has recommended the Company to take.

D. Procedures and Administration

1. Procedures. The Committee shall establish written procedures for the confidential receipt, retention and consideration of reports regarding potential material violations.
2. Additional Powers. The Committee shall have such other duties as may be delegated from time to time by the board of directors.
3. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may act by majority vote of its members at any duly called meeting. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.
4. Reports to Board. The Committee shall report regularly to the board of directors.
5. Charter. At least annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the board of directors for approval.



6. Independent Advisors. The Committee shall have the authority, without further action by the board of directors, to engage and determine funding for such independent legal, accounting and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the board of directors, to cause the Company to pay the compensation of such advisors as established by the Committee.

7. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

