



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
Railway Station Road-II, Sahibabad,
Ghaziabad, Uttar Pradesh, India, 201005



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www.qualityenviroengineers.com
www.qualityenviroengineers.in

CIN NO. U29190UP2016PLC082974

CRITERIA FOR MAKING PAYMENT TO NON- EXECUTIVE DIRECTORS

QUALITY ENVIRO ENGINEERS LIMITED

(Formerly Known as Quality Enviro Engineers Private Limited)

Regulation 46(2)(f) and Schedule V of the SEBI LODR require a listed entity to publish its criteria of making payments to Non-Executive Directors (the "NEDs") in its annual report. Alternatively, this may be put up on the Company's website and reference may be drawn thereto in its annual report. Though these provisions are not applicable to an SME-listed entity in terms of Regulation 15(2) of the SEBI LODR, the Company has adopted these criteria as a matter of good governance. Remuneration payable to NEDs (other than sitting fees and reimbursement of expenses) shall be subject to Section 197 of the Companies Act, 2013 and the approval of the shareholders, where required.

In keeping with the above, any fee/remuneration payable to the NEDs of the Company shall abide by the following:

i. SITTING FEE:

Such director(s) may receive remuneration by way of sitting fee for attending meetings of the Board or Committee thereof or any other meeting as required by Companies Act, 2013, SEBI (LODR) or other applicable law or for any other purpose whatsoever as may be decided by the Board; within the permissible limits as provided under the applicable law from time to time.

ii. COMMISSION:

Under the Companies Act, 2013, Section 197 allows a company to pay remuneration to its NEDs either by way of a monthly payment or at a specified percentage of the net profits of the company or partly by one way and partly by the other. Further, the section also states that where the company has either managing director or whole-time director or manager, then a maximum of 1% of its net profits can be paid as remuneration to its NEDs. In case there is no managing director or whole-time director or manager, then a maximum of 3% of net profit can be paid. Where the Company has no profits or its profits are inadequate, remuneration to NEDs shall be governed by Schedule V of the Companies Act, 2013.

Currently, the Company is not paying Commission to its NED's.



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iii. PROFESSIONAL FEES

Under the Companies Act, 2013, Section 197 allows a Company to pay remuneration to its NEDs for services rendered by any such Director if:

- a) The services rendered are of Professional nature;
- b) In the opinion of Nomination and Remuneration Committee the Director possess the requisite qualification for the practice of the profession.

In terms of Sections 177 and 188 of the Companies Act, 2013, the Audit Committee and, where required, the Board of Directors of the Company shall approve the Professional fees to be paid to Non Executive Director(s), and with the approval of the Shareholders where ever required. In the case of an independent director, it shall be ensured that such professional fees do not result in a pecuniary relationship or transaction which affects his/her independence under Section 149(6) of the Companies Act, 2013.

iv. REIMBURSEMENT OF ACTUAL EXPENSES INCURRED:

NEDs may also be paid/reimbursed such sums either as fixed allowance and /or actual as fair compensation for travel, boarding and lodging and incidental and /or actual out of pocket expenses incurred by such member for attending Board/Committee Meetings.

The Nomination and Remuneration Committee is entrusted with the role of reviewing the compensation of NEDs.

v. PAYMENT TO INDEPENDENT DIRECTORS:

An Independent Director shall not be entitled to any stock option and shall receive Sitting fees and reimbursement of expenses for participation in meetings of the Board or committee thereof and profit related remuneration up to a specified percentage of net profits in such proportion, as may be permissible under the Companies Act, 2013 and any other applicable law at the discretion of the Board.

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

vi. REFUND OF EXCESS REMUNERATION PAID:



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If any director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the prescribed limit or without the approval required under Section 197 of the Companies Act, 2013, he shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.

AMENDMENTS

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy.

Ashwani Srivastava



Ashwani Srivastava
(Chairman & Managing Director)
DIN: 07384826
Add: 975, Sector-3, Vasundhra
Ghaziabad, Uttar Pradesh, 201012

Date: September 26, 2026

Place: Ghaziabad



Factory : Khasra No. 1090, Industrial Area, Near Kanshiram Awasthi,
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