

NOTICE OF MEETING OF RIGHTS ISSUE COMMITTEE

Notice is hereby given that the 3rd meeting of the Rights Issue Committee of the Board of Directors of GTT Data Solutions Limited (formerly known as Cinerad Communications Limited) (“the Company”) will be held on Friday, 10th January 2025 at 2.00 P.M (IST) to be held at its corporate office situated at Sapphire Park Gallery, Near Patil Estate, Office No 7/8, Mumbai Road, Shivajinagar (Pune), Pune - 411005, Maharashtra, to transact the businesses mentioned in the agenda enclosed herewith.

In case, any Director requires any assistance for joining the Meeting via video conference, you may contact Mr. Ebrahim Nimuchwala (email id: csebrahim@gttdata.ai, Mobile no.- 7719913351).

Kindly make it convenient to attend the meeting.

Thank you.

Yours sincerely,

For GTT DATA SOLUTION LIMITED
(formerly known as Cinerad Communications Limited)

Sd/-

Ebrahim Nimuchwala
Company Secretary & Compliance Officer

Encl: Agenda & Notes to Agenda



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Registered Office :

80 Burtolla Street, Barabazar,
Kolkata, West Bengal - 700007

AGENDA

Sr. No.	Particulars
1.	To take roll call for meeting being conducted through video conferencing/other audio-visual means.
2.	To grant leave of absence, if any.
3.	To take note of the minutes of previous meeting of the Rights Issue Committee held on January 04, 2025.
4.	To consider , approve and adopt the Letter of offer in relating to proposed Rights issue of Equity Shares amounting upto Rs. 49.99 crores.
5.	To consider , approve and adopt the Abridged Letter of offer in relating to proposed Rights issue.
6.	To consider and approve the Application form along with other documents in relating to proposed Rights issue.
7.	Any other subject with the permission of the chair.



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NOTES TO AGENDA

Agenda item no. 1:

To take roll call for meeting being conducted through video conferencing/other audio-visual means.

Explanatory Note/Draft Resolution(s):

Mr. Pankaj Samani, Chairman of Rights Issue Committee, to inform the members that all the members and company secretary are participating at the Meeting through video-conferencing / other audio-visual means.

Thereafter, CS Ebrahim Nimuchwala, Company Secretary of the Company to request the Chairman and other members to make a roll call.

Each of the participant (one by one) to confirm that:

- i. I am participating from _____;
- ii. I have received the agenda and other relevant materials for the meeting;
- iii. I can completely and clearly see and communicate with other participants of the meeting; and
- iv. I confirm that no one other than me is attending or having access to the proceeding of the meeting through electronic mode from the place where I am participating.

CS Ebrahim Nimuchwala, Company Secretary of the Company to confirm that the quorum is present for the meeting.

The Company Secretary to authenticate the attendance of the committee members and other person(s) participating through Video- Conferencing in the attendance register.



Agenda item no. 2:

To grant leave of absence, if any.

Explanatory Note/Draft Resolution(s):

The members to take note of request for leave of absence received from any member if requested for the same, subject to compliance with quorum requirement to conduct the meeting.



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Agenda item no. 3:

To take note of the minutes of previous meeting of the Rights Issue Committee.

Explanatory Note/Draft Resolution(s):

The Minutes of the previous meeting of the Rights Issue Committee held on January 04, 2025, circulated to the members of the Rights Issue Committee, to discuss and necessary actions to be taken, if required.



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Agenda item no. 4:

To consider , approve and adopt the Letter of offer in relating to proposed Rights issue of Equity Shares amounting upto Rs. 49.99 crores.

Explanatory Note/Draft Resolution(s):

The members of the Rights Issue Committee to consider, approve and adopt the Letter of Offer for the proposed Rights Issue of the Company. After discussion, the following resolution may be passed:

“RESOLVED THAT in furtherance to the resolution dated May 29, 2024 inter-alia approving the issuance of specified securities on rights basis; and decision of the Rights Issue Committee of the Board of Directors of the Company (“Committee”) dated December 14, 2024, issue of partly paid-up equity shares of face value of ₹ 10/- each of the Company by way of rights issue for an amount not exceeding ₹ 49.99 crores (“Rights Equity Shares”), the Letter of Offer prepared in accordance with the provisions of the Companies Act, 2013, as amended from time to time, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and other applicable regulations, circulars, and guidelines issued by the Securities and Exchange Board of India ("SEBI") or the Reserve Bank of India, other applicable laws, regulations, policies or guidelines including the guidelines and clarifications issued by the Government of India (such laws, "Applicable Laws"), be and is hereby approved by the Board and adopted for filing with SEBI, BSE Limited ("BSE") and any other authorities/agencies as may be required, in accordance with Applicable Laws.

RESOLVED FURTHER THAT to give effect to the above resolution, Mr. Pankaj Samani, Managing Director and / or Mr. Ebrahim Nimuchwala, Company Secretary & Compliance Officer be and are hereby jointly and severally authorized to take all steps and do all such acts, deeds, matters and things and to sign and execute all such documents, instruments as deemed necessary in this regard, including filing the Draft Letter of Offer with the SEBI, Stock Exchanges and any other authorities/agencies as may be required, making all other necessary filings and intimations to the Stock Exchanges and any other authorities as may be required.

RESOLVED FURTHER THAT certified true copy of the foregoing resolution be furnished to the concerned person(s)/authorities in connection with implementation of this resolution, under signature of Managing Director of the Company and/or the Company Secretary & Compliance Officer ”



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Agenda item no. 5:

To consider , approve and adopt the Abridged Letter of offer in relating to proposed Rights Issue.

Explanatory Note/Draft Resolution(s):

The members of the Rights Issue Committee to consider, approve and adopt the Abridged Letter of Offer for the proposed Rights Issue of the Company. After discussion, the following resolution may be passed:

“RESOLVED THAT in furtherance to the resolution dated May 29, 2024 inter-alia approving the issuance of specified securities on rights basis; and decision of the Rights Issue Committee of the Board of Directors of the Company (“Committee”) dated December 14, 2024, issue of partly paid-up equity shares of face value of ₹ 10/- each of the Company by way of rights issue for an amount not exceeding ₹ 49.99 crores (“Rights Equity Shares”), the Abridged Letter of Offer prepared in accordance with the provisions of the Companies Act, 2013, as amended from time to time, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and other applicable regulations, circulars, and guidelines issued by the Securities and Exchange Board of India ("SEBI") or the Reserve Bank of India, other applicable laws, regulations, policies or guidelines including the guidelines and clarifications issued by the Government of India (such laws, "Applicable Laws"), be and is hereby approved by the Board and adopted for filing with SEBI, BSE Limited ("BSE") and any other authorities/agencies as may be required, in accordance with Applicable Laws.

RESOLVED FURTHER THAT to give effect to the above resolution, Mr. Pankaj Samani, Managing Director and / or Mr. Ebrahim Nimuchwala, Company Secretary & Compliance Officer be and are hereby jointly and severally authorized to take all steps and do all such acts, deeds, matters and things and to sign and execute all such documents, instruments as deemed necessary in this regard, including filing the Draft Letter of Offer with the SEBI, Stock Exchanges and any other authorities/agencies as may be required, making all other necessary filings and intimations to the Stock Exchanges and any other authorities as may be required.

RESOLVED FURTHER THAT certified true copy of the foregoing resolution be furnished to the concerned person(s)/authorities in connection with implementation of this resolution, under signature of Managing Director of the Company and/or the Company Secretary & Compliance Officer ”



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Agenda item no. 6:

To consider and approve the Application form along with other documents in relating to proposed Rights Issue.

Explanatory Note/Draft Resolution(s):

The members of the Rights Issue Committee to consider, approve the Application form and other related documents for the proposed Rights Issue of the Company. After discussion, the following resolution may be passed:

“RESOLVED THAT, in connection with the proposed Rights Issue to the existing shareholders of the company, the Members of Rights Issue Committee hereby approves the application form to be used by the eligible shareholders for subscribing to the Rights Issue.

FURTHER RESOLVED Mr. Pankaj Samani, Managing Director and / or Mr. Ebrahim Nimuchwala, Company Secretary & Compliance Officer of the Company be and is hereby authorized to take all necessary actions to finalize, distribute, and circulate the application form to the eligible shareholders, along with all necessary details such as terms of the rights issue, subscription price, and the time period for subscription.

FURTHER RESOLVED THAT Mr. Pankaj Samani, Managing Director and / or Mr. Ebrahim Nimuchwala, Company Secretary & Compliance Officer of the Company be and is hereby authorized to take all necessary actions and file the requisite forms with the regulatory authorities, including but not limited to the Securities and Exchange Board of India (SEBI) and the stock exchanges, to ensure compliance with the applicable laws and regulations for the rights issue process.

FURTHER RESOLVED THAT, the application form and related documents be provided to the eligible shareholders within the time period specified in the rights issue offer letter”.

Agenda item no. 7:

Any other subject with the permission of the chair.



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