



**CHARTER FOR THE NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS
OF
GENESIS MICROCHIP INC.**

(as amended on August 4, 2004)

PURPOSES:

The Nominating Committee of the Board of Directors (the "**Board**") of Genesis Microchip Inc. (the "**Company**") will monitor the composition of the Board and, when appropriate, seek, screen and recommend for nomination qualified candidates for election to the Board at the Company's Annual Meeting of Stockholders. In addition, the Nominating Committee will seek qualified candidates to fill vacancies on the Board subject to appointment by the Board. The Nominating Committee will evaluate candidates identified on its own initiative as well as candidates referred to it by other members of the Board, by the Company's management, by stockholders who submit names to the Company's Secretary for referral to the Nominating Committee, or by other external sources.

MEMBERSHIP:

The Nominating Committee will consist of a minimum of two members of the Board of Directors, each of whom shall be an "independent director" within the meaning of Rule 4200 of the Manual of the National Association of Securities Dealers, Inc. The members of the Nominating Committee (including its Chairman) will be appointed by and serve at the discretion of the Board.

RESPONSIBILITIES:

The primary responsibilities of the Nominating Committee include:

1. Reviewing, soliciting and making recommendations to the Board and stockholders of the Company with respect to candidates for election to the Board;
2. Determining annually desired Board qualifications, expertise, characteristics and composition and conducting searches for potential Board members with corresponding attributes when necessary;
3. Reviewing each Board member's continued service when appropriate;
4. Reviewing and considering nominees for election to the Board properly submitted by stockholders in accordance with the Nominating Committee's policies and procedures;
5. Reviewing the composition of Board committees and recommending to the Board members for the other Board committees as well as the chairman of each committee;



6. Reviewing and re-examining the Nominating Committee's charter annual and making recommendations to the Board for any proposed changes; and
7. Performing such other tasks as may be authorized by the Board.

MEETINGS:

Meetings of the Nominating Committee will be held at the pleasure of the Board and/or the members of the Nominating Committee, from time to time, in response to needs of the Board. Notwithstanding the foregoing, the Nominating Committee will meet at least once annually to evaluate and make nominations of qualified candidates for election to the at the Annual Meeting of Stockholders.

REPORTS:

The Nominating Committee will provide written reports to the Board regarding the Nominating Committee's nominations for election to the Board.

MINUTES:

The Nominating Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.