



Paramount Dye Tec Limited

Regd. off.: Village Mangarh, Machiwara Road, Kohara, Ludhiana - 141112

Email: info@paramountdyetec.com Mob No.: +91 - 90568-55519

CIN No.: U13114PB2024PLC060422 Web: www.paramountdyetec.com

NOMINATION AND REMUNERATION COMMITTEE

PRIMARY OBJECTIVES

The Nomination and Remuneration Committee has the authority and power to exercise the role and responsibilities set out in this charter and granted to it under any separate resolutions of the Board from time to time. The Committee's responsibility is as follows:

- Identify persons who are qualified to become directors of the Board and recommend the same to the Board.
- Identify persons who may be appointed in senior management of the Company and recommend the same to the Board.
- Shall formulate the policy for determining qualifications, positive attributes and independence of Director and the remuneration to them, Key Managerial Personnel (hereinafter referred as the "KMP") and other employees.

ROLE AND RESPONSIBILITY

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. For every appointment of an Independent Director, evaluating the balance of skills, knowledge, experience on the Board, preparing a description of the role and capabilities required.
3. Formulating criteria for evaluation of performance of Independent Directors and the Board;
4. Devising a policy on Board diversity;
5. Identifying persons who are qualified to become directors of our Company and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal. Our Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report of our Company;
6. Recommending to the board, all remuneration, in whatever form, payable to senior management.
7. Determining 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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~~8. Analyzing, monitoring and reviewing various human resource and compensation matters:~~

9. Determining our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
10. Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), usually consisting of a fixed and variable component;
11. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
12. Performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits) Regulations, 2014;
13. Framing suitable policies, procedures and systems to ensure that there is no violation, by and employee id any applicable laws in India or Overseas, including:
 - (a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - (b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, our Company and its employees, as applicable.
14. Performing such other activities as may be delegated by the Board of Directors and/or specified/ provided under the Companies Act, 2013 or SEBI Listing Regulations or by any other regulatory authority.

NOMINATION AND REMUNERATION COMMITTEE MEETING:

The Committee shall meet at least once in a year. The decision of the NRC will be placed before the Board for approval.

NOMINATION AND REMUNERATION COMMITTEE MEMBERS:

- | | | |
|---------------------|---|----------|
| 1. Mr. Prabir Singh | - | Chairman |
| 2. Mr. Manish | - | Member |
| 3. Ms. Divya | - | Member |

For Paramount Dye Tec Limited

Director

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF PARAMOUNT DYE TEC LIMITED HELD ON MONDAY, SEPTEMBER 23, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT VILLAGE MANGARH, MACHIWARA ROAD, KOHARA, LUDHIANA - 141112, PUNJAB, INDIA AND CONCLUDED AT 12:00 P.M.

RE-CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE OF THE BOARD OF DIRECTORS OF THE COMPANY AND TO DEFINE ITS ROLE, RESPONSIBILITIES, POWERS, AND SCOPE:

"RESOLVED THAT in suppression of any previous resolution passed for constitution or re-constitution of Nomination and Remuneration Committee and pursuant to the provisions of Section 178 and all other applicable provision, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014, pursuant to Regulation 19 and all other applicable provisions of the SEBI (Listing and Obligations and Disclosure Requirements) Regulations 2015 and subject to the appointment of Mr. Manish in the ensuing Extra Ordinary General Meeting dated September 17, 2024, the consent of the Board of Directors be and is hereby accorded for reconstitution of "Nomination and Remuneration Committee" consisting of following directors:

Name of the Director	Designation in Committee	Nature of Directorship
Mr. Prabir Singh	Chairperson	Independent Director
Mr. Manish	Member	Independent Director
Ms. Divya	Member	Non-executive Director

RESOLVED FURTHER THAT the Company Secretary of the Company will act as Secretary of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT other provisions as to the number of meetings and frequency of meetings of the Nomination and Remuneration Committee will be as per the regulations contained in the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and broadly defined as follows:

Meetings of the Committee: The committee shall meet atleast once in a year. The quorum for the meeting shall be one-third of the total strength of the committee or two members, whichever is greater, but there shall be a presence of atleast one Independent Directors at each meeting. The Chairperson of the Nomination and Remuneration committee may 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.

RESOLVED FURTHER THAT the Scope and functions of the Nomination and Remuneration Committee will be as follows:

Scope and functions of the Committee: The Scope and functions of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 (4) of SEBI Listing Regulation and its terms of reference include the following:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. For every appointment of an Independent Director, evaluating the balance of skills, knowledge, experience on the Board, preparing a description of the role and capabilities required.
3. Formulating criteria for evaluation of performance of Independent Directors and the Board;
4. Devising a policy on Board diversity;

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5. Identifying persons who are qualified to become directors of our Company and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal. Our Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report of our Company;
6. Recommending to the board, all remuneration, in whatever form, payable to senior management.
7. Determining 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;
8. Analyzing, monitoring and reviewing various human resource and compensation matters;
9. Determining our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
10. Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), usually consisting of a fixed and variable component;
11. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
12. Performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits) Regulations, 2014;
13. Framing suitable policies, procedures and systems to ensure that there is no violation, by and employee id any applicable laws in India or Overseas, including:
 - (a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - (b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, our Company and its employees, as applicable.
14. Performing such other activities as may be delegated by the Board of Directors and/or specified/ provided under the Companies Act, 2013 or SEBI Listing Regulations or by any other regulatory authority.

RESOLVED FURTHER THAT all the Directors of the Company, be and are hereby severally authorized to sign and submit all the necessary documents and papers, to enter and execute all the necessary agreements and arrangements, to take all the necessary steps and actions, for and on behalf of the Company, in the matter of constitution of Nomination and Remuneration Committee of the Company and to give effect to the above resolution."

For and on behalf of the Board of
Paramount Dye Tec Limited


Kunal Arora
Managing Director
DIN: 0979127

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