

NANOVIRICIDES, INC.

EXECUTIVE COMMITTEE CHARTER

March 2013

I. Purpose

The Executive Committee (“Committee”) is a standing committee of the Board of Directors (the “Board”) of Nanoviricides, Inc. (the “Company”). The primary purpose of the Committee is to function when the Board is not in session.

II. Membership, Structure and Organization

1. **Members.** The membership of the Committee shall consist of the Company’s Chief Executive Officer (the “CEO”) and President as well as one additional Independent Director to be nominated by the Board, at its discretion. The Board shall also appoint an Executive Committee Chairperson. The Board may remove any member from the Committee at any time.
2. **Delegation of Authority.** To the extent permitted by applicable law, the Committee may establish subcommittees consisting of one or more members, other directors and management to carry out such duties as the Committee may delegate.
3. **Resources.** The Committee has the authority to retain such outside advisors, including legal counsel or other experts, as it deems appropriate, and to approve the fees and expenses of such advisors.
4. **Charter.** The Committee shall periodically review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.
5. **Minutes and Reports.** The Chairperson of the Committee will report to the full Board on the Committee’s activities, findings and recommendations. The report to the Board may take the form of an oral report by the Chairperson or by any other member of the Committee designated by the Chairperson to make such report. The Company Secretary shall assist the Committee in maintaining minutes or other records of meetings and activities.

III. Responsibilities/Authority

During intervals between meetings of the Board, the Executive Committee shall have and may exercise the power and authority of the Board in directing the management of the business and affairs of the Company, including but not limited to the power and authority to carry out the day to day operations of the Company including the creation and approval of investment instruments, the seeking of investments and other financing, investor relations activities, public relations activities, the preparation of reports, reporting to the SEC, and other related tasks, except as may be limited by applicable law, by the Company’s ByLaws, or by resolution of the Board.

Approved by the Governance/Nominating Committee

Dated: March, 2013

Approved by the Board of Directors

Dated: March, 2013