NOTICE OF MEETING OF AUDIT COMMITTEE OF BOARD OF DIRECTORS (6/2024-25)

Notice is hereby given that the meeting (Meeting No. 6/2024-25) of the Audit Committee of the Board of Directors of GTT Data Solutions Limited *("the Company")* will be held on Sunday, February 2, 2025 at Villa 259, 259 Socol Vaddo, Assagao, Goa 403507 at 3.00 P.M to transact the businesses mentioned in the agenda enclosed herewith.

Kindly make it convenient to attend the meeting.

Thank you.
Yours sincerely,

For **GTT Data Solutions Limited**
(Formerly Known Cinerad Communications Limited)

Sd/-

CS Ebrahim Nimuchwala
Company Secretary & Compliance Officer

Encl: Agenda & Notes to Agenda

AGENDA

Sr. No.	Particulars
1.	To grant leave of absence, if any.
2.	To take note of the minutes of previous meeting of the Audit Committee held on November, 04 2024.
3.	To take note of status of complaints received under Whistle blower Policy and to review the status of investigations being carried out by the Company.
4.	a) To review the statement of transactions of the previous quarter with the related parties undertaken pursuant to the arrangements/ contracts/omnibus limit/adhoc limit approved by the Audit Committee in its previous meetings and to approve contracts/arrangements proposed to be entered into with the related parties; to ratify the transaction(s), if any; b) To consider revision of Omnibus limits with existing related parties for the FY 2024-25, if required; and c) To review the list of new related parties and to consider granting Omnibus approvals for transactions between the Company and its newly identified related parties for the FY 2024-25; and d) To consider Omnibus limits with related parties for the FY 2025-26.
5.	To consider and approve the draft Standalone Unaudited Financial Results of the Company for the quarter and nine months ended December 31, 2024 along with the draft Limited Review Report of the Statutory Auditors and recommend the same to the Board of Directors.
6.	To consider and approve the draft Consolidated Unaudited Financial Results of the Company for the quarter and nine months ended December 31, 2024 and draft extract of the Consolidated Financial Results of the Company published in Newspapers, along with the draft Limited Review Report of the Statutory Auditors and recommend the same to the Board of Directors.
7.	To review financial statements of subsidiary companies and investments made by unlisted subsidiary companies.
8.	To review and scrutinize the inter-corporate loans and investments of the Company and reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
9.	Any other subject with the permission of the Chairman and with the consent of a majority of the members present at the meeting.

NOTES TO AGENDA

Agenda item no. 1:

To grant leave of absence, if any.

Explanatory Note/Draft Resolution(s):

The members to grant leave of absence to member if requested for the same, subject to compliance with quorum requirement in accordance with the laws.

Agenda item no. 2:

To take note of the minutes of previous meeting of the Audit Committee of the Board of Directors held on November, 04 2024.

Explanatory Note/Draft Resolution(s):

The Minutes of the previous meeting of the Audit Committee held on November, 04 2024 entered in the minutes book to be noted and taken on record.

Agenda item no. 3:

To take note of status of complaints received under Whistle blower Policy and to review the status of investigations being carried out by the Company.

Explanatory Note/Draft Resolution(s):

The members of the Audit Committee to take note of any complaints, if any received under the Whistleblower policy / Vigil Mechanism of the Company and to take necessary actions in this regard.

Agenda item no. 4:

a) To review the statement of transactions of the previous quarter with the related parties undertaken pursuant to the arrangements/ contracts/omnibus limit/adhoc limit approved by the Audit Committee in its previous meetings and to approve contracts/arrangements proposed to be entered into with the related parties; to ratify the transaction(s), if any;

b) To consider revision of Omnibus limits with existing related parties for the FY 2024-25, if required; and

c) To review the list of new related parties and to consider granting Omnibus approvals for transactions between the Company and its newly identified related parties for the FY 2024-25.

Explanatory Note/Draft Resolution(s):

Mr. Ebrahim Nimuchwala to then inform that in compliance with the applicable requirements of Companies Act, 2013 read with the Rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Related Party Transaction Policy of the Company:

i. the list of related parties including new related parties identified by the Company as per annexure circulated along with the agenda and will also be presented before the Audit Committee for its review and approval;

ii. the statement of transactions with related parties including transactions (categorised into transactions with subsidiaries, Directors/KMP, Entities in which Directors are interested etc.) undertaken during the quarter ended December 31, 2024, pursuant to the arrangements/contracts/omnibus limit/adhoc limit approved by the Audit Committee in its previous meeting(s), as per the annexure being circulated to the members, will also be presented before the Audit Committee for its review and approval/ratification.

The management to confirm to the Audit Committee that each of the transactions undertaken with the related parties were in the ordinary course of business and all the terms and conditions of the transactions including pricing were on arm's length basis.

The list of arrangements/transactions which are proposed to be entered with the identified related parties of the Company will be presented before the Committee for its consideration and approval.

The Committee then to review the Omnibus limits granted to the existing related parties and is requested to consider / ratify and approve the revision in the limits for the period upto March 31, 2025, where the existing Omnibus limits granted is about to get exhausted, if any and review and approve new omnibus limit with existing/new related parties.

A list containing the names of all new related parties and the Omnibus limits with the new related parties, if any, will be presented before the Committee for its consideration and approval.

The Committee may pass the following resolution:

"RESOLVED THAT pursuant the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Companies Act, 2013 including the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being force) and in line with the Related Party Transaction Policy of the Company, the Audit Committee hereby approves the list of new related parties identified by the Company, and approves/ratifies, the statement of transactions with related parties including transactions undertaken during the quarter ended September 30, 2024, pursuant to the arrangements/ contracts/omnibus limit/adhoc limit approved by the Audit Committee in its previous meeting(s), as per the annexure circulated to the Audit Committee and hereby takes note that the transactions are on an arm's length basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Audit Committee hereby also authorizes the Company to enter into any transactions with its related parties without the prior approval of the Audit Committee where the need for such related party transactions cannot be foreseen and details are not available subject to their value not exceeding rupees one (1) Crore per transaction ("Adhoc Omnibus approval"), subject to the ratification by the Audit Committee at its next meeting.

RESOLVED FURTHER THAT the Audit Committee hereby approves the arrangements/transactions proposed to be entered into with the existing and new related parties as placed before the Committee and to review the omnibus limits granted with the related parties and considered, ratified and approved the revision in the existing omnibus limits and approved omnibus limits for new related parties as per the list placed before the Committee."

d) To consider Omnibus limits with related parties for the FY 2025-26

Explanatory Note/Draft Resolution(s):

The Chairman informed the members that as per Section 177 of the Companies Act, 2013 read with, the Companies (Meeting of Board and its Powers) Rules, 2014, and regulation 23 of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 all related party transactions shall be approved by the Audit Committee. He further informed that the Audit Committee may grant omnibus approval for transaction proposed to be entered by the Company with Related Party subject to fulfilling certain conditions. He added that the Audit Committee shall have to consider the following factors while specifying the criteria for making omnibus approval, namely: - a) Repetitiveness of the transactions (in past or in future); b) Justification for the need of omnibus approval Omnibus approval shall be valid for a period not exceeding one financial year and shall require fresh approval after the expiry of such financial year. It was proposed to secure the omnibus approval of members of the audit committee for the transactions proposed to be entered into by the Company with Related parties as per the financial statements placed before the Committee. The Committee noted that most transactions like purchase, sale, rental, remuneration, interest & loans etc. are of repetitive in nature and at arm's length. Each individual transaction need not be approved singularly; and thereof the omnibus approval. After consideration of the same, the following resolution was passed.

"RESOLVED THAT pursuant to the provisions of Section 2(76), 177 and Section 188 of the Companies Act, 2013, read with rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the omnibus approval of the committee be and is hereby accorded for the transaction(s) as tabled before this meeting, duly initialed by the chairman of this meeting for identification purpose, related to purchase, sale, loans, interest, remuneration / professional charges, rentals, reimbursement of expenses etc. proposed to be entered into by the company with related parties as per respective agreements

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to approve such transactions on case to case basis within the approved limit and do all such acts, deeds, matters and things as may be necessary to give effect to the foregoing resolution."

Agenda item no. 5:

To consider and approve the draft Standalone Unaudited Financial Results of the Company for the quarter and nine months ended December 31, 2024 along with the draft Limited Review Report of the Statutory Auditors and recommend the same to the Board of Directors.

Explanatory Note/Draft Resolution(s):

The Audit Committee to discuss about the standalone and consolidated financial performance of the Company for the quarter and nine months ended December 31, 2024.

After discussion, the following resolution may be passed:

"RESOLVED THAT the Audit Committee hereby considers and approves the summarized draft unaudited and limited reviewed Standalone Financial Results of the Company for the quarter and nine months ended December 31, 2024, as per the draft presented before the Meeting along with the draft Limited Review Report as prescribed under Regulation 33 and applicable Schedules of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any re-enactments or modifications thereof, for the time being in force, presented before the Committee, and recommends to the Board for its consideration and approval."

Agenda item no. 6:

To consider and approve the draft Consolidated Unaudited Financial Results of the Company for the quarter and nine months ended December 31, 2024 and draft extract of the Consolidated Financial Results of the Company published in Newspapers, along with the draft Limited Review Report of the Statutory Auditors and recommend the same to the Board of Directors.

Explanatory Note/Draft Resolution(s):

[•] to present before the Committee the draft Consolidated Unaudited Financial Results of the Company for the quarter and nine months ended December 31, 2024 along with the draft Limited Review Report on such Consolidated Unaudited Financial Results of the Company for the quarter and nine months ended December 31, 2024 as received from M/s. Mehta & Mehta, Chartered Accountants, statutory auditors of the Company for its consideration and approval.

Thereafter, the Audit Committee to consider the aforesaid results and to pass the following resolution:

"RESOLVED THAT the summarized draft consolidated Unaudited Financial Results of the Company for the quarter and nine months ended December 31, 2024 as placed before the Meeting as required under Regulation 33 and other applicable Schedules and Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any re-enactments or modifications thereof, for the time being in force along with the draft Limited Review Report presented before the Committee, be and are hereby approved and the same be recommended to the Board for their approval at the Board Meeting to be held on February 2, 2025.

Thereafter, the draft of the extract to be published in the newspaper, to be presented before the Committee, for its approval and recommendation to the Board.

The Committee may pass the following resolution:

RESOLVED THAT draft of the extract to be published in the newspaper for the quarter and nine months ended December 31, 2024, as per the draft presented before the meeting, be and is hereby approved and the same be and is recommended to the Board for their approval at the Board Meeting to be held on February 2, 2025".

Agenda item no. 7:

To review financial statements of subsidiary companies and investments made by unlisted subsidiary companies.

Explanatory Note/Draft Resolution(s):

The Audit Committee to review and to consider the Financial Results of subsidiary companies, which are consolidated in to the Standalone Financial Results of the Company, so as to obtain the consolidated financial statements of the Company.

Further, the Audit Committee also to review the investment made by the unlisted subsidiary companies, if any.

The Committee to review the aforesaid results and details of investment made by unlisted subsidiary companies, to consider and note the same.

Agenda item no. 8:

To review and scrutinize the inter-corporate loans and investments of the Company and reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.

Explanatory Note/Draft Resolution(s):

The Company Secretary to present before the Committee the details IF ANY of inter-corporate loans and investments, for its review & scrutiny and also for reviewing the utilization of loan and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans /advances /investments.

The Committee after reviewing and scrutinizing, may pass the following resolution:

"RESOLVED THAT the inter-corporate loans and investments of the Company, for the quarter ended December 31, 2024, as presented before the Committee, be and is hereby taken on record.

RESOLVED FURTHER THAT loan and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans /advances /investments were utilized for the purpose they were made."

Agenda item no. 9:

Any other subject with the permission of the Chairman and with the consent of a majority of the members present at the meeting.