

NOTICE OF MEETING OF NOMINATION AND REMUNERATION COMMITTEE
(1/2025-26)

Notice is hereby given that the meeting (Meeting No. 1/2025-26) of the Nomination and Remuneration Committee of the Board of Directors of GTT Data Solutions Limited (*"the Company"*) will be held at shorter notice on Thursday, April 17, 2025, through Video Conferencing at 12.00 noon (IST) to transact the businesses mentioned in the agenda.

The link to attend the meeting is provided hereinbelow:

Topic: NRC meeting_GTT Data Solutions Limited

Time: Apr 17, 2025 12:00 PM Mumbai, Kolkata, New Delhi

Join Zoom Meeting

<https://us06web.zoom.us/j/81827105813?pwd=mzABSeJTjERFLDLOYaHz5tymtGh3El.1>

Meeting ID: 818 2710 5813

Passcode: 224144

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

Kindly make it convenient to attend the meeting.

Thank you.

Yours sincerely,

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

Sd/-

CS Ebrahim Nimuchwala
Company Secretary & Compliance Officer

Encl: Agenda & Notes to Agenda



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CIN

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Registered Office :

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

AGENDA

Sr. No.	Particulars
1.	To take roll call for meeting being conducted through video conferencing/other audio-visual means.
2.	To grant leave of absence, if any.
3.	To take note of the minutes of previous meeting of the Nomination and Remuneration Committee held on August 7, 2024.
4.	To consider, discuss, approve and recommend to the Board about the change in designation of Mr. Ganesh Natarajan as Executive Chairperson of the Company and approve the appointment as Whole-time Director, designated as Executive Director and Remuneration for the period of 3 (Three) years effective from April 1, 2025.
5.	To consider, approve and recommend the proposal for setting up the Employee Group Gratuity Scheme.
6.	To consider and approve of appointment(s) or removal(s) of any Key Management Personnel (KMP) or Senior Management (i.e. one level below Executive Director including functional heads), if any, and take note of appointment of persons one level below KMP.
7.	To consider general consent for giving notes on items of agenda at a shorter notice as per secretarial standard requirement.
8.	Any other subject with the permission of the Chairman and with the consent of a majority of the members present at the meeting.



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NOTES TO AGENDA

Agenda item no. 1:

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

Explanatory Note/Draft Resolution(s):

CS Ebrahim Nimuchwala, Company Secretary of the Company, to inform the members that all the members participating the Meeting through videoconferencing / Other Audio-Visual Means.

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

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

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

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

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



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Agenda item no. 2:

To grant leave of absence, if any.

Explanatory Note/Draft Resolution(s):

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



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Agenda item no. 3:

To take note of the minutes of previous meeting of the Nomination and Remuneration Committee.

Explanatory Note/Draft Resolution(s):

The Minutes of the previous meeting of the Committee held on August 7, 2024 circulated to the members of the Committee, to discuss and necessary actions to be taken, if required.



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Agenda item no. 4:

To consider, discuss, approve and recommend to the Board about the change in designation of Mr. Ganesh Natarajan as Executive Chairperson of the Company and approve the appointment as Whole-time Director, designated as Executive Director and Remuneration for the period of 3 (Three) years effective from April 1, 2025.

Explanatory Note/Draft Resolution(s):

The committee members to consider, discuss, approve and recommend to the Board of Directors about the change in designation of Mr. Ganesh Natarajan as Whole-time Director (Chairman), designated as Executive Chairman of the Company from existing designation of Non-Executive Chairman with effect from April 1, 2025. The committee may pass the following 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 subject to approval of the Board of Directors and the members of the Company at general meeting, the Nomination and Remuneration Committee be and is hereby accorded its consent that Mr. Ganesh Natarajan (DIN: 00176393), Non-Executive Director-cum-Chairman of the Company be and is hereby appointed as Whole-time Director of the Company, designated as Executive Chairman 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 subject to approval of the Board of Directors and the members, the consent of the Nomination and Remuneration Committee of the Board of Directors 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. /- per month 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 (not exceeding 60% of the salary as mentioned at (A)(a) above), 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 shall not be included 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."

Agenda item no. 5:

To consider, approve and recommend the proposal for setting up the Employee Group Gratuity Scheme.

Explanatory Note/Draft Resolution(s):

The Chairman to informed the Committee members that the Company is desirous of setting up a Gratuity scheme for its employees upon their retirement.

The Gratuity scheme may be executed by the Company without forming a Gratuity Trust with Reliance Nippon Life Insurance company Ltd.

After discussion, the following resolution may be passed and recommend to the Board of Directors to their approval:

RESOLVED THAT the consent of the Nomination and Remuneration Committee be and is hereby accorded to set up a gratuity scheme for the employees of the Company upon their retirement and recommend to the Board of Directors for the approval.

WHEREAS:

- a. The Employer is desirous of making provision for Gratuity Payment for its employees upon their retirement from service at or after a specified age or on their becoming incapacitated prior to such retirement or on termination of service after a minimum period as per gratuity act or to the Nominees in the event of their death.
- b. It is proposed to set up a Group Gratuity Scheme for providing Gratuity Benefits and certain sums shall be contributed by the Employer to the Scheme from time to time in accordance with the Rules.
- c. It is intended that such provision shall, interalia, be made by GTT Data Solutions Ltd entering into a Scheme of Insurance with the Reliance Nippon Life Insurance (hereinafter called 'Reliance Life') and that the premiums payable therefore shall be provided by contributions to be made by the Employer.
- d. The Scheme shall be deemed to have been established and the Rules shall be deemed to have taken effect from 27th March, 2025.
- e. The Employer shall provide for the payment of gratuity on termination of service, on death or retirement of the Member or otherwise as provided in the Rules of the Scheme.
- f. It is expressly provided that all benefits granted by the Fund shall be payable only in India.
- g. The Accounts of the Scheme shall be maintained in India.
- h. As soon as may be after the first day of April in each year, the employer shall take a general account of the Assets of the Trust and shall prepare a Receipts and Payments Account showing the receipts, payments, dealings and transactions during the preceding year terminating on the 31st day of March in such form as is considered suitable by the employer.
- i. Permanent Employees who are aged not less than 18 years and not more than 58 years shall be eligible to participate in the Scheme.



- j. Employees in the above category/categories who are in the service of the Employer on the Effective Date shall join the Scheme as from that date. Present employees who are not in the above category/categories on the Effective date and employees appointed by the Employer after the Effective Date shall join the Scheme on the first day of the month which is coincident with or which next follows the date on which they become eligible.
- k. No member shall withdraw from the Scheme while he is still an employee within the category stated above.
- l. GTT Data Solutions Ltd. shall enter a Scheme of Insurance with Reliance Life for providing the benefits to the members.
- m. If an employee retires before Normal Retirement Date on resignation, or termination or dismissal of his service or on account of disablement or accident or disease, the Trustees shall pay to the employee the gratuity equivalent to 15 days' salary for each completed year of service as laid down in Payment of Gratuity Act, 1972. However, the limit of maximum gratuity payable to an employee as laid down in Payment of Gratuity Act, 1972 will not apply.
- n. "Normal Retirement Date" shall mean in respect of each member the date on which he completes the age of 58 years.
- o. The gratuity payable in respect of any member under the Scheme shall be paid in one lump sum only.



Agenda item no. 6:

To consider and approve of appointment(s) or removal(s) of any Key Management Personnel (KMP) or Senior Management (i.e. one level below Executive Director including functional heads), if any, and take note of appointment of persons one level below KMP.

Explanatory Note/Draft Resolution(s):

The Chairman to place before the Board, the data received from the HR department regarding the appointment of employees at one level below Key Managerial Personnel in the Company.

The Committee noted the same and after discussions, passed the following resolution:

“RESOLVED THAT the data received from the HR department regarding the appointment of employees at one level below Directors & Key Managerial Personnel, including functional heads, during the financial year 2024-25, as noted and ratified and recommended to the Board of Directors for the noting, as placed before the meeting and initialed by the Company Secretary of the Company, for the purpose of identification, be and is hereby noted, ratified and approved.”



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Agenda item no. 7:

To consider general consent for giving notes on items of agenda at a shorter notice as per secretarial standard requirement.

Explanatory Note/Draft Resolution(s):

The members to consider general consent for giving / circulating the notes on items of agenda for the committee meetings and / or the notice of circular resolution at a shorter notice as per secretarial standard requirement. After discussion and on unanimous consent, the following resolution may be passed:

“RESOLVED THAT the consent of the members of Nomination and Remuneration Committee hereby unanimously accord their consent in terms of secretarial standards issued by the Institute of Company Secretaries of India for giving / circulating the notes on items of agenda for the committee meetings and / or the notice of circular resolution at a shorter notice in respect of the agenda consisting of the nature of Unpublished Price Sensitive Information.”



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Agenda item no. 8:

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



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