

## **IST LIMITED**

### **NOMINATION AND REMUNERATION POLICY**

#### **(I) Criteria for Determining Qualifications, Positive Attributes & Independence of Director:**

##### **1. Qualifications of Independent Director:-**

An Independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the company's business.

##### **2. Positive attributes of Independent Directors:-**

An independent director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices.

##### **3. Independence of Independent Directors:-**

An Independent director should meet the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement concerning independence of directors.

#### **(II) Remuneration Policy for Directors, Key Managerial Personnel and other employees**

##### **A. NON-EXECUTIVE DIRECTORS (NEDs)**

NEDs shall be paid a sitting fee of Rs.2,500/- for every meeting of the Board attended by them.

The company has no stock options plans and no payment by way of commission, bonus, pension, incentives etc. shall be paid.

##### **B. WHOLE TIME DIRECTORS & KEY MANAGERIAL PERSONNEL & OTHER EMPLOYEES**

The objective of the policy is directed towards having a compensation philosophy and structure that will reward and retain talent. The Remuneration to Whole Time Director (WTD) shall take into account the Company's overall performance, WTD's contribution for the same & trends in the industry in general, in a manner which will ensure and support a high performance culture.

The company has no stock options, plans and hence, such instruments do not form part of his remuneration package.

The Nomination and Remuneration Committee shall, while recommending the remuneration to be paid to Whole Time Directors, Independent Directors and the Key Managerial Personnel and other employees, invariably take into account the financial position of the Company, trend in the industry, background, qualifications, past experience, remuneration and performance of the appointee

The above criteria and policy are subject to review by the Nomination & Remuneration committee & the Board of Directors of the Company.