

# TOMORROW TECHNOLOGIES GLOBAL INNOVATIONS LIMITED

(Formerly known as CNI Research Limited)

CIN - L45202MH1982PLC041643

R/O - A/120 GOKUL ARCADE OPP GARWARE HOUSE SAHAR RD VILE PARLEEAST, MUMBAI,  
MAHARASHTRA, INDIA, 400057

## Criteria for Making Payments to Non-Executive Directors

### **1. Sitting Fees**

Non-Executive Directors (NEDs) shall be entitled to receive sitting fees for attending meetings of the Board and its Committees, as may be approved by the Board of Directors from time to time, within the limits prescribed under the provisions of the Companies Act, 2013 and applicable rules made thereunder.

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### **2. Commission**

In addition to sitting fees, the Company may pay commission to Non-Executive Directors, within the limits approved by the shareholders and in accordance with the provisions of the Companies Act, 2013.

The quantum of commission shall be determined based on:

- Overall performance of the Company
  - Profits of the Company
  - Roles and responsibilities undertaken
  - Contribution to Board deliberations and strategic guidance
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### **3. Reimbursement of Expenses**

Non-Executive Directors shall be entitled to reimbursement of expenses incurred for:

- Participation in Board and Committee meetings
  - Travel, accommodation, and related incidental expenses
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### **4. Stock Options (if applicable)**

Where permitted under applicable laws and approved by shareholders, Non-Executive Directors (excluding Independent Directors) may be granted stock options or other share-based benefits in compliance with:

- Companies Act, 2013
  - SEBI (LODR) Regulations, 2015
  - Applicable SEBI regulations on share-based employee benefits
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### **5. Independent Directors**

Independent Directors shall be paid:

- Sitting fees
- Profit-related commission (if approved)

However, they shall **not be entitled to stock options**, in accordance with the provisions of the Companies Act, 2013.

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## **6. Regulatory Compliance**

All payments to Non-Executive Directors shall be:

- Within statutory limits
- Approved by the Board and/or shareholders, as applicable
- Disclosed in the Board's Report and Corporate Governance Report
- In compliance with applicable provisions of the SEBI (LODR) Regulations, 2015 (for listed companies)

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## **7. Review of Policy**

The criteria for payment shall be reviewed periodically by the Nomination and Remuneration Committee to ensure alignment with regulatory requirements and industry practices.