



Quality

ENVIRO ENGINEERS LTD.

(Formerly known as Quality Enviro Engineers (P) Limited)

An ISO 9001 : 2015 Certified Company

Mfr. Importer & Supplier of: Waste Handling & Air Pollution Equipments



Regd. office : S-2, Dada Market, Sahibabad
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CIN NO. U29190UP2016PLC082974

POLICY ON NOMINATION, REMUNERATION AND BOARD EVALUATION

QUALITY ENVIRO ENGINEERS LIMITED

(Formerly Known as Quality Enviro Engineers Private Limited)

1. INTRODUCTION

In terms of Section 178 of the Companies Act, 2013 ("Act"), read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, other applicable rules and provisions thereto, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), this Policy on Nomination, Remuneration and Board Evaluation of Directors, Key Managerial Personnel (hereinafter referred to as "KMP") and Senior Management (hereinafter referred to as "SM") of the Company has been approved by the Board of Directors vide its resolution dated September 26, 2026.

This Policy shall act as a guideline for determining, inter alia, the qualifications, positive attributes and criteria for the appointment of Directors, criteria for independence of Independent Directors, remuneration of Directors, matters relating to the evaluation of performance of Directors, and matters relating to the appointment, remuneration and removal of KMP and SM.

2. DEFINITIONS

In this policy unless the context otherwise requires, the terms "Director", "Independent Director", "Board" or "Board of Directors", "Key Managerial Personnel", "Nomination and Remuneration Committee" shall have meanings as provided under the Act. The term "Senior Management" shall have the meaning as defined under Listing Regulations.

"Regulations" refers to and comprises of the Act, the Companies (Meeting of Board and its Powers) Rules, 2014, The Companies (Appointment and Qualification of Directors) Rules, 2014, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Listing Regulations, the applicable Secretarial Standards, the applicable Accounting Standards and such other rules and provisions as applicable to the matters dealt in by this Policy.

Signature



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3. OBJECTIVES OF THE POLICY

The policy is framed with the following objectives:

- a) To devise proper methodology for evaluation and selection of candidates for directorships including independent directors, considering the corporate culture, business needs, diversity in composition and governance experience of the candidate.
- b) To lay down criteria for selection and determine terms and conditions including remuneration to identify persons who are qualified to be elevated to the Board as directors (Executive) from amongst the existing SM and persons who may be appointed in SM or identifying SMs who may be designated as KMPs, others to be designated as KMPs.
- c) To evaluate whether the composition and quantum of remuneration is reasonable and sufficient to attract, retain and motivate directors, KMP, SM of the quality required to run the company successfully.
- d) To evaluate whether the relationship of remuneration to performance is clear and meets appropriate performance benchmarks in the industry.
- e) To determine 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.
- f) To ensure that the remuneration to directors, KMP, and SM of the company involves a balance between fixed and incentive based pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- g) To determine remuneration based on the company's size and financial position and trends and practices on remuneration prevailing in peer companies in the industry.
- h) To carry out evaluation of the performance of directors, as well as KMP and SM and to provide for reward(s) linked directly to their effort, performance, dedication and achievement relating to the company's operations; and
- i) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

4. CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE



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The Nomination and Remuneration Committee (hereinafter referred to as "NRC") will consist of three or more non-executive directors, out of which not less than one-half shall be independent directors. The chairperson of the Company (whether executive or non-executive) may be appointed as a member of the NRC but shall not chair the NRC meetings.

The NRC shall meet at least once in a financial year. The NRC shall meet at such intervals as it may deem fit to carry out the objectives set out in the policy. A quorum for NRC shall be the presence of one-third of its strength or two members, whichever is greater, including at least one independent director. The Chairperson of the nomination and remuneration committee or, in his/her absence, any other member of the committee authorised by him/her in this behalf, shall attend the general meetings of the Company in terms of Section 178(7) of the Act, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries. However, in the case of presence of an interested director such quorum as prescribed by Secretarial Standards shall apply. The NRC members may attend the meeting physically or via permitted audio-visual mode, subject to the provisions of the applicable Regulations. The committee shall have the authority to call such employee(s), senior official(s) and / or external parties, as it deems fit as invitees for deliberations. The Company Secretary shall act as secretary to the committee.

5. FUNCTIONS OF THE NRC

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

- (1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (hereinafter referred to as "**Board**" or "**Board of Directors**") a policy relating to the remuneration of the directors, key managerial personnel and other employees (hereinafter referred to as "**Remuneration Policy**"). The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:
 - (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
 - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.
- (2) for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and

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- (3) on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - (i) use the services of an external agencies, if required;
 - (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - (iii) consider the time commitments of the candidates.
- (4) formulation of criteria for evaluation of independent directors and the Board;
- (5) devising a policy on diversity of the Board;
- (6) 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 their appointment and removal and carrying out evaluation of every director's performance (including independent director);
- (7) 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) recommend to the Board, all remuneration, in whatever form, payable to senior management; and carrying out any other activities as may be delegated by the Board and functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time
- (9) administering the employee stock option plans of the Company, as may be required;
- (10) determining the eligibility of employees to participate under the employee stock option plans of the Company;
- (11) granting options to eligible employees and determining the date of grant;
- (12) determining the number of options to be granted to an employee;
- (13) determining the exercise price under the employee stock option plans of the Company;
- (14) construing and interpreting the employee stock option plans of the Company and any agreements defining the rights and obligations of the Company and eligible employees under the employee stock option plans of the Company, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plans of the Company;
- (15) Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
 - (i) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - (ii) the Securities and Exchange Board of India (Prohibition for Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003, by the Company and its employees, as applicable

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- (16) Carrying out any other activities as may be delegated by the Board of Directors of the Company, functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time

6. APPOINTMENT OF DIRECTOR, KMP AND EMPLOYEES IN SM

- The committee shall identify and ascertain the integrity, qualification, expertise and experience of the candidate for appointment as director, KMP or as an employee in SM and recommend to the board his / her appointment.
- A candidate should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The committee has discretion to decide whether qualification, expertise and experience possessed by the candidate is sufficient/ satisfactory for the position concerned.
- Recommendation for appointment of independent directors shall be in consonance with the provisions of the Regulations and also the usefulness of the candidate in governance and in decision making.
- The company shall not appoint or continue the employment of any person as managing director, whole-time director or manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on proper justification in the explanatory statement annexed to the notice for such motion for extension of appointment or employment beyond seventy years. Where no such special resolution is passed but the votes cast in favour of the motion exceed the votes, if any, cast against the motion, and the Central Government is satisfied, on an application made by the Board, that such appointment is most beneficial to the Company, the appointment may be made or continued, in accordance with Section 196(3) of the Act.

7. INDEPENDENT DIRECTOR

Subject to the provisions of the applicable Regulations, an independent director shall hold office for a term up to which Board approves and, in any case, shall not be for a period more than five consecutive years in a single term on the Board of the company and will be eligible for reappointment of one more term of maximum of five years on passing of a special resolution by the company.

A person proposed to be appointed as an independent director shall have his/her name included in the data bank maintained by the Indian Institute of Corporate Affairs and shall, unless exempted, pass the online proficiency self-assessment test within the time prescribed under Rule 6 of the

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Companies (Appointment and Qualification of Directors) Rules, 2014. Every independent director shall give a declaration of independence under Section 149(7) of the Act.

No independent director shall hold office for more than two consecutive terms, but such independent director may be considered for appointment after expiry of minimum period of three years since ceasing to be an independent director of the Company. Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.

At the time of appointment of independent director, it should be ensured that number of boards on which such independent director serves is restricted to seven listed companies as an independent director and three listed companies as an independent director in case such person is serving as a whole-time director of a listed company. Further, the limits on the number of directorships prescribed under Section 165 of the Act shall be complied with.

8. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTOR

- The company shall familiarize the independent directors with the company, its culture, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc. through various programs
- The details of such familiarization programs shall be disclosed on the company's website and a web link thereto shall also be given in the Annual Report

9. EVALUATION

Following are the criteria for evaluation of performance of independent directors and the board:

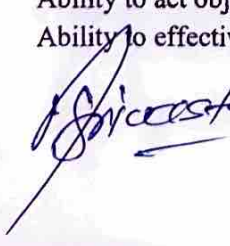
1. Executive Directors

The executive directors shall be evaluated on the basis of overall performance of their functional duties and further based on performance targets/ criteria given to such executive directors by the board from time to time.

2. Non-Executive Director

The Non-Executive Directors (independent or otherwise) shall be evaluated on the basis of the following criteria i.e. whether they:

- Ability to act objectively and constructively while exercising their duties;
- Ability to effectively deploy knowledge and expertise;




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- Pursuant to Paragraph VIII of Schedule IV of the Act, the evaluation of independent directors shall be done by the entire board of directors which shall include –
 - i. performance of the directors; and
 - ii. fulfillment of the independence criteria as specified in the Act and their independence from the management

Provided that in the above evaluation, the directors who are subject to evaluation shall not participate.

10. DISQUALIFICATIONS FOR APPOINTMENT OF DIRECTORS

A person shall not be eligible for appointment as a director of the company, if he is disqualified under section 164 of the Companies Act, 2013 or under any other regulations.

11. REMOVAL

The committee may recommend to the board with reasons recorded in writing, removal of a director, KMP or senior management personnel subject to the provisions of the Regulations.

12. RETIREMENT

The Director, KMP and senior management shall retire as per the applicable provisions of the Act and the prevailing policy of the company. The board will have the discretion to retain the director, KMP, senior management personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the company.

13. BOARD DIVERSITY

The Committee will review from time to time Board diversity to bring in professional experience in different areas of operations, transparency, corporate governance, financial management, risk assessment & mitigation strategy, education, community service and human resource management in the Company. The Committee will keep succession planning and Board diversity in mind in recommending any new name of Director for appointment to the Board.

14. SUCCESSION PLANNING

The Committee shall, from time to time, review the succession plan for the Board, KMP and SM of the Company, so as to ensure continuity of leadership and the orderly functioning of the Company. For this purpose, the Committee shall identify critical positions, assess the availability of suitable internal candidates, and recommend development measures, including training and assigning higher responsibilities, to prepare such candidates for these positions. Where no suitable internal candidate is available, the Committee may identify external candidates, with the assistance

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of external agencies if required. In the event of a sudden vacancy in the office of a Director, KMP or member of SM, the Board may, on the recommendation of the Committee, designate an interim arrangement pending a regular appointment. Any vacancy in the office of a Whole-Time Key Managerial Personnel shall be filled by the Board within six months from the date of such vacancy, in terms of Section 203(4) of the Companies Act, 2013.

15. DIRECTORS' REMUNERATION

The Committee will approve the fixed remuneration to Executive Directors subject to the provisions of the Act, Listing Regulations and other applicable laws & regulations. Commission to the Executive Directors, if any, will be recommended by the Committee to the Board for approval. The Committee/Board shall periodically review the remuneration of such Directors in relation to other comparable companies and other factors like performance of the Company etc. as deemed appropriate.

The Committee will recommend to the Board appropriate fees / commission to the non-executive directors for its approval. The Committee / Board shall inter alia, consider level of remuneration /commission payable by other comparable companies, time devoted, experience, providing guidance on strategic matters and such other factors as it may deem fit.

16. ELIGIBILITY CRITERIA & REMUNERATION OF KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT AND OTHER EMPLOYEES

The eligibility criteria for appointments of Key Managerial Personnel, Senior Management and Other Employees shall be in accordance with the job description of the relevant position. In particular, the position of Key Managerial Personnel should be filled by seniors who have relevant qualifications and experience.

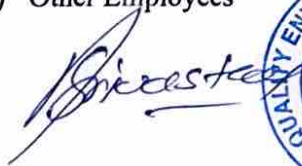
Remuneration Structure

a) Key Managerial Personnel and Senior Management

The remuneration structure for Key Managerial Personnel and Senior Management shall be decided taking into account factors such as level of experience, qualification, performance and suitability which shall be reasonable and sufficient to attract, retain and motivate them.

Nomination and Remuneration Committee shall recommend the remuneration/remuneration structure for senior management every year to the Board.

b) Other Employees







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- c) Ability to maintain confidentiality and integrity and independence of behavior and judgment;
- d) Ability to exercise their responsibilities in a bona fide manner in the interest of the company;
- e) Ability to devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- f) Do not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- g) Refrain from any action that would lead to loss of his or her independence;
- h) Inform the board immediately when they lose their independence;
- i) Assist the company in implementing the best corporate governance practices;
- j) Strive to attend all meetings of the board of directors and the committees;
- k) Participate constructively and actively in the meetings of the Board and that of its committees of the board in which they are chairpersons or members;
- l) Keep themselves well informed about the company and the external environment in which it operates;
- m) Moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest; and
- n) Abide by company's Memorandum and Articles of Association, company's policies and procedures including code of conduct, insider trading guidelines etc.

The evaluation of performance of the Board, its Committees and the directors individually shall be carried out in the following manner:

- The Independent Directors shall hold at least one meeting in a year to review the performance of the non-independent directors, performance of Chairperson of the Company and the Board as a whole, taking into account the views of executive directors and non-executive directors as required under Schedule IV of the Act.
- The evaluation of performance of the Independent Directors shall be carried out by the entire Board of Directors excluding the Director being evaluated as required under Schedule IV of the Act.
- Pursuant to the provisions of Section 134(3)(p) of the Act, the Board shall evaluate its own performance and also that of its Committees.



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departments as ratified by business leadership teams/corporate leadership team (as applicable). Decision on annual increments shall be made on the basis of this appraisal.

The remuneration may consist of fixed and incentive pay/retention bonus reflecting short and long-term performance objectives appropriate to the working of the Company and its goals. The aforesaid Key Managerial Personnel, Senior Management and Other Employees may also be provided any facility, perquisites, commission, accommodation, interest free loans or loans at concessional rate in accordance with the policies framed for them or any category thereof.

However, loan to the Directors who are KMPs shall be governed by such approvals as may be required by the Companies Act, 2013.

17. DISSEMINATION

The details of the policy and the evaluation criteria as applicable shall be published on company's website and accordingly disclosed in the annual report as part of board's report therein.

18. AMENDMENT TO THE POLICY

The board of directors on its own and / or as per the recommendations of the NRC can amend this Policy, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.


Ashwani Srivastava
(Chairman & Managing Director)
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Date: September 26, 2026
Place: Ghaziabad

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