

NOTICE OF MEETING OF NOMINATION AND REMUNERATION COMMITTEE
(2/2025-26)

Notice is hereby given that the meeting (Meeting No. 2/2025-26) 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 Friday, May 16, 2025, through Video Conferencing / Other Audio-Visual Means at 11.00 a.m. (IST) to transact the businesses mentioned in the agenda.

The link to attend the meeting is provided hereinbelow:

Topic: Nomination and Remuneration Committee_GTT Data Solutions Ltd

Time: May 16, 2025 11:00 AM Mumbai, Kolkata, New Delhi

Join Zoom Meeting

<https://us06web.zoom.us/j/84353674193?pwd=rDbsgj9cXP8emsEICeBesjGzj85b4x.1>

Meeting ID: 843 5367 4193

Passcode: 392589

In case, any Director requires any assistance for joining the Meeting via video conference, you may contact Mr. Ebrahim Nimuchwala (email id: csebrahim@gttsolutions.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

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 April 17, 2025.
4.	To review and evaluate the performance of every Director of the Company.
5.	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.
6.	To discuss and evaluate the performance of Key Managerial Personnel (KMP) / Senior Management Personnel (SMP) and consider revision in their remuneration, if deemed appropriate.
7.	Any other subject with the permission of the Chairman and with the consent of a majority of the members present at the meeting.

NOTES TO AGENDA

Agenda item no. 1:

To 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.

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.

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 April 17, 2025 circulated to the members of the Committee, to discuss and necessary actions to be taken, if required.

Agenda item no. 4:

To review and evaluate the performance of every Director of the Company.

Explanatory Note/Draft Resolution(s):

The Committee members to review and evaluate the performance of every Director in compliance with the requirements of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the criteria as approved by the Committee.

The Chairman of the meeting may then invite the feedback of the members on the evaluation of the performance of each of the Director of the Company, based on the criteria approved by it.

The summary of the feedback from the members were thereafter may be discussed by the Committee. The respective member of the Committee, who being evaluated, should not participate in the discussion on his/her performance evaluation and to exit from the meeting during the said discussion.

When the Chairman of the Committee exit the meeting during discussion on his performance, Ms. Ruchika Mehta, member of the Committee will be chaired the Meeting.

The Chairman of the Committee and other member of the Committee may discuss upon the performance evaluation of Chairman of the Company thereafter.

Further the Committee may decide, that in addition to the evaluation by the Committee, Mr. Kaushal Shah, Director of the Company and member of the Committee may be authorized by the Committee to interact with each Director individually for evaluation of performance of all Directors, based on the approved criteria.

The Committee may then conclude that the outcome of results of the performance evaluation of all the Directors individually after their interaction with Mr. Kaushal Shah would be intimated through the circular resolution or at the next meeting.

Agenda item no. 5:

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 Committee, the data received from the HR department regarding the appointment of employees at one level below Key Managerial Personnel, if any in the Company since the previous meeting.

Agenda item no. 6:

To discuss and evaluate the performance of Key Managerial Personnel (KMP) / Senior Management Personnel (SMP) and consider revision in their remuneration, if deemed appropriate.

Explanatory Note/Draft Resolution(s):

Pursuant to Section 178 of the Companies Act, 2013 and the Nomination and Remuneration Policy of the Company, the Nomination and Remuneration Committee is entrusted with the responsibility of evaluating the performance of KMPs and SMPs.

To conduct a structured review of the performance of the KMPs and SMPs for the financial year 2024-25, taking into consideration individual contributions, strategic impact, leadership outcomes, and adherence to corporate values. Based on the evaluation, the Committee shall consider and recommend any revisions in their remuneration, ensuring alignment with industry benchmarks, internal pay parity, and the long-term interests of the Company.

Discussion Points:

- Review of individual performance
- Assessment against pre-determined KPIs and leadership competencies
- Evaluation of existing remuneration vis-à-vis market standards
- Recommendation for revision in remuneration, if any

After discussion, the following resolution may be passed:

“RESOLVED THAT, in accordance with the provisions of Section 178 of the Companies Act, 2013 read with the applicable rules framed thereunder and pursuant to the Nomination and Remuneration Policy of the Company, the Committee has evaluated the performance of the Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs) for the financial year 2024-25, based on key performance indicators, leadership competencies, strategic contributions, and business outcomes.

RESOLVED FURTHER THAT, based on the performance review, the Committee hereby recommends the revision in the remuneration of the KMPs / SMPs as per details tabled before the meeting.

RESOLVED FURTHER THAT Mr. [Name], [Designation], be and is hereby authorized to communicate this decision to the concerned individuals and to take all necessary actions to implement the revision in remuneration as approved by the Board.

RESOLVED FURTHER THAT a certified true copy of the above resolution be issued under the signature of the Chairperson of the Committee or any authorized officer of the Company.”

GTT Data Solutions Limited

(Formally known as Cinerad Communications Ltd.)

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Agenda item no. 7:

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