

Date: June 13, 2025.

To,  
The Listing Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001.  
**Scrip Code: 530457**

**Sub: Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) – Notice of Postal Ballot.**

Dear Sir/Madam,

In terms of the provisions of Section 110, 108 and other applicable provisions of the Companies Act, 2013 (“Act”) and the underlying rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders’ of the Company is being sought by Postal Ballot by way of voting through electronic means (e-voting) offered by the Central Depository Services (India) Limited (CDSL) for the items as set out in the Notice of Postal Ballot dated June 13, 2025 as enclosed herewith.

Companies are permitted to conduct postal ballot by sending e-mails to all its shareholders who have registered their email addresses with the Company or Depositories / Depository Participants. Accordingly, this notice is being sent to members who have registered their email addresses and is not being sent to members who have not registered their e-mail addresses. Further, the communication of assent / dissent of the members can only take place through the e-voting system. This Postal Ballot is being conducted in compliance with the MCA Circulars.

The e-voting period will commence from Sunday, 15th June 2025 at 9.00 AM and will end on Tuesday, 14th July 2025 at 5.00 PM.

This is for your information and record

Thanking You.

Yours faithfully,

**For GTT Data Solutions Limited**  
**(formerly known as Cinerad Communications Limited)**

**Pankaj Ramesh Samani**  
**Managing Director**  
**DIN: 06799990**

### POSTAL BALLOT NOTICE

(Pursuant to section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Notice is hereby given that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (“**Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) and other applicable provisions of the Act and the Rules, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and circulars issued by the Ministry of Corporate Affairs (“**MCA**”) from time to time in this regard (“**MCA Circular**”) and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), the resolutions set out below are proposed to be passed by the members of GTT Data Solutions Limited (“**the Company**”) by means of Postal Ballot, only by way of remote e-voting process (“**e-voting**”).

The Explanatory Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice are annexed hereto.

In accordance with the MCA Circular, postal ballot notice is being sent only through electronic mode to the shareholders whose names appear in the Register of Members / Register of Beneficial Owners, as on Friday, June 6, 2025, being the cut-off date for the purpose (“**Cut-Off Date**”), and whose email address is registered with the Company or Niche Technologies Private Limited, the Company’s Registrar and Share Transfer Agent (“**Niche**” or “**Registrar and Transfer Agent**”) or Depository Participants. Physical copy of postal ballot notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot and members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the notes section of this postal ballot notice to cast their vote electronically which begins on Sunday, June 15, 2025 at 9:00 a.m. IST and ends on 5:00 p.m. IST on Monday, July 14, 2025 (the last day to cast vote electronically) to be eligible for being considered.

In accordance with the provisions of Section 106 of the Companies Act, 2013 and the Articles of Association of the Company, shareholders holding partly paid-up equity shares on which any calls or other sums presently payable have not been paid shall not be entitled to vote, either by postal ballot or through electronic voting. Accordingly, shareholders whose shares are not fully paid-up or on which call money remains unpaid as on the Cut-Off Date, shall not be eligible to vote on the resolutions contained in this notice.

The Board of Directors has appointed Mr. Gaurav Kulkarni (FCS – 12834), Partner, M/s. SKGK & Associates LLP, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness for appointment and will be available for the said purpose. The Scrutinizer’s decision on the validity of the e-voting shall be final. The Company has engaged the services of Central Depository Services (India) Limited (“**CDSL**”) as the agency to provide e-voting facility.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and / or Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before Wednesday, July 16, 2025 and will be displayed on the Company's website [www.gttdata.ai](http://www.gttdata.ai) and

will also be communicated to BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL at <https://evoting.cdslindia.com>.

The Company will also display the results of the Postal Ballot at its Registered Office and the Corporate Office. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Monday, July 14, 2025.

**SPECIAL BUSINESS:**

1. **Change in designation of Mr. Ganesh Natarajan as Chairman & Whole-time Director of the Company and approve the remuneration for the period of 3 (Three) years effective from April 1, 2025.**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Ganesh Natarajan (DIN: 00176393), Non-Executive Director-cum-Chairman of the Company be and is hereby appointed as Chairman & Whole-time Director of the Company for a period of 3 (Three) years with effect from April 1, 2025 to March 31, 2028 (both days inclusive) subject to liable by rotation, on the terms and conditions, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment as it may deem fit and as may be acceptable to Mr. Ganesh Natarajan.

**RESOLVED FURTHER THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and are hereby accorded to approve the remuneration as stated below for the period of 3 (Three) years with effect from April 1, 2025 to March 31, 2028 (both days inclusive).

**REMUNERATION:**

**I. SALARY:**

- a. **Salary:** Upto Rs. 1,34,00,000/- per annum (inclusive of incentives, perquisites etc.) as may be decided by Board of Directors based on the performance of the Company subject to specified ceiling limit of the managerial remuneration under the provisions of section 197 read with schedule V of the Act.
- b. Incentives, not exceeding the specified ceiling limit of the net profit of the Company for each financial year or part thereof computed in the manner as laid down under section 198 of the Companies Act, 2013 after deducting Salary & Perquisites as provided herein.

**II. PERQUISITES:**

Mr. Ganesh Natarajan shall be entitled to House Rent Allowance, gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, Company maintained car with driver, telephone and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income Tax Rules within the ceiling limits payable to Mr. Ganesh Natarajan, subject however to ceiling the limit of minimum remuneration as mentioned hereinabove in case of loss or inadequate profits.

Mr. Ganesh Natarajan shall be further eligible to the following perquisites also which are inclusive in the computation of the ceiling limit on remuneration:

- i. The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent it is not taxable under the Income Tax Act;
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- iii. Encashment of leave at the end of the tenure.

### III. OTHER TERMS:

- a) The Appointee shall not be entitled to sitting fees for attending meetings of the Board of Directors and/or Committee(s) thereof.
- b) The Appointee shall, while he continues to hold office as Whole-time Director, be liable to rotation.
- c) The Appointee shall be entitled to compensation for loss of office in the event, manner and to the extent provided Section 202 of the Companies Act, 2013.

In the event of the death of the Appointee during the tenure of his appointment, the Company shall pay to his legal heirs, his full salary and other emoluments for that month and for three months thereafter. Either party may terminate the Agreement by giving 90 days' notice in writing to the other without any cause.

**RESOLVED FURTHER THAT** Mr. Ganesh Natarajan shall be entitled to reimbursement of expenses actually and properly incurred by him for the business of the Company.

**RESOLVED FURTHER THAT** any of the Director and / or Key Managerial Personnel of the Company be and are hereby severally authorised to file the necessary forms and other related documents with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

## 2. Approval for Material Related Party Transactions with Mr. Pankaj Ramesh Samani.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 along with the Rules made thereunder, and other applicable laws (including any amendments, modifications, variations or re-enactments thereof), Related Party Transaction Policy of the Company and basis the recommendations / approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and /or continuing to enter into contracts / transactions / arrangements with Mr. Pankaj Ramesh Samani, Managing Director & Promoter of the Company and a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) availing or rendering of services; b) receipt or repayment of loans including interest; c) payment of remuneration; d) selling or otherwise disposing of, or buying, leasing of property of any kind; e) reimbursement of expenses; f) transfer of any resources, services or obligations to meet the Company’s business objectives / requirements (“Related Party Transactions”), aggregating upto an amount not exceeding ₹ 20 crores to be entered during FY 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and on such terms and conditions as may be decided by the Board of Directors (including any Committee of Directors thereof being authorized in this behalf) of the Company as deemed fit from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of Directors and the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

### **3. Approval for Material Related Party Transactions with Mr. Kaushal Uttam Shah.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 along with the Rules made thereunder, and other applicable laws (including any amendments, modifications, variations or re-enactments thereof), Related Party Transaction Policy of the Company and basis the recommendations / approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and /or continuing to enter into contracts / transactions / arrangements with Mr. Kaushal Uttam Shah, Director & Promoter of the Company and a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) availing or rendering of services; b) receipt or repayment of loans including interest; c) payment of remuneration; d)

selling or otherwise disposing of, or buying, leasing of property of any kind; e) reimbursement of expenses; f) transfer of any resources, services or obligations to meet the Company's business objectives / requirements ("Related Party Transactions"), aggregating upto an amount not exceeding ₹ 20 crores to be entered during FY 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and on such terms and conditions as may be decided by the Board of Directors (including any Committee of Directors thereof being authorized in this behalf) of the Company as deemed fit from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of Directors and the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

#### **4. Approval for Material Related Party Transactions with Mr. Nitin Neminath Patil.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 along with the Rules made thereunder, and other applicable laws (including any amendments, modifications, variations or re-enactments thereof), Related Party Transaction Policy of the Company and basis the recommendations / approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and /or continuing to enter into contracts / transactions / arrangements with Mr. Nitin Neminath Patil, Director & Promoter of the Company and a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) availing or rendering of services; b) receipt or repayment of loans including interest; c) selling or otherwise disposing of, or buying, leasing of property of any kind; e) reimbursement of expenses; f) transfer of any resources, services or obligations to meet the Company's business objectives / requirements ("Related Party Transactions"), aggregating upto an amount not exceeding ₹ 10 crores to be entered during FY 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and on such terms and conditions as may be decided by the Board of Directors (including any Committee of Directors thereof being authorized in this behalf) of the Company as deemed fit from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved

and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of Directors and the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

#### **5. Approval for Material Related Party Transactions with Mr. Manoj Manohar Panvelkar.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 along with the Rules made thereunder, and other applicable laws (including any amendments, modifications, variations or re-enactments thereof), Related Party Transaction Policy of the Company and basis the recommendations / approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and /or continuing to enter into contracts / transactions / arrangements with Mr. Manoj Manohar Panvelkar, Director & Promoter of the Company and a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) availing or rendering of services; b) receipt or repayment of loans including interest; c) selling or otherwise disposing of, or buying, leasing of property of any kind; e) reimbursement of expenses; f) transfer of any resources, services or obligations to meet the Company’s business objectives / requirements (“Related Party Transactions”), aggregating upto an amount not exceeding ₹ 10 crores to be entered during FY 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and on such terms and conditions as may be decided by the Board of Directors (including any Committee of Directors thereof being authorized in this behalf) of the Company as deemed fit from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of Directors and the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

#### **6. Approval for Material Related Party Transactions with Mr. Basanta Kumar Swain.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 along with the Rules made thereunder, and other applicable laws (including any amendments, modifications, variations or re-enactments thereof), Related Party Transaction Policy of the Company and basis the recommendations / approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and /or continuing to enter into contracts / transactions / arrangements with Mr. Basanta Kumar Swain, Director & Promoter of the Company and a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) availing or rendering of services; b) receipt or repayment of loans including interest; c) selling or otherwise disposing of, or buying, leasing of property of any kind; e) reimbursement of expenses; f) transfer of any resources, services or obligations to meet the Company’s business objectives / requirements (“Related Party Transactions”), aggregating upto an amount not exceeding ₹ 10 crores to be entered during FY 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and on such terms and conditions as may be decided by the Board of Directors (including any Committee of Directors thereof being authorized in this behalf) of the Company as deemed fit from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of Directors and the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

#### **7. Approval for Material Related Party Transactions with UGPatwardhan Services Private Limited.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 along with the Rules made thereunder, and other applicable laws (including any amendments, modifications, variations or re-enactments thereof), Related Party Transaction Policy of the Company and basis the recommendations / approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and /or continuing to enter into contracts / transactions / arrangements with UGPatwardhan Services Private Limited, Promoter of the Company and a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company’s business objectives / requirements (“Related Party Transactions”), aggregating upto an amount not exceeding ₹ 20 crores to be entered during FY 2025-26,

subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and on such terms and conditions as may be decided by the Board of Directors (including any Committee of Directors thereof being authorized in this behalf) of the Company as deemed fit from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of Directors and the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

#### **8. Approval for Material Related Party Transactions with Global Talent Track Private Limited.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 along with the Rules made thereunder, and other applicable laws (including any amendments, modifications, variations or re-enactments thereof), Related Party Transaction Policy of the Company and basis the recommendations / approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and /or continuing to enter into contracts / transactions / arrangements with Global Talent Track Private Limited, a wholly-owned subsidiary and a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements (“Related Party Transactions”), aggregating upto an amount not exceeding ₹ 50 crores to be entered during FY 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and on such terms and conditions as may be decided by the Board of Directors (including any Committee of Directors thereof being authorized in this behalf) of the Company as deemed fit from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of Directors and the Audit Committee of the Company be

and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**9. Approval for Material Related Party Transactions with Itarium Technologies India Private Limited.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 along with the Rules made thereunder, and other applicable laws (including any amendments, modifications, variations or re-enactments thereof), Related Party Transaction Policy of the Company and basis the recommendations / approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and /or continuing to enter into contracts / transactions / arrangements with Itarium Technologies India Private Limited, a wholly-owned subsidiary and a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company’s business objectives / requirements (“Related Party Transactions”), aggregating upto an amount not exceeding ₹ 50 crores to be entered during FY 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and on such terms and conditions as may be decided by the Board of Directors (including any Committee of Directors thereof being authorized in this behalf) of the Company as deemed fit from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of Directors and the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**10. Approval for Material Related Party Transactions with Alparithm Technologies Private Limited.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Companies Act,

2013 along with the Rules made thereunder, and other applicable laws (including any amendments, modifications, variations or re-enactments thereof), Related Party Transaction Policy of the Company and basis the recommendations / approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and /or continuing to enter into contracts / transactions / arrangements with Alparithm Technologies Private Limited, a wholly-owned subsidiary company and a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements ("Related Party Transactions"), aggregating upto an amount not exceeding ₹ 50 crores to be entered during FY 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and on such terms and conditions as may be decided by the Board of Directors (including any Committee of Directors thereof being authorized in this behalf) of the Company as deemed fit from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of Directors and the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

#### **11. Approval for Material Related Party Transactions with CRG Solutions Private Limited.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 along with the Rules made thereunder, and other applicable laws (including any amendments, modifications, variations or re-enactments thereof), Related Party Transaction Policy of the Company and basis the recommendations / approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and /or continuing to enter into contracts / transactions / arrangements with CRG Solutions Private Limited, a subsidiary company and a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements ("Related Party Transactions"), aggregating upto an amount not exceeding ₹ 50 crores to be entered during FY 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and on such terms and conditions as may be decided by the Board of Directors (including

any Committee of Directors thereof being authorized in this behalf) of the Company as deemed fit from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of Directors and the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

## **12. Approval for Material Related Party Transactions with Agri One India Ventures LLP.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 along with the Rules made thereunder, and other applicable laws (including any amendments, modifications, variations or re-enactments thereof), Related Party Transaction Policy of the Company and basis the recommendations / approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and /or continuing to enter into contracts / transactions / arrangements with Agri One India Ventures LLP, a firm in which Director and his relative is a partner and a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) availing or rendering of services; b) lending including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company’s business objectives / requirements (“Related Party Transactions”), aggregating upto an amount not exceeding ₹ 20 crores to be entered during FY 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and on such terms and conditions as may be decided by the Board of Directors (including any Committee of Directors thereof being authorized in this behalf) of the Company as deemed fit from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of Directors and the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the

aforesaid resolution.”

### **13. Approval for Material Related Party Transactions with SMCV Ventures LLP.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 along with the Rules made thereunder, and other applicable laws (including any amendments, modifications, variations or re-enactments thereof), Related Party Transaction Policy of the Company and basis the recommendations / approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and /or continuing to enter into contracts / transactions / arrangements with SMCV Ventures LLP, a member of the promoter group within the meaning of Regulation 2(1)(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended read with Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) availing or rendering of services; b) lending including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company’s business objectives / requirements (“Related Party Transactions”), aggregating upto an amount not exceeding ₹ 20 crores to be entered during FY 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and on such terms and conditions as may be decided by the Board of Directors (including any Committee of Directors thereof being authorized in this behalf) of the Company as deemed fit from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of Directors and the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

### **14. Approval for Material Related Party Transactions with SMCV Management Services Private Limited.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 along with the Rules made thereunder, and other applicable laws (including any amendments, modifications, variations or re-enactments thereof), Related Party Transaction Policy of the Company and basis the recommendations / approval of the Audit Committee and the Board of Directors of the Company,

approval of the Members of the Company be and is hereby accorded to the Company for entering into and /or continuing to enter into contracts / transactions / arrangements with SMCV Management Services Private Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 as Mr. Pankaj Ramesh Samani, Managing Director is a Director in SMCV Management Services Private Limited and as a member of the promoter group within the meaning of Regulation 2(1)(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended read with Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements ("Related Party Transactions"), aggregating upto an amount not exceeding ₹ 20 crores to be entered during FY 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and on such terms and conditions as may be decided by the Board of Directors (including any Committee of Directors thereof being authorized in this behalf) of the Company as deemed fit from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of Directors and the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

#### **15. Approval for Material Related Party Transactions with Seed Infotech Limited.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 along with the Rules made thereunder, and other applicable laws (including any amendments, modifications, variations or re-enactments thereof), Related Party Transaction Policy of the Company and basis the recommendations / approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and /or continuing to enter into contracts / transactions / arrangements with Seed Infotech Limited, a related party as a member of the promoter group within the meaning of Regulation 2(1)(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended read with Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements ("Related Party Transactions"), aggregating upto an amount not exceeding ₹ 50 crores to be entered during FY 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and on such terms and conditions as may be decided by the Board of Directors (including any Committee of

Directors thereof being authorized in this behalf) of the Company as deemed fit from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of Directors and the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

#### **16. Approval for Material Related Party Transactions with O2 Breathing Brains Private Limited.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 along with the Rules made thereunder, and other applicable laws (including any amendments, modifications, variations or re-enactments thereof), Related Party Transaction Policy of the Company and basis the recommendations / approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and /or continuing to enter into contracts / transactions / arrangements with O2 Breathing Brains Private Limited, a related party as a member of the promoter group within the meaning of Regulation 2(1)(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended read with Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company’s business objectives / requirements (“Related Party Transactions”), aggregating upto an amount not exceeding ₹ 20 crores to be entered during FY 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and on such terms and conditions as may be decided by the Board of Directors (including any Committee of Directors thereof being authorized in this behalf) of the Company as deemed fit from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of Directors and the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**17. Approval for Material Related Party Transactions with Ujjvilas Technologies & Software Private Limited.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 along with the Rules made thereunder, and other applicable laws (including any amendments, modifications, variations or re-enactments thereof), Related Party Transaction Policy of the Company and basis the recommendations / approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and /or continuing to enter into contracts / transactions / arrangements with Ujjvilas Technologies & Software Private Limited, a related party as a member of the promoter group within the meaning of Regulation 2(1)(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended read with Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company’s business objectives / requirements (“Related Party Transactions”), aggregating upto an amount not exceeding ₹ 20 crores to be entered during FY 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and on such terms and conditions as may be decided by the Board of Directors (including any Committee of Directors thereof being authorized in this behalf) of the Company as deemed fit from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of Directors and the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**18. Approval for Material Related Party Transactions with Bijoy Hans Limited.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 along with the Rules made thereunder, and other applicable laws (including any amendments, modifications, variations or re-enactments thereof), Related Party Transaction Policy of the Company and basis the recommendations / approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and

/or continuing to enter into contracts / transactions / arrangements with Bijoy Hans Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 as Mr. Kaushal Uttam Shah is a Director in Bijoy Hans Limited and a related party within the meaning of Regulation 2(1)(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and and Regulation 2(1)(zb) of the Listing Regulations being a member of the promoter group, in the nature of a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements ("Related Party Transactions"), aggregating upto an amount not exceeding ₹ 50 crores to be entered during FY 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and on such terms and conditions as may be decided by the Board of Directors (including any Committee of Directors thereof being authorized in this behalf) of the Company as deemed fit from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of Directors and the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**By order of the Board of  
GTT Data Solutions Limited  
(formerly known as Cinerad Communications Limited)**

Sd/-

**Ebrahim Nimuchwala  
Company Secretary & Compliance Officer  
Membership No. A60947**

Place: Pune

Date: June 13, 2025

CIN: L62099WB1986PLC218825

Regd. Off: 80, Burtolla Street, Kolkata – 700 007, West Bengal.

Phone: +91 7719913351

**Website: [www.gttdata.ai](http://www.gttdata.ai)**

**E-mail: [compliance@gttdata.ai](mailto:compliance@gttdata.ai)**

**Notes:**

1. In compliance with the provisions of the Act, read with the applicable Rules, Listing Regulations and other law(s) as applicable, the e-voting facility is being provided to the members, to cast their votes electronically. The Company has availed services of Central Depository Services (India) Limited for this purpose. Shareholders are requested to read the instructions provided hereinbelow as ‘Voting through electronic means’.
2. This Notice and Explanatory Statement with requisite enclosure(s), have also been made available on the website of the Company i.e. [www.gttdata.ai](http://www.gttdata.ai) and on the website of the e-voting agency viz. Central Depository Services (India) Limited at <https://evoting.cdslindia.com>.
3. Members whose names appear on the Register of Shareholders/List of Beneficial Owners as on June 6, 2025 (“Cut-off date”) will be entitled to cast their vote(s).
4. Voting can be exercised only by the member or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person.
5. Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the cut-off date. Once the vote is cast on the resolution, it cannot be modified.
6. In accordance with the provisions of Section 106 of the Companies Act, 2013 and the Articles of Association of the Company, shareholders holding partly paid-up equity shares on which any calls or other sums presently payable have not been paid shall not be entitled to vote, either by postal ballot or through electronic voting. Accordingly, shareholders whose shares are not fully paid-up or on which call money remains unpaid as on the Cut-Off Date, shall not be eligible to vote on the resolutions contained in this notice.
7. Corporate members are requested to send a duly certified scanned copy (PDF / JPG format) of the Board resolution / Power of Attorney authorizing their representative(s) pursuant to section 113 of the Act to vote on their behalf at the postal ballot through email on [compliance@gttdata.ai](mailto:compliance@gttdata.ai).
8. The voting period begins on Sunday, June 15, 2025 at 09:00 a.m. and ends on Monday, July 14, 2025 at 05:00 p.m. All dates and times mentioned herein, are as per Indian Standard Time (“IST”). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.
9. Mr. Gaurav Kulkarni (FCS – 12834), Partner, M/s. SKGK & Associates LLP, Practicing Company Secretaries is appointed as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
10. After completion of the scrutiny of the electronic votes, the Scrutinizer will submit his report to the Chairman / Managing Director / Company Secretary or any other authorised personnel of the Company. The voting results will be announced on or before Wednesday, July 16, 2025. The said results would be displayed at the Registered Office of the Company and on its website at [www.gttdata.ai](http://www.gttdata.ai) and simultaneously intimated to the CDSL and the BSE Limited.

- The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Monday, July 14, 2025.

#### Instructions for voting through electronic means

- The shareholders whose names are recorded in the Register of Shareholders or in the Register of beneficial owners maintained by the Depositories as on Friday, June 6, 2025 (“Cut-off date”) shall be considered for the issuance of notice.
- The E-voting shall commence on Sunday, June 15, 2025 at 09.00 a.m. IST and shall end on Monday, July 14, 2025 at 5.00 p.m. IST (“E-voting Period”). The E-voting module shall be disabled by CDSL for voting thereafter. During the E-voting Period, the shareholders may cast their e-vote remotely, by using the login method as applicable to them.
- E-voting has been enabled for all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the E-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in E-voting process.
- In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on E-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail id in their demat accounts in order to access E-voting facility.

Pursuant to aforesaid circular, login method for E-voting for individual shareholders holding securities in demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach E-voting page without any further authentication. The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the E-voting option for eligible companies where the E-voting is in progress as per the information provided by company. On clicking the E-voting option, the user will be able to see E-voting page of the E-voting service provider for casting your vote during the E-voting period. Additionally, there is also link provided to access the system of E-voting Service Provider i.e. CDSL, so that the user can visit the E-voting service providers’ website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p>

	<p>4) Alternatively, the user can directly access E-voting page by providing Demat Account Number and PAN No. from an E-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the E-voting option where the E-voting is in progress and also able to directly access the system of the respective E-voting Service Provider, i.e. CDSL.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see E-voting services. Click on “Access to E-voting” under E-voting services and you will be able to see E-voting page. Click on company name – GTT Data Solutions Limited or E-voting service provider name - CDSL and you will be re-directed to E-voting service provider website for casting your vote during the E-voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select Register Online for IDeAS Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the E-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of E-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-voting page. Click on company name – GTT Data Solutions Limited or E-voting service provider name - CDSL and you will be redirected to CDSL’s website for casting your vote during the E-voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for E-voting facility. After Successful login, you will be able to see E-voting option. Once you click on E-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-voting feature. Click on company name – GTT Data Solutions Limited or E-voting service provider name - CDSL, and you will be redirected to CDSL website for casting your vote during the E-voting period.</p>

**Important note:** Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or call at toll free no.: 1800 22 55 33.
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 – 4886 7000 and 022-2499 7000

i. Login method for E-voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- The shareholders should log on to the E-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on “Shareholders” module.
- Now enter your User ID:
  - a) For CDSL: 16 digit beneficiary ID
  - b) For NSDL: 8 Character DP ID followed by 8 Digit Client ID
  - c) Shareholders holding shares in Physical form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier E-voting of any company, then your existing password is to be used.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- If you are a first time user follow the steps given below:

	For Physical shareholders and shareholders other than individual holding shares in Demat.
<b>Option 1 - PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number/ E-voting code sent by Company/ RTA or contact Company/RTA.
<b>Option 2 - Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in DD/MM/YYYY format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company please enter the shareholder/ member id/ folio number in the Dividend

	Bank details field as mentioned in instruction.
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- ii. After entering these details appropriately, click on “SUBMIT” tab.
- iii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv. For shareholders holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- v. Click on the EVSN 250607001 for GTT Data Solutions Limited.
- vi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- vii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- viii. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- ix. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- x. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xi. **Additional Facility for Non – Individual Shareholders and Custodians –For E-voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc., to the Scrutinizer and to the Company at the e-mail address viz; [compliance@gttdata.ai](mailto:compliance@gttdata.ai), if they have voted from individual tab & not uploaded same in the CDSL E-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item no. 1:**

The Board of Directors (“Board”) at their meeting held on April 18, 2025, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment and remuneration of Mr. Ganesh Natarajan (DIN: 00176393) as Chairman & Whole-time Director of the Company with effect from April 1, 2025. He was originally appointed as Chairman & Non-Executive Director of the Company since March 13, 2024.

Accordingly, in terms of the provisions of section 196, 203 read with schedule V of the Companies Act, 2013 and Regulation 17(1C) of SEBI Listing Regulations, it is proposed to obtain approval of the Members / shareholders for appointment of Mr. Ganesh Natarajan as Chairman & Whole-time Director of the Company w.e.f. April 1, 2025 for a period of 3 (Three) years.

Also, in terms of the provisions of section 197 read with schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of SEBI Listing Regulations, it is proposed to obtain approval of the Members / shareholders for remuneration payable to Mr. Ganesh Natarajan as Chairman & Whole-time Director of the Company w.e.f. April 1, 2025 for a period of 3 (Three) years.

The brief terms of appointment including remuneration of Mr. Ganesh Natarajan as Chairman & Whole-time Director of the Company, as recommended by Nomination and Remuneration Committee and approved by the Board of Directors are provided in the resolution set out at item no. 1 of this Notice.

Mr. Ganesh Natarajan fulfills all the conditions given under section 196(3) and schedule V of the Act for being eligible for his appointment and he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor is debarred from holding the office of Director by virtue of any SEBI order or any other authority and has given all the necessary declarations and confirmation including their consent to be appointed on the Board of the Company.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards 2 -General Meetings are provided at Annexure I of this Notice.

A notice in writing under Section 160 of the Act has been received from a member signifying the intention to propose the name of Mr. Ganesh Natarajan as a candidate for the office of Director.

### **Statement of information for the members pursuant to section II of part II of schedule V of Companies Act, 2013:**

#### **I. General Information:**

- a. **Nature of industry:** The Company is presently engaged in the business of IT Services and IT

Training.

- b. **Date or expected date of commencement of commercial production:** Not Applicable as the Company is already undertaking the business activities of the Company.
- c. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- d. **Financial performance based on given indicators:**

(Rs. in Lakhs)

Particular	2024-25	2023-24	2022-23
Total Revenue from operations	437.98	0.00	0.00
Profit / (loss) before tax	(868.15)	(0.18)	(0.10)
Profit / (loss) after tax	(868.22)	(0.25)	(0.10)
Earnings Per Share (EPS)	(4.23)	(0.13)	(0.19)

*Note: Mr. Ganesh Natarajan is associated with the Company since March 13, 2024.*

- e. **Export performance and net foreign exchange collaborations:** NA
- f. **Foreign investments or collaborators, if any:** NA

## II. Information about Appointee:

### a. Background details:

He is an Indian resident, aged 67 years. He holds the degree in Mechanical Engineering from BIT Mesra, a post graduate degree in Industrial Engineering from NITIE Bombay and a Ph.D. from IIT Bombay and has an experience of more than 40 years in the field of advisory in digital reengineering and information technology.

### b. Past remuneration:

 Nil.

### c. Recognition or awards:

 None

### d. Job profile and his suitability:

He is appointed as Chairman & Whole-time Director of the Company entrusted with substantial powers of management, for a period of 3 years with effect from April 1, 2025. He is suitable for the said designation as he is actively involved in the day-to-day affairs of the Company.

### e. Remuneration proposed:

 It is mentioned in the proposed Special Resolution.

- f. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

The maximum remuneration is proposed with respect to trend in the industry, size of the Company, profile of the position and after considering the qualification and experience of Mr. Ganesh Natarajan.

- g. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Mr. Ganesh Natarajan and his spouse Mrs. Uma Ganesh Natarajan are the promoters of the Company. There has been no pecuniary relationship with the Company, directly or indirectly except to the extent of the remuneration receivable by Mr. Ganesh Natarajan from the Company; extent of shareholding held by Mr. Ganesh Natarajan and his spouse Mrs. Uma Ganesh Natarajan in the equity share capital of the Company. Also, Mrs. Uma Ganesh Natarajan is a President Human Intelligence in the Company.

### III. **Other information:**

- a. **Reasons of loss or inadequate profits:** During the financial year 2024-25, the Company has incurred the loss of ₹ 868.22 Lakhs as against the loss of ₹ 0.25 Lakhs in the financial year 2023-24.
- b. **Steps taken or proposed to be taken for improvement:** The Company is putting all its efforts to turnaround by way of expansion of business vertically as well as geographically and through acquisition of business(es) having similar line of activities.
- c. **Expected increase in productivity and profits in measurable terms:** The above measures undertaken are expected to yield positive results in the years to come, while it is difficult to give precise figure, the above initiatives are expected to improve the financial performance of the Company.

### IV. **Disclosures:**

The details required to be given under this head shall be provided in the Annual Report of the Company every year under Corporate Governance and the same will be provided in the forthcoming Annual Report of 2024-25 also.

The above resolution and an explanatory statement may be treated as a written memorandum setting out the terms of appointment of Mr. Ganesh Natarajan under Section 190 of the Act.

The Board of Directors recommends the resolutions set out at item no. 1 for approval for appointment and remuneration of Mr. Ganesh Natarajan for consideration and approval of the Members of the Company by way of special resolution.

Except Mr. Ganesh Natarajan and his relatives, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing the special resolution.

**Item no. 2 to 18:**

Pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”), read with The Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”) and with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and , as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis.

Pursuant to the amended Regulation 23 of the SEBI Listing Regulation, effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore(Rupees One thousand crores) or 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Based on current applicable threshold for determining the related party transactions that require prior Shareholders approval and to facilitate seamless contracting and rendering/availing of product and services between the Company and “related parties”, the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution.

All the contracts/arrangements and the transactions with “related parties” are reviewed and approved by the Audit Committee.

The shareholders’ approval sought for the material related party transactions entered as given in Item No. 2 to 18 shall be valid for the Financial year 2025-26.

The Audit Committee and Board have approved and recommended the aforesaid transactions on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms’ length basis and in the ordinary course of business of the Company.

Moreover, the estimated value of the transaction(s) with Related party(s) relating to selling or otherwise

disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), borrowings/lending of loans and advances, to give premises on rent, to give donation, to give inter corporate deposits, transfer of any resources, services or obligations on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party to any office or place of profit in the Company for an amount during the financial year 2025-26 are likely to exceed the threshold prescribed under Section 188 of The Companies Act, 2013, read with the rules made there and under Regulation 2 (zc) & 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Indian Accounting Standard (IND AS) 24 and will be considered material and therefore would require the approval of shareholders of the Company by an Ordinary Resolution.

The definition of related party is in pursuance with section 2(76), 2(77) of the Companies Act, 2013 read with rules made thereunder and Regulation 2(zb), 2 (zd) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The said transaction(s)/ contract(s)/ arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Shareholders.

None of the Directors or Key Managerial Personnel except Mr. Pankaj Ramesh Samani, Promoter and Managing Director and his relatives; Mr. Kaushal Uttam Shah, Promoter and Non-Executive Non-Independent Director and his relatives; Mr. Nitin Neminath Patil, Promoter Non-Executive Non-Independent Director and his relatives; Mr. Ganesh Natarajan, Promoter and Chairman & Whole-time Director and his relatives; Mr. Manoj Manohar Panvelkar, Promoter; Mr. Basanta Kumar Swain, Promoter Mr. Chirag Samani, Chief Financial Officer of the Company, Mr. Gopal Gangadharrao Patwardhan, Chief Executive Officer are deemed to be concerned or interested in their respective resolutions set out at Items no. 2 to 18 of this Notice to the extent of their shareholding in the Company, if any.

As per the SEBI Listing Regulations, all related parties of the Company, whether a party to the proposed transaction(s) or not, shall abstain from voting on the said resolution. Further, in accordance with the Section 188 of the Companies Act, 2013, no members of the company shall vote on such resolutions, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

The consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item No. 2 to 18 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said resolution for the approval of the shareholders of the Company as an Ordinary Resolution.

**Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards 2 -General Meetings are provided hereunder:**

<b>Name</b>	<b>Mr. Ganesh Natrajan</b>
DIN	00176393
Category	Chairman & Whole-time Director
Date of Birth	18th January 1957
Age	68 years
Qualifications	Mechanical Engineering from BIT Mesra, a post graduate degree in Industrial Engineering from NITIE Bombay and a Ph.D. from IIT Bombay
Experience / Nature of Expertise in specific functional areas	Refer Brief Profile / resume of Director as provided hereinbelow.
Date of first appointment on the Board	March 13, 2024
Shareholding in the Company	49,85,130
Relationship with other directors and other Key Managerial Personnel	None
Number of Board Meetings attended during FY 2024-25	7
Names of listed entities in which the person holds directorship (excluding the director position holds in this Company)	Hinduja Global Solutions Limited Honeywell Automation India Limited
Names of listed entities from which the person has resigned in the past three years	Nil
Directorships held in other companies	1. EPPS Infotech Limited; 2. SBI DFHI Limited; 3. Lighthouse Communities Foundation; 4. SBI Payment Services Private Limited; 5. Skills Alpha Learning Private Limited; 6. Inflexion Analytix Private Limited; 7. Foundation to Educate Girls Globally; 8. Hinduja Global Solutions Limited; 9. 5F World Private Limited; 10. Zeva Capsol Private Limited; 11. Global Talent Track Private Limited; 12. Honeywell Automation India Limited.
Membership / Chairmanship of Committees of the Board	Audit Committee (Member)
Memberships / Chairmanship of Committees of other Boards	Honeywell Automation India Limited  Audit Committee (Chairman); Nomination and Remuneration Committee (Member); Stakeholders' Relationship Committee (Member)  Hinduja Global Solutions Limited  Audit Committee (Member); Stakeholders' Relationship Committee (Member)

Terms and conditions of appointment	As mentioned in Explanatory statement
Remuneration last drawn	Not Applicable
Brief Profile / resume of Director	He is an Indian resident, aged 67 years. He holds the degree in Mechanical Engineering from BIT Mesra, a post graduate degree in Industrial Engineering from NITIE Bombay and a Ph.D. from IIT Bombay and has an experience of more than 40 years in the field of advisory in digital reengineering and information technology.

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Information required to be disclosed in the Explanatory Statement for Item Nos. 2 to 18 pursuant to SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024, are given hereunder:

Sr. No.	Particulars	Item no. 2	Item no. 3	Item no. 4	Item no. 5	Item no. 6	Item no. 7
1	Name of the related party	Mr. Pankaj Ramesh Samani	Mr. Kaushal Uttam Shah	Mr. Nitin Neminath Patil	Mr. Manoj Manohar Panvelkar	Mr. Basanta Kumar Swain	UGPatwardhan Services Private Limited
2	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Promoter & Managing Director of the Company. He holds 13.99% shareholding in the Company.  He is also a Director in Global Talent Track Private Limited, subsidiary company.	Promoter & Non-Executive Director of the Company. He holds 7.11% shareholding in the Company.  He is also a Director in Itarium Technologies India Private Limited, subsidiary company.	Promoter & Non-Executive Director of the Company. He holds 2.44% shareholding in the Company.  He is also a Director in Itarium Technologies India Private Limited, subsidiary company.	Promoter of the Company. He holds 2.44% shareholding in the Company.  He is also a Director in Itarium Technologies India Private Limited, subsidiary company.	Promoter of the Company. He holds 3.53% shareholding in the Company.	Promoter of the Company. It holds 17.66% shareholding in the Company.
3	Type, material terms and particulars of transaction	a) availing or rendering of services; b) receipt or repayment of loans including interest; c)	a) availing or rendering of services; b) receipt or repayment of loans including interest; c) payment of remuneration;	a) availing or rendering of services; b) receipt or repayment of loans including interest; c) selling or otherwise disposing	a) availing or rendering of services; b) receipt or repayment of loans including interest; c) selling or otherwise disposing of, or	a) availing or rendering of services; b) receipt or repayment of loans including interest; c) selling or otherwise disposing of, or buying,	a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying,

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		<p>payment of remuneration;</p> <p>d) selling or otherwise disposing of, or buying, leasing of property of any kind;</p> <p>e) reimbursement of expenses;</p> <p>f) transfer of any resources, services or obligations to meet the Company's business objectives / requirements.</p>	<p>d) selling or otherwise disposing of, or buying, leasing of property of any kind;</p> <p>e) reimbursement of expenses;</p> <p>f) transfer of any resources, services or obligations to meet the Company's business objectives / requirements.</p>	<p>of, or buying, leasing of property of any kind;</p> <p>d) reimbursement of expenses;</p> <p>e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements.</p>	<p>buying, leasing of property of any kind;</p> <p>d) reimbursement of expenses;</p> <p>e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements.</p>	<p>leasing of property of any kind;</p> <p>d) reimbursement of expenses;</p> <p>e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements.</p>	<p>leasing of property of any kind;</p> <p>d) reimbursement of expenses;</p> <p>e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements.</p>
4	Tenure of the proposed transaction (particular tenure shall be specified)	FY 2025-26	FY 2025-26	FY 2025-26	FY 2025-26	FY 2025-26	FY 2025-26
5	Value of the transaction	INR 20 Crores	INR 20 Crores	INR 10 Crores	INR 10 Crores	INR 10 Crores	INR 20 Crores
6	The percentage of	124.07%	124.07%	62.04%	62.04%	62.04%	124.07%

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	the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.						
7	<b>Details of the transaction relating to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary</b>						
a.	Details of the source of funds in connection with the proposed transaction	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	The financial assistance is provided/ would be provided from the Internal accruals / proceeds from capital expansion through permissible issues / loan from directors / companies in accordance with the provisions of

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							Companies Act, 2013 and rules made thereunder.
b.	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments:-	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	<p>Nature of Indebtedness – Loan from directors / companies in accordance with the provisions of Companies Act, 2013 and rules made thereunder.</p> <p>Cost of funds – As may be mutually agreed.</p> <p>Tenure – As may be mutually agreed.</p>
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule,	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates.

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	whether secured or unsecured; if secured, the nature of security						
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party.
8	Justification as to why the RPT is in the interest of the listed entity	The Company works closely with its related parties (including its promoter and associates) to achieve its business objectives.					
9	Any valuation or other external report relied upon by the listed entity in	Not Applicable					

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	relation to the transactions	
10	Percentage of the counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicables
11	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

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Sr. No.	Particulars	Item no. 8	Item no. 9	Item no. 10	Item no. 11	Item no. 12	Item no. 13
1	Name of the related party	Global Talent Track Private Limited	Itarium Technologies India Private Limited	Alpharithmetic Technologies Private Limited	CRG Solutions Private Limited	Agri One India Ventures LLP	SMCV Ventures LLP
2	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Wholly - owned subsidiary of the Company.	Wholly - owned subsidiary of the Company.	Wholly - owned subsidiary of the Company.	Subsidiary Company	LLP in which Mr. Pankaj Ramesh Samani, Managing Director and his relative holds 100% beneficial interest.	Body Corporate in which UGPatwardhan Services Private Limited, Promoter of the Company holds more than 20% of equity share capital.
3	Type, material terms and particulars of transaction	a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of, or buying, leasing of,	a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind;	a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind;	a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind;	a) availing or rendering of services; b) lending including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses;	a) availing or rendering of services; b) lending including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses;

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		of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements.	d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements.	d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements.	d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements.	e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements.	e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements.
4	Tenure of the proposed transaction (particular tenure shall be specified)	FY 2025-26	FY 2025-26	FY 2025-26	FY 2025-26	FY 2025-26	FY 2025-26
5	Value of the transaction	INR 50 Crores	INR 50 Crores	INR 50 Crores	INR 50 Crores	INR 20 Crores	INR 20 Crores
6	The percentage of the listed entity's annual consolidated turnover, for the immediately	310.17%	310.17%	310.17%	310.17%	124.07%	124.07%

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	preceding financial year, that is represented by the value of the proposed transaction.						
7	<b>Details of the transaction relating to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary</b>						
a.	Details of the source of funds in connection with the proposed transaction	The financial assistance is provided/ would be provided from the Internal accruals / proceeds from capital expansion through permissible issues / loan from directors / companies in accordance with the provisions of Companies Act, 2013 and rules made thereunder.					
b.	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments:-	<p>Nature of Indebtedness – Loan from directors / companies in accordance with the provisions of Companies Act, 2013 and rules made thereunder.</p> <p>Cost of funds – As may be mutually agreed.</p> <p>Tenure – As may be mutually agreed.</p>					

**GTT Data Solutions Limited**

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c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates.
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party.
7	Justification as to why the RPT is in the	The Company works closely with its related parties (including its promoter and associates) to achieve its business objectives.

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	interest of the listed entity	
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
10	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

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Sr. No.	Particulars	Item no. 14	Item no. 15	Item no. 16	Item no. 17	Item no. 18
1	Name of the related party	SMCV Management Services Private Limited	Seed Infotech Limited	O2 Breathing Brains Private Limited	Ujjvilas Technologies & Software Private Limited	Bijoy Hans Limited
2	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Body Corporate in which UGPatwardhan Services Private Limited, Promoter of the Company holds more than 20% of equity share capital.	Body Corporate in which another body corporate where UGPatwardhan Services Private Limited, Promoter of the Company is a partner holds more than 20% of equity share capital.	Body Corporate in which Mr. Pankaj Ramesh Samani, Promoter of the Company holds more than 20% of equity share capital.	Body Corporate in which Mr. Pankaj Ramesh Samani, Promoter of the Company holds more than 20% of equity share capital.	Body Corporate in which UGPatwardhan Services Private Limited, Promoter of the Company holds more than 20% of equity share capital.
3	Type, material terms and particulars of transaction	a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the	a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's	a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses;	a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the	a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the

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		Company's business objectives / requirements.	business objectives / requirements.	e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements.	Company's business objectives / requirements.	Company's business objectives / requirements.
4	Tenure of the proposed transaction (particular tenure shall be specified)	FY 2025-26	FY 2025-26	FY 2025-26	FY 2025-26	FY 2025-26
5	Value of the transaction	INR 20 Crores	INR 50 Crores	INR 20 Crores	INR 20 Crores	INR 50 Crores
6	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	124.07%	310.17%	124.07%	124.07%	310.17%
7	<b>Details of the transaction relating to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary</b>					
a.	Details of the source of funds in connection with the proposed transaction	The financial assistance is provided/ would be provided from the Internal accruals / proceeds from capital expansion through permissible issues / loan from directors / companies in accordance with the provisions of Companies Act, 2013 and rules made thereunder.				
b.	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments:-	Nature of Indebtedness – Loan from directors / companies in accordance with the provisions of Companies Act, 2013 and rules made thereunder.  Cost of funds – As may be mutually agreed.				

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		Tenure – As may be mutually agreed.
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Unsecured working capital loan/Term Loan for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates.
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ requirements/exigencies of the Related Party.
8.	Justification as to why the RPT is in the interest of the listed entity	The Company works closely with its related parties (including its promoter and associates) to achieve its business objectives.
9.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
10.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
11.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.