



Global, Collaborative, Ethical

**PDS LIMITED**

## **NOMINATION AND REMUNERATION COMMITTEE CHARTER**

## Nomination and Remuneration Committee Charter

### **1. Preamble**

This charter sets out the composition, membership and responsibilities of the Nomination and Remuneration Committee (the "Committee") of the Board of Directors (the "Board") of PDS Multinational Fashions Limited (the "Company"). The Committee has been established by requisite resolution of the Board. The Committee has the powers, role and terms of reference as per Regulation 19 of SEBI (LODR) Regulations 2015 and Section 178 of the Companies Act, 2013. Its terms of reference shall replace the terms of reference of any pre-existing remuneration committee.

The Committee shall be comprised of not less than three members (Non-executive Directors) appointed by the Board, out of which 2/3rd shall be Independent Directors of the Company. Independence for the purposes of this Committee shall be determined by reference to the criteria set out in the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and SEBI Guidelines, if any. The Chairman of the Company may be appointed as a member of the Committee but shall not chair such Committee.

The Chairperson of the Committee shall be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.

The quorum for meetings of the Committee shall be two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance

### **2. Role of Committee**

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. devising a policy on diversity of board of directors;
4. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal and shall carry out evaluation of every directors performance;
5. recommend to the Board, all remuneration, in whatever form, payable to senior management.  
*("senior management" shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager and shall specifically include company secretary and chief financial officer.)*
6. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

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