

NOTICE

NOTICE is hereby given that the 38th Annual General Meeting (“AGM / Meeting”) of Cinerad Communications Limited (“Company”) will be held on Monday, September 23, 2024 at 5.45 p.m. (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2024, and the reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2024, and the reports of the Auditors thereon.
3. To appoint Mr. Nitin Neminath Patil (DIN: 07686672), who retires by rotation and being eligible, offers himself for re-appointment.
4. To approve the appointment of Auditor to fill the casual vacancy caused by the resignation, approved in the Board Meeting held on August 7, 2024 and to appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Forty-third Annual General Meeting and to fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof for the time being in force), the consent of the members be and is hereby accorded to the appointment of M/s. Mehta and Mehta (FRN: 016513C), Chartered Accountants for the financial year 2023-24, as done by the Board to fill the casual vacancy caused by the resignation of M/s. R. K. Kankaria & Co., Chartered Accountants (FRN: 321093E), to hold office until the conclusion of this Thirty-Eighth Annual General Meeting, on such remuneration as mutually agreed by the Board of Directors in consultation with them.

RESOLVED FURTHER THAT pursuant to provisions of Section 139, and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. Mehta and Mehta (FRN: 016513C), Chartered Accountants, be and is hereby appointed as the Statutory Auditors of the Company for a period of 5 (Five) consecutive years and to hold the office from the conclusion of this Thirty-Eighth Annual General Meeting to until the conclusion of Forty-third Annual General Meeting of the Company and on a remuneration as mutually agreed and reimbursement of actual expenses that may be incurred by the auditors in the performance of their duty as auditors of the Company.

RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

SPECIAL BUSINESS:

5. Regularization of the appointment of Mr. Samarjeetsinh Vikramsinh Ghatge (DIN: 01193699) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended and 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. Samarjeetsinh Vikramsinh Ghatge (DIN: 01193699), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from August 7, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from August 7, 2024 upto August 6, 2029.

RESOLVED FURTHER THAT the Mr. Pankaj Samani (DIN: 06799990), Managing Director and / or Mr. Ebrahim Nimuchwala, Company Secretary & Compliance Officer 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.”

6. Increase the Authorised Share Capital of the Company and to make consequent alteration in Clause V of the Memorandum of Association.

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 65,00,00,000/- (Rupees Sixty-five Crores Only) divided into 6,50,00,000 (Six Crores Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by way of creation of additional 2,50,00,000 (Two Crores Fifty lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing equity shares of the company, aggregating to Rs. 25,00,00,000 (Rupees Twenty-Five Crores Only) and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

V. The Authorised Share Capital of the Company is Rs. 65,00,00,000/- (Rupees Sixty-Five Crores Only) divided into 6,50,00,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares.

RESOLVED FURTHER THAT, any Director or Company Secretary of the Company be and is hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution(s).”

7. Approval for Material Related Party Transactions.

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

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable read with Section 188 of the Companies Act, 2013 (“the Act”) as may be applicable, and other applicable provisions of the Act, if any, read with related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the approval of the shareholders of the Company be and is hereby accorded for a material related party transaction to be entered into with Manoj Manohar Panvelkar and Basanta Kumar Swain, promoters of the Company and Nitin Neminath Patil, Promoter-cum-Director of the Company, involving acquisition of equity shares of Itarium Technologies India Private Limited, a subsidiary of the Company for an amount not exceeding amount upto INR 10 Crores by the Company during the financial year 2024-25.”

RESOLVED FURTHER THAT the Directors of the Company and Key Managerial Personnel be and are hereby authorised to do all such acts, deeds, matters and things as it may deem fit and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions as may be required to give effect to this resolution.”

8. Change of name of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act 2013 and other applicable provisions, if any, read with Companies (Incorporation) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of Central Government or such other authority(ies) as may be necessary, the name of the Company be and is hereby changed from CINERAD COMMUNICATIONS LIMITED to GTT DATA SOLUTIONS LIMITED.

RESOLVED FURTHER THAT pursuant to section 13 of the Companies Act, 2013, existing Clause I of the Memorandum of Association of the Company be substituted by the following:

The Name of the company is GTT Data Solutions Limited.

RESOLVED FURTHER THAT upon and subject to obtaining requisite approvals, the name “CINERAD COMMUNICATIONS LIMITED” wherever it occurs in the Memorandum and Articles of Association of the Company, letter heads and other stationery of the Company be substituted by the name “GTT Data Solutions Limited”.

RESOLVED FURTHER THAT any one director of the company be and is hereby authorized to file necessary forms, applications etc. for giving effect to change of name & to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company.”

**By order of the Board of
Cinerad Communications Limited**

Sd/-

**Ebrahim Nimuchwala
Company Secretary & Compliance Officer**

Place: Pune

Date: August 29, 2024

CIN: L62099WB1986PLC218825

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

Website: www.cineradcommunications.com

E-mail: cinerad@gttsolutions.in

Notes:

1. Pursuant to the Circular No. 09/2023 dated September 25, 2023, read with Circular No(s). 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and other relevant circulars, issued by the Ministry of Corporate Affairs (MCA) (***“MCA Circulars”***) and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), the AGM of the Company shall be conducted through VC/OAVM.
2. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (as amended) and MCA Circular dated September 25, 2023 read with other applicable Circulars issued by MCA in this regard, the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged Central Depository Services (India) Limited (CDSL) as the authorized e-voting service provider, for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM (“Venue Voting”) will be provided by CDSL.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 4 to 8 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 3 and 5 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice. However, pursuant to the Section(s) 112 and 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to csgaurav@vmls.in with a copy marked to www.evotingindia.com. Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab in their login.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.cineradcommunications.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-voting facility) i.e. www.evotingindia.com.

7. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI) read with Clarification / Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. 80, Burtolla Street, Kolkata – 700 007, West Bengal, which shall be the venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.
8. As per the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling AGM will not be sent in physical form. The AGM Notice will be sent in electronic mode to those Members who have registered their e-mail ID either with the Company or the Registrar & Share Transfer Agent (R&STA) or their respective Depository Participants.
9. The Members can join the AGM through VC/OAVM, 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the AGM Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis.

This will however not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditors, who are allowed to attend the AGM without restriction on account of first come first served basis.

10. Those shareholders who have not registered their e-mail ID are requested to register or update their e-mail ID with their Depositories Participants (in case shares are held in Dematerialized form) /R&STA (in case shares are held in physical form).
11. The Institutional shareholders are requested and encouraged to attend and vote at the AGM of the Company.
12. No physical attendance is allowed at the AGM. The attendance of the Members attending the AGM through VC/OAVM shall only be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. All documents referred to in the accompanying AGM Notice and the explanatory statement as well as other documents as required under the provisions of the Companies Act, 2013 are open for inspection through electronic mode on all working days, except Saturdays, Sundays and holidays, between 11:00 am to 01:00 pm upto the date of this AGM.
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. In case of joint holders attending the Meeting, only such joint holder whose name is registered as first holder will be entitled to vote through Remote e-voting or e-voting at AGM.

16. The Scrutinizer shall submit his report to the Chairman of the Meeting or any person authorised by him in writing. The result declared along with the Scrutinizer's Report will be submitted to BSE Limited and will be placed on the Company's website at www.cineradcommunications.com and on the website of CDSL at www.evotingindia.com, as well as displayed on the notice board at the Registered Office and Corporate Office of the Company, within the prescribed time.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants (DPs).
18. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, transfer of securities of the company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are requested to have their shares dematerialized.

INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- i. The remote e-voting period begins on Friday, September 20, 2024, at 09:00 A.M. (IST) and ends on Sunday, September 22, 2024, at 05:00 P.M. (IST). During this period, shareholders of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date i.e. Monday, September 16, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- iii. 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 email Id in their Demat accounts in order to access eVoting facility.
- iv. Pursuant to abovementioned SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 users to login to Easi / Easiest are requested to visit www.cdslindia.com and click on Login icon and select New System Myeasi Tab.</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</p>

	<p>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 remote e-voting period or joining virtual meeting & voting during the meeting. 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 www.cdslindia.com and click on Login icon and select New System Myeasi Tab and then click on registration option.</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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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>
Individual Shareholders holding securities in demat mode with NSDL	<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: https://eservices.nsdl.com 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 – Cinerad Communications 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 remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 – Cinerad Communications Limited or e-voting service provider name - CDSL and you will be redirected to CDSL's website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting</p>

Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	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 website after successful authentication, wherein you can see e-Voting feature. Click on company name i.e. Cinerad Communications Limited or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual Meeting & voting during the Meeting.
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Important note: Members 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or Toll Free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or Toll-Free No. 022-4886 7000 and 022-2499 7000

- v. Login method for e-Voting and joining virtual meeting for Physical Shareholders and Shareholders other than Individual holding in Demat form.
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	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 sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth	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 member id / folio number in the Dividend Bank details field.

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. 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.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN 240809006 for Cinerad Communications Limited.
- x. 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.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- xv. 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.
- xvi. There is also an optional provision to upload Board Resolution/ Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- xvii. **Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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 emailed to 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor 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 mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. cinerad@gttsolutions.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & E-Voting on the day of the AGM is same as per the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/iPad for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance at-least 7 days prior to AGM mentioning their name, Demat account number/folio number, email id, mobile number at cinerad@gttsolutions.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to AGM mentioning their name, Demat account number/folio number, email id, mobile number at cinerad@gttsolutions.in. These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the AGM through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the AGM is available only to the shareholders attending the AGM.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders	Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at cinerad@gttsolutions.in and RTA at nichetechpl@nichetechpl.com.
2. For Demat shareholders	Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL eVoting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800 22 55 33. All grievances connected with the facility for e-Voting may be addressed to:

Mr. Rakesh Dalvi

Senior Manager

Central Depository Services (India) Limited

A Wing, 25th Floor

Marathon Futurex, Mafatlal Mill Compounds

N M Joshi Marg, Lower Parel (East)

Mumbai - 400013

E-mail - helpdesk.evoting@cdslindia.com

Toll Free No. – 1800 22 55 33

OTHER INFORMATION:

- A. Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cutoff date (i.e. Monday, September 16, 2024), shall be entitled to cast their vote either through remote e-voting or through venue voting through VC/OAVM at the AGM, as the case may be. Any person who is not a member as on the cutoff date should treat this Notice for information purposes only.
- B. The remote e-voting period begins on Friday, September 20, 2024, at 9:00 A.M. (IST) and ends on Sunday, September 22, 2024, at 5:00 P.M. (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter.
- C. The Members who have cast their vote by remote E-voting may also attend and participate in the proceedings of the AGM through VC/OAVM but shall not be entitled to cast their votes again.
- D. The shareholders can opt for only one mode of voting i.e. remote e-voting or venue voting through VC/OAVM at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting through VC/OAVM at AGM will not be considered.
- E. The Board of Directors has appointed Mr. Gaurav Kulkarni (FCS – 12834), Partner, M/s. SKGK & Associates LLP, Practicing Company Secretaries as Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner and to submit report thereon.
- F. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.cineradcommunications.com and on the website of CDSL at www.evotingindia.com immediately and on the Notice Board of the Company at its registered office after the result is declared. The Voting Results along with Scrutinizer's Report will also be submitted to the stock exchange i.e. BSE Limited.
- G. The Members holding equity shares in physical form are requested to intimate to the nichetechpl@nichetechpl.com, regarding change of address, if any, at the earliest, quoting their registered folio number. Change of address in respect of shares held in dematerialized form is required to be intimated to the concerned Depository Participant.
- H. Members holding shares in more than one folio in identical order of names are requested to write to R&STA enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.

- I. Members are also requested to kindly update their PAN and Bank Account details with the R&STA / Depository Participants, as the case may be, for better investor related services and processing of claims w.r.t. unclaimed dividend amount, if any, lying with the Company. Shareholders are requested to visit the website at www.cineradcommunications.com for details.
- J. As per the MCA Circular No. 09/2023 dated September 25, 2023 read with MCA Circular No. 17/2020 dated April 13, 2020, and other relevant circulars, the Notice of the AGM has been sent through electronic mode to only those Members whose email IDs are registered with the Company/ Depository participant. Further updation, if any, will be provided on the website of the Company at www.cineradcommunications.com.

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

Item no. 4:

Since the previous auditors, M/s. R. K. Kankaria & Co., Chartered Accountants have resigned as Statutory Auditors of the Company which has caused casual vacancy. To fill such casual vacancy, the Board of Directors of the Company at their meeting held on August 7, 2024, had approved the appointment of M/s. Mehta and Mehta (FRN: 016513C), Chartered Accountants as the Statutory Auditors of the Company upto this Thirty-Eighth Annual general Meeting of the Company and thereafter for 5 (five) consecutive financial years. The Company has also received consent and eligibility letter to act as the Statutory Auditors of the Company, in accordance with the provisions of Section 139 and Section 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

The Board recommends this agenda item no. 4 for the approval by the shareholders by way of Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item no. 5:

The Board of Directors of the Company at their meeting held on August 7, 2024, with the objective of bring in wider scope of experience and expertise and to strengthen the independence of the Board and its committees and to comply with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, has appointed Mr. Samarjeetsinh Vikramsinh Ghatge (DIN: 01193699) as an Independent Director of the Company w.e.f. August 7, 2024, subject to the approval of the shareholders. With said appointment, the total Board strength increased to 8 (Eight) Directors, out of which these 4 (Four) are Independent Directors.

Pursuant to the provisions of Sections 149, 150, 152, 161(1) of the Companies Act, 2013 ("the Act") read with Schedule IV thereto and Articles of Association of the Company, the Board of Directors ("the Board") of the Company at its meeting held on August 7, 2024, subject to the approval of shareholders, appointed Mr. Samarjeetsinh Vikramsinh Ghatge (DIN: 01193699) as an Additional Independent Director of the Company, with effect from August 7, 2024 for a term of 5 (five) consecutive years.

Mr. Samarjeetsinh Vikramsinh Ghatge possesses requisite skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company.

Considering the experience and professional competence, his appointment on the Board is in the overall interest of the Company. His expertise in the above-mentioned areas, understanding of different business environment and experience of working with large corporates will be of great value for the Company. Mr. Samarjeetsinh Vikramsinh Ghatge's candidature is in conformity with the requirements of the Act and the SEBI Listing Regulations. Further, in the opinion of the Board, Mr. Samarjeetsinh Vikramsinh Ghatge fulfils the conditions specified in the Act & the Rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director, and he is independent of the management 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.

Mr. Samarjeetsinh Vikramsinh Ghatge is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for appointment as an Independent Director for a term of five consecutive years. The Company has, in terms of Section 160(1) of the Act, received notice in writing, proposing his candidature for appointment as an Independent Director. The Company has also received a declaration from Independent Director confirming that he meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Samarjeetsinh Vikramsinh Ghatge has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably expected/anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Samarjeetsinh Vikramsinh Ghatge is also registered with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. Further, Mr. Samarjeetsinh Vikramsinh Ghatge is not debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority.

Copy of the draft letter of appointment of Mr. Samarjeetsinh Vikramsinh Ghatge as an Independent Director setting out the terms and conditions available for inspection and may be provided to the members on the request made to the Company.

The Board of Directors recommends the resolution set out at item no. 5 regarding appointment of Mr. Samarjeetsinh Vikramsinh Ghatge as an Independent Director of the Company for consideration and approval of the Members of the Company by way of Special Resolution.

Except Mr. Samarjeetsinh Vikramsinh Ghatge, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing this resolution.

Item no. 6:

In order to meet the requirement of increasing the base capital structure of the Company in the future and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from the present Rs. 40,00,00,000/- (Rupees Forty Crores only) consisting of 4,00,00,000 Equity Shares of Rs. 10 each to Rs. 65,00,00,000/- (Rupees Sixty-Five Crores only) consisting of 6,50,00,000 (Six Crores Fifty Lacs) Equity Shares of Rs. 10/- each, by way of creation of an additional 2,50,00,000 (Two Crores Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each, ranking pari passu in all respect with existing equity shares of the Company, aggregating to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only).

As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly. The proposed increase in authorized share capital requires the approval of members of the Company under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association shall be available for inspection by the Members at the Meeting.

The Board of Directors recommends the resolution set out at item no. 6 regarding increase in authorised share capital of the Company and consequent alteration in clause V of the memorandum of association of the Company for the approval of the Members of the Company by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in this resolution.

Item no. 7:

Regulatory Requirement

Pursuant to Regulation 2(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), related party transactions include a transaction of the listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand.

Pursuant to Regulation 23(1) of the SEBI Listing Regulations, a material related party transaction is a transaction entered into individually or taken together with previous transactions during a financial year, exceeding INR 1,000 Crore or ten per cent of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Pursuant to Regulation 23(1) of the Listing Regulations, every material related party transaction requires prior approval of the shareholders.

Background for the Transactions:

Acquisition of shares of Itarium Technologies India Private Limited from Manoj Manohar Panvelkar and Basanta Kumar Swain, promoters of the Company and Nitin Neminath Patil, Promoter-cum-Director of the Company.

The Company have entered into Share Purchase Agreement dated January 22, 2024 (**“SPA”**) with Itarium Technologies India Private Limited (**“IT IPL”**), Manoj Manohar Panvelkar, Basanta Kumar Swain and Nitin Neminath Patil for acquisition of equity shares of IT IPL. The necessary disclosure was made with the stock exchange where the equity shares of the Company are listed.

As per the said SPA, the Company has already acquired 55% of the paid-up equity shares capital in IT IPL through swap arrangement and the equity shares of the Company were allotted to Manoj Manohar Panvelkar, Basanta Kumar Swain and Nitin Neminath Patil on March 13, 2024 by obtaining necessary approvals under the applicable laws. Further, it was provided that the Company has the right and obligation to acquire the remaining equity shares of IT IPL viz. 4,500 (Four Thousand Five Hundred) representing 45.00% (Forty-Five) percent of the total paid-up equity share capital of IT IPL for cash consideration on or before October 31, 2024.

Manoj Manohar Panvelkar, Basanta Kumar Swain and Nitin Neminath Patil became a related party of the Company as per the definition as provided in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) upon allotment of equity shares made by the Company as referred above and hence any transaction involving transfer of resources required approval under SEBI Listing Regulations.

In anticipation of the further investment by the Company into IT IPL as per the SPA during the year 2024-25 and involves transfer of resources from the Company to the related parties i.e. Manoj Manohar Panvelkar,

Basanta Kumar Swain and Nitin Neminath Patil, and the value of the transaction being material, approval of the shareholders is required for this material related party transaction.

The Board of Directors recommends the resolution set out at item no. 7 regarding approval of related party transactions for the approval of the Members of the Company by way of an Ordinary Resolution.

The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 ("SEBI Circular") are set forth in "Annexure II".

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in this resolution, except (a) Mr. Nitin Neminath Patil, Director of the Company along with his relatives interested in item no. 7 of this Notice, by virtue of his relative being a shareholder in ITIPL.

Item no. 8:

The existing name of the company is CINERAD COMMUNICATIONS LIMITED.

The Company has inserted the new object clause in the Memorandum of Association of the Company by availing approval of the members at their extra ordinary general meeting held on June 8, 2024. The new object clause will expand the business of the Company into field of comprehensive IT services encompassing software development, customization, integration, and maintenance across diverse industries and verticals, catering to both domestic and international clients and specialize in offshore/onshore software development projects, delivering cost-effective and high-quality solutions to global clients, leveraging India's skilled workforce and technological expertise and other ancillary areas as more particularly described in the proposed main object clause of the memorandum of association of the Company. The business activities discussed hereinabove can be conveniently and advantageously done for the benefit of the Company.

As the present name does not reflect the new area of activity thoroughly and therefore to present the accurate activity of the Company in its name, the Board of Directors at their meeting held on August 7, 2024 accorded their approval to change the name of the Company in accordance with the provisions of Companies Act, 2013 and rules made thereunder ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Company has complied with Regulation 45(1) of SEBI (Listing Obligations and Disclosure) Requirements, 2015, to the extent they are applicable. A certificate in this regard confirming compliance with Regulation 45(3) of SEBI Listing Regulations, procured from M/s. P R Deshmane & Associates, Practicing Chartered Accountant, forms part of this Notice as "Annexure III".

The new name GTT Data Solutions Limited is already approved by the Central Registry Centre, Ministry of Corporate Affairs, subject to compliance with necessary approvals as per the requirements of the Act and the SEBI Listing Regulations.

Also, the necessary clauses / articles of the Memorandum and Articles of Association of the Company wherever the existing name of the Company is reflecting, the said clauses / articles shall be updated accordingly. The draft copy of the memorandum and articles of association will be available for inspection at the registered office of the Company on any working day during business hours.

The Board of Directors recommends the resolution set out at item no. 8 regarding change of name of the Company for the approval of the Members of the Company by way of a Special Resolution.

None of the directors or KMP are concerned or interested in the above resolution.

Annexure I

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

Name	Mr. Nitin Neminath Patil	Mr. Samarjeetsinh Vikramsinh Ghatge
DIN	07686672	01193699
Category	Non- Executive Non-Independent Director	Non-Executive Independent Director
Date of Birth	July 26, 1974	January 19, 1983
Age	50 years	41 years
Qualifications	Master's degree in software engineering	Chartered Accountants
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	August 7, 2024
Shareholding in the Company	17,23,745	Nil
Relationship with other directors and other Key Managerial Personnel	None	None
Number of Board Meetings attended during FY 2024-25	3	Not Applicable
Names of listed entities in which the person holds directorship (excluding the director position holds in this Company)	Nil	Nil
Names of listed entities from which the person has resigned in the past three years	Nil	Nil
Directorships held in other companies	Itarium Technologies India Private Limited	1. Sankalpsiddhi Multispeciality Hospital Kagal Private Limited 2. Yashila Farming and Development Private Limited 3. Yashashree Farming and Development Private Limited 4. Yashasvee Farming & Development Private Limited 5. Shri Krishna Farming Pvt. Ltd. 6. Shree Chhatrapati Shahu Milk & Agro Producer Company Limited
Membership / Chairmanship of Committees of the Board	Stakeholders' Relationship Committee (Member)	Nil
Memberships / Chairmanship of Committees of other Boards	Nil	Nil
Terms and conditions of appointment	Non-Executive Director	Independent Director for the period of 5 (five) years w.e.f. August 7, 2024.
Remuneration last drawn	Nil	Nil
Brief Profile / resume of Director	He is an Indian resident, aged 49 years. He holds the master's degree in software engineering from San Jose State University,	He is an Indian resident, aged 41 years. He holds the Chartered Accountants (CA) degree. He was able to function as the chairman

	<p>California and has an experience of more than 28 years in the field of information technology.</p>	<p>of the Pune Housing and Area Development Board (MHADA). In 2015, he assumed the post of Chairman of Shree Chhatrapati Shahu Sahakari Sugar Factory and was elected as Director of Shree Chhatrapati Shahu Milk and Agro Producer Company which has the state-of-the-art dairy plant with the capacity to handle one lakh liters of milk per day. Along with this, his leadership has always been a guide for Shahu Group-run Kagal Bank and educational institutions.</p>
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Annexure II

Details of material related party transactions to be entered with related parties in terms of the SEBI Circular dated November 22, 2021 and in terms of the Rules 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended.

Sr. No.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise).	Manoj Manohar Panvelkar and Basanta Kumar Swain, promoters and Nitin Neminath Patil, Promoter-cum-Director of the Company. They are also a shareholder in Itarium Technologies India Private Limited, subsidiary company.
2	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Nitin Neminath Patil
3	Type, material terms and particulars of transaction	Purchase of equity shares of Itarium Technologies India Private Limited, subsidiary of the Company from Manoj Manohar Panvelkar, Basanta Kumar Swain and Nitin Neminath Patil in accordance with the Share Purchase Agreement entered into by the Company and necessary disclosure were made by the Company to the stock exchange.
4	Value of the transaction	Upto INR 1,000 lacs.
5	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.	The annual consolidated turnover of the Company for FY 2023-24 was Rs. 1,399.08 lacs and the value of proposed transaction is upto 1,000 lacs i.e. 71.47% of the consolidated turnover of FY 2023-24.
6	Details of the transaction relating to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary	The proposed transaction is in the nature of investment by the Company into Itarium Technologies India Private Limited and the person from whom the shares being acquired is related party. However, please note that, Manoj Manohar Panvelkar, Basanta Kumar Swain and Nitin Neminath Patil were not a related party(ies) when this transaction was initiated in January 2024. The Company is obtaining the approval of shareholders for good corporate governance practice.
7	Details of the source of funds in connection with the proposed transaction	Proceeds from Rights issue / Loan from directors / companies in accordance with the provisions of Companies Act, 2013 and rules made thereunder.
8	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 mutually agreed. Tenure – Not specified

9	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
10	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
11	Justification as to why the RPT is in the interest of the listed entity	Upon acquisition of the shares of Itarium Technologies India Private Limited, it would become close to wholly owned subsidiary.
12	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Under process and will be obtained while undertaking the transaction.
13	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
14	Any other information that may be relevant	Nil

P R Deshmane & Associates
Chartered Accountants

To,
The Board of Directors
Cinerad Communications Limited
80, Burtolla Street, Kolkata - 700 007.

Sub: Certificate under Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref.: Cinerad Communications Limited ("the Company").

With reference to the application for approval regarding the change of name of the Company from Cinerad Communications Limited to GTT Data Solutions Limited, we have examined the relevant records of the Company and information provided by the management of the Company in relation to issue a certificate for compliance with the conditions mentioned under sub-regulation (1) of Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for change of name from Cinerad Communications Limited to GTT Data Solutions Limited.

As informed to us and verified from the records, the Company has altered its main object clause of the Memorandum of Association of the Company by inserting the new object as provided in "Annexure - 1" by obtaining the approval of the members of the Company at the Extra Ordinary General Meeting held on June 8, 2024. Pursuant to this, the Company has made necessary filings with the Ministry of Corporate Affairs, and pursuant to this, the Corporate Identification Number of the Company also changed from L92100WB1986PLC218825 to L62099WB1986PLC218825. A copy of the Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s) dated August 12, 2024 is also attached herewith and marked as "Annexure - 2".

As per first proviso to Regulation 45(1) of the SEBI Listing Regulations, "if any listed entity has changed its activities which are not reflected in its name, it shall change its name in line with its activities within a period of six months from the change of activities in compliance of provisions as applicable to change of name prescribed under Companies Act, 2013."

Based on our examination of records and according to the information and explanation given to us, pursuant to requirements of the provisions of Regulation 45 of the SEBI Listing Regulations, we do hereby confirm that:

- (a) Time period of at least one year has elapsed from the last name change that was occurred in the year - **The Company has not change its name since at least one year.**
- (b) At least fifty per cent of total revenue in the preceding one-year period i.e. August 1, 2023 to July 31, 2024 has been accounted for new activity i.e. comprehensive IT services encompassing software development, customization, integration, and maintenance across diverse industries and verticals, suggested by the new proposed name. - **The revenue from operations accrued to the company is from the new activities of the company up to July 31, 2024.**



P R Deshmane & Associates
Chartered Accountants

- (c) The amount invested in the new activity / project is at least fifty percent, of the assets of the listed entity as on July 31, 2024.- Since the major work is service based and hence there is no major investment made by the company in any tangible / intangible asset up to July 31, 2024.

For,
P R Deshmane & Associates
Chartered Accountants

Pratik Deshmane



CA Pratik Rajan Deshmane
Membership No. 624895
Proprietor
UDIN - 24624895BKLTOZ5110

Place - Pune
Date - 29/08/2024

P R Deshmane & Associates

Chartered Accountants

Annexure 1

"To provide within and outside India the comprehensive IT services encompassing software development, customization, integration, and maintenance across diverse industries and verticals, catering to both domestic and international clients; specialize in offshore/onshore software development projects, delivering cost-effective and high-quality solutions to global clients, leveraging India's skilled workforce and technological expertise; collaborate with technology partners and industry leaders to stay abreast of emerging trends, advancements, and best practices in the IT landscape, continuously enhancing service offerings and delivering value-added solutions to clients; engage in international acquisitions and strategic partnerships for enhancement of inhouse capabilities and various synergies; offer consultancy services in the design, setup, and optimization of data analytics infrastructure and processes for businesses aiming to leverage data-driven insights for strategic decision-making; enhance competitiveness by engaging in the sale of software products, both proprietary and third-party, leveraging expertise in technology and market trends to offer innovative solutions to clients, and investing in research and development to develop its own proprietary software products, addressing unmet needs in the market and creating new revenue opportunities; offer training programs and workshops in retail, corporate, and various streams in data analytics, computer technologies, and tools, for individuals and organizations seeking to enhance their analytical and technological capabilities; and offer training programs for upskilling and reskilling to students, corporates, and skilled workers of all segments for improving employability."





**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Central Processing Centre
Manesar, Plot No. 6,7, 8, Sector 5, IMT Manesar, Gurgaon, Haryana, 122050, India

Corporate Identity Number: L92100WB1986PLC218825 / L62099WB1986PLC218825

SECTION 13(1) OF THE COMPANIES ACT, 2013

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

The shareholders of M/s CINERAD COMMUNICATIONS LTD having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 08/06/2024 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at ROC, CPC this TWELFTH day of AUGUST TWO THOUSAND TWENTY FOUR

Tianla 1

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

Central Processing Centre

Mailing Address as per record available in Registrar of Companies office:

CINERAD COMMUNICATIONS LTD

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

