

NOTICE OF MEETING OF AUDIT COMMITTEE OF BOARD OF DIRECTORS
(3/2025-26)

Notice is hereby given that the meeting (Meeting No. 3/2025-26) of the Audit Committee of the Board of Directors of GTT Data Solutions Limited (formerly known as Cinerad Communications Limited) (“the Company”) will be held on Thursday, November 06, 2025, through Video Conferencing/Other Audio-Visual means at 03:00 p.m. (IST) to transact the businesses mentioned in the agenda.

The link to attend the meeting is provided hereinbelow:

Topic: Audit Committee Meeting Data Solutions Limited

Time: 3:00 PM

Join Zoom Meeting

<https://us06web.zoom.us/j/83539236757?pwd=oEUePKkOF8J90aRL8wcCe5jDhQbCjJ.1>

Meeting ID: 835 3923 6757

Passcode: 586436

One tap mobile

+15642172000,,83539236757#, *586436# US

+16469313860,,83539236757#, *586436# US

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

Kindly make it convenient to attend the meeting.

Thank you.

Yours sincerely,

For GTT Data 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 Audit Committee held on August 14, 2025.
4.	To consider, discuss and take note of the complaint received by the Company under the whistle blower mechanism.
5.	a) To review the statement of transactions of the previous quarter with the related parties undertaken pursuant to the arrangements/ contracts/omnibus limit/adhoc limit approved by the Audit Committee in its previous meetings and to approve contracts/arrangements proposed to be entered into with the related parties; to ratify the transaction(s), if any; b) To consider revision of Omnibus limits with existing related parties for the FY 2025-26., if required; and c) To review the list of new related parties and to consider granting Omnibus approvals for transactions between the Company and its newly identified related parties for the FY 2025-26.
6.	To consider and approve the draft Standalone Unaudited Financial Results of the Company for the half yearly and quarter ended September 30, 2025 along with the draft Limited Review Report of the Statutory Auditors and recommend the same to the Board of Directors.
7.	To consider and approve the draft Consolidated Unaudited Financial Results of the Company for the half yearly and quarter ended September 30, 2025, draft extract of the Consolidated Financial Results of the Company published in Newspapers, along with the draft Limited Review Report of the Statutory Auditors and recommend the same to the Board Directors.
8.	To review and scrutinize the inter-corporate loans and investments of the Company and reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
9.	To review financial statements of subsidiary companies and investments made by unlisted subsidiary companies.
10.	To take note of the status of compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, including any violations observed and actions taken, if any.
11.	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, Secretary of the Audit Committee, to inform the members that all the members are participating in this meeting through video-conferencing / other audio-visual means.

Thereafter, Mr. Salil Shetty to instruct CS Ebrahim Nimuchwala, Company Secretary of the Company to take 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.

Mr. Salil Shetty, Chairman of the Audit Committee to confirm that the quorum is present for the meeting.

The Secretary to authenticate the attendance of the members and other person(s), if any 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 Audit Committee of the Board of Directors held on August 14, 2025.

Explanatory Note/Draft Resolution(s):

The Minutes of the previous meeting of the Audit Committee held on August 14, 2025 entered in the minutes book to be noted and taken on record.

Agenda item no. 4:

To consider, discuss and take note of the complaint received by the Company under the whistle blower mechanism.

Explanatory Note/Draft Resolution(s):

The Committee to take note that a complaint has been received from anonymous person regarding complaints / allegations over the process of insider trading / related party transactions / disclosures / compliance etc.

1. Background

Pursuant to the Company's Whistle Blower Policy / Vigil Mechanism (adopted in accordance with Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015), the Company has received a complaint from anonymous person pertains to alleged irregularities in trading pattern before announcements, related party dealings, conduct of a senior employee etc. — without naming individuals.

2. Summary of the Complaint

- **Date of receipt:** September 26, 2025
- **Mode of receipt:** Email
- **Complainant:** Anonymous
- **Nature of allegations:** Alleged non-compliance with respect of trading pattern before announcements, related party dealings, conduct of a senior employee etc. — without naming individuals.

3. Actions Taken by the Company

- The complaint has been attended by the Company Secretary and Compliance Officer.
- The same has been shared with the Ombudsperson as per the policy.
- A preliminary assessment has been initiated to determine whether the complaint requires a formal investigation.
- The nature of the complaint is of not specific in nature and due to complainant is anonymous, until further specific information received from the complainant in this regard, the investigation process not taken up.

4. Next Steps Proposed

1. Audit Committee to review the complaint summary and note the actions taken to date.
2. Audit Committee to decide whether to:
 - (a) Direct a detailed investigation;
 - (b) Close the complaint if found frivolous after preliminary review.
3. Ensure documentation and confidentiality in handling the matter.

5. Governance and Compliance Notes

- The Company is obligated to report to the Audit Committee all whistleblower complaints received, investigated, and disposed of during the year.
- The outcome shall be appropriately recorded in the Audit Committee minutes and to be reported in the Corporate Governance section of the Annual Report, as applicable.

6. Items for Audit Committee's Consideration

- To note the receipt of the complaint.
- To take note of actions initiated.
- To provide directions regarding further investigation, reporting, or closure.
- To ensure compliance with the Whistle Blower Policy and applicable regulations.

After discussion, the following resolution may be passed:

“RESOLVED THAT the Audit Committee hereby takes note of the complaint received under the Company's Whistle Blower Mechanism on September 25, 2025 and the preliminary actions taken thereon, and further directs that appropriate action — e.g., a detailed investigation be undertaken / a report be submitted in the next meeting / the matter be closed if found not maintainable.”

Agenda item no. 5:

- a) To review the statement of transactions of the previous quarter with the related parties undertaken pursuant to the arrangements/contracts/omnibus limit/adhoc limit approved by the Audit Committee in its previous meetings and to approve contracts/arrangements proposed to be entered into with the related parties; to ratify the transaction(s), if any;
- b) To consider revision of Omnibus limits with existing related parties for the FY 2025-26, if required; and
- c) To review the list of new related parties and to consider granting Omnibus approvals for transactions between the Company and its newly identified related parties for the FY 2025-26.

Explanatory Note/Draft Resolution(s):

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

- i. the list of related parties including new related parties identified by the Company as per annexure circulated along with the agenda and will also be presented before the Audit Committee for its review and approval;
- ii. the statement of transactions with related parties including transactions (categorised into transactions with subsidiaries, Directors/KMP, Entities in which Directors are interested etc.) undertaken during the half yearly and quarter ended September 30, 2025, pursuant to the arrangements/contracts/omnibus limit/adhoc limit approved by the Audit Committee in its previous meeting(s), as per the annexure being circulated to the members, will also be presented before the Audit Committee for its review and approval/ratification.

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

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

The Committee then to review the Omnibus limits granted to the existing related parties and is requested to consider / ratify and approve the revision in the limits for the period upto March 31,2026, where the existing Omnibus limits granted is about to get exhausted, if any and review and approve new omnibus limit with existing/new related parties.

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

The Committee may pass the following resolution:

“RESOLVED THAT pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Companies Act, 2013 including the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being force) and in line with the Related Party Transaction Policy of the Company, the Audit Committee hereby approves the list of new related parties identified by the Company, and approves/ratifies, the statement of transactions with related parties including transactions undertaken during the half yearly and quarter ended September 30, 2025, pursuant to the arrangements/ contracts/omnibus limit/adhoc limit approved by the Audit Committee in its previous meeting(s), as per the annexure circulated to the Audit Committee and hereby takes note that the transactions are on an arm’s length basis and in the ordinary course of business.

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

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

Agenda item no. 6:

To consider and approve the draft Standalone Unaudited Financial Results of the Company for the half yearly and quarter ended September 30, 2025 along with the draft Limited Review Report of the Statutory Auditors and recommend the same to the Board of Directors:

Explanatory Note/Draft Resolution(s):

The Audit Committee to discuss about the Standalone Unaudited Financial Results of the Company for the half yearly and quarter ended September 30, 2025.

After detailed discussions, the Committee may pass the following resolutions:

“RESOLVED THAT the Audit Committee hereby considers and approves the summarized draft unaudited and limited reviewed Standalone Financial Results of the Company for the half yearly and quarter ended September 30, 2025, as per the draft presented before the Meeting along with the draft Limited Review Report as prescribed under Regulation 33 and applicable Schedules of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any re-enactments or modifications thereof, for the time being in force, presented before the Committee, and recommends to the Board for its consideration and approval.”

Agenda item no. 7:

To consider and approve the draft Consolidated Unaudited Financial Results of the Company and draft extract of the Consolidated Financial Results of the Company published in Newspapers, for the half yearly and quarter ended September 30, 2025 along with the draft Limited Review Report of the Statutory Auditors and recommend the same to the Board of Directors.

Explanatory Note/Draft Resolution(s):

[•] to present before the Committee the draft Consolidated Unaudited Financial Results of the Company for the half yearly and quarter ended September 30, 2025 along with the draft Limited Review Report on such Consolidated Unaudited Financial Results of the Company for the half yearly and quarter ended September 30, 2025 as received from M/s. Mehta and Mehta., Chartered Accountant, Mumbai for its consideration and approval.

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

“RESOLVED THAT the summarized draft consolidated Unaudited Financial Results of the Company for the half yearly and quarter ended September 30, 2025 as placed before the Meeting as required under Regulation 33 and other applicable Schedules and Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any re-enactments or modifications thereof, for the time being in force along with the draft Limited Review Report presented before the Committee, be and are hereby approved and the same be recommended to the Board for their approval at the Board Meeting to be held on November 6, 2025.

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

The Committee may pass the following resolution:

“RESOLVED THAT draft of the extract to be published in the newspaper for the half yearly and quarter ended September 30, 2025, as per the draft presented before the meeting, be and is hereby approved and the same be and is recommended to the Board for their approval at the Board Meeting to be held on November 6, 2025.”

Agenda item no 8:

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

Explanatory Note/Draft Resolution(s):

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

After discussion, the following resolution may be passed:

“RESOLVED THAT the Audit Committee has reviewed and scrutinized the inter-corporate loans and investments made by the Company during the half yearly and quarter ended September 30, 2025 (including continuing exposures), as placed before the Committee, and notes that such transactions are in compliance with the provisions of Section 186 of the Companies Act, 2013 and the internal financial controls framework of the Company.

RESOLVED FURTHER THAT the Audit Committee has also reviewed the utilization of loans, advances and/or investments made by the holding company into its subsidiary(ies), where such financial exposure exceeds ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower, and is satisfied that the funds have been appropriately utilized for the disclosed purposes, without deviation.

RESOLVED FURTHER THAT the Committee advises the management to ensure that all such inter-corporate transactions continue to be appropriately documented, monitored, and reported, and that utilization certifications from subsidiaries be periodically obtained and placed before the Committee for ongoing compliance.”

Agenda item no. 9:

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

Explanatory Note/Draft Resolution(s):

As per Regulation 24(1) and 24(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee of the listed holding company is required to review the financial statements, in particular the investments, of unlisted subsidiary companies.

The financial statements of all subsidiary companies for the financial year 2025–26 (interim or audited, as applicable) have been placed before the Committee. A special focus is also placed on:

- Capital allocation decisions,
- Investment activity undertaken by unlisted subsidiaries,
- Compliance with group investment policies and risk parameters,
- Strategic alignment and return metrics of such investments.

The Committee is requested to examine the financial results, assess the financial health, and evaluate the governance and control processes around investments made by the unlisted subsidiaries.

After discussion, the following resolution may be passed:

“RESOLVED THAT the Audit Committee has reviewed the financial statements of the Company’s subsidiary companies for the financial year 2025–26, including the performance, financial position, and material developments, as presented by the management.

RESOLVED FURTHER THAT the Committee has also reviewed the nature, quantum, and rationale of investments made by the unlisted subsidiary companies, if any, and confirms that the same are in alignment with the Company’s group investment strategy and within the risk parameters and governance framework approved by the Board.

RESOLVED FURTHER THAT the management be and is hereby advised to ensure that all future investments by unlisted subsidiaries are reported on a half yearly and quarterly basis to the Committee, along with returns, valuations, and any risk flags for further oversight.”

Agenda item no. 10:

To take note of the status of compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, including any violations observed and actions taken, if any.

Explanatory Note / Draft Resolution(s):

As per Regulation 9 and 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, and the Company's Code of Conduct for Prevention of Insider Trading, the Audit Committee is required to monitor and take note of:

- Implementation and compliance with the Code;
- Any reported violations of the PIT Regulations;
- Actions taken by the Company including penal measures;
- Disclosures received from Designated Persons;
- Closure of Trading Window during UPSI periods;
- Maintenance of structured digital database (SDD).

Compliance Summary under SEBI (Prohibition of Insider Trading) Regulations, 2015

Period Covered: Q2 – FY 2025–26

Prepared by: Ebrahim Nimuchwala, Compliance Officer

Presented to: Audit Committee

Date of Meeting: November 06, 2025.

1. Trading Window Compliance

Particulars	Status / Details
Trading window closure period	From [Start Date] to [End Date]
UPSI involved	[e.g., Financial Results, M&A, Dividend, etc.]
Intimations sent to Designated Persons (DPs)	Yes / No – [Date of intimation]
Number of violations of trading window norms	[Insert number or "Nil"]

2. Pre-clearance of Trades

Particulars	Count / Status
Pre-clearance requests received	[Insert number]
Pre-clearance requests approved	[Insert number]
Pre-clearance requests declined	[Insert number] (brief reason if any)

3. Disclosures under Regulation 7 (Form B/C)

Form Type	No. of Filings	Description (if applicable)
Form B (on appointment)	[Insert number]	–
Form C (on trades by DPs)	[Insert number or "Nil"]	[Brief details if any]

4. Structured Digital Database (SDD)

Compliance Element	Status
SDD tool/software used	[e.g., internal system / vendor name]
Updated in real-time	Yes / No
Access restricted/logged	Yes
Audit trail maintained	Yes

Compliance Element	Status
Reviewed in internal audit	Yes / No / Scheduled on [Date]

5. Violations & Actions Taken

Date	Person Involved	Nature of Violation	Action Taken	Reported to Stock Exchange (Y/N)

6. Other Developments / Disclosures

[e.g., Policy updated on [Date]; new DPs added; SEBI inquiry, if any, etc.]

7. Confirmation:

The Compliance Officer confirms that:

- The Company has complied with applicable provisions of SEBI PIT Regulations during the period;
- All violations have been reported and acted upon;
- SDD is maintained and up to date.

Submitted by:

[Name]

Compliance Officer

[Company Name]

[Date]

GTT Data Solutions Limited

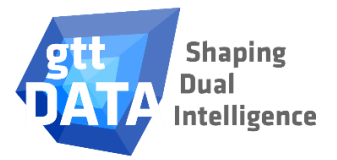
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Agenda item no. 11:

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