

## **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

**NOTICE** is hereby given to the Shareholders (the **“Shareholders”** or the **“Members”**) of GTT Data Solutions Limited (formerly known as Cinerad Communications Limited) (**“Company/GDSL”**) that an Extra-Ordinary General Meeting (**“EGM”**) (Meeting No. – 1/2025-26) of the Company will be held on Thursday, February 12, 2026 at 09.00 a.m. through Video Conferencing / Other Audio-Visual Means to transact the following special business(es):

**1. 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. 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 to Rs. 70,00,00,000/- (Rupees Seventy Crores Only) divided into 7,00,00,000 (Seven Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by way of creation of additional 50,00,000 (Fifty Lakhs) 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. 5,00,00,000 (Rupees 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. 70,00,00,000/- (Rupees Seventy Crores Only) divided into 7,00,00,000 (Seven Crores Only) 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).”

**2. Increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under Section 186 of the Companies Act, 2013.**

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the Members of the company be and is hereby accorded to increase the existing limit for making investments, giving loans, guarantees or providing securities to any body corporate(s) or other person(s), as may be necessary in the course of business, up to an aggregate amount not exceeding ₹ 400 Crores (Rupees Four Hundred Crores Only), notwithstanding that such investments, loans, guarantees or securities together with the existing investments, loans, guarantees or securities so far made may exceed the limits prescribed under Section 186(2) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the above approval is being sought to enable the Company to make strategic investments in subsidiaries, joint ventures, associates, or other entities, and to give loans, guarantees or securities in connection with the business of the Company or its subsidiaries, as may be considered expedient in the best interest of the Company.

**RESOLVED FURTHER THAT** any of the present Director or the company Secretary be and is hereby severally authorised to take all necessary actions, file requisite forms with the Registrar of Companies, make necessary disclosures to the Stock Exchanges and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

### **3. Acquisition of 1,63,35,593 Equity Shares of Antworks Solutions India Private Limited (ASIPL), AND Approval of Related Party Transaction with Sangli Miraj Commercial Ventures Private Limited & Ebrahim Saifuddin Nimuchwala.**

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 179, 186 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, and subject to such approvals, consents, and permissions as may be required, the consent of the Members of the Company be and is hereby accorded for the acquisition of 1,63,35,593 equity shares representing 100% of the equity shareholding in M/s **Antworks Solutions India Private Limited (ASIPL)** for a total purchase consideration of ₹ 1,01,52,49,568.57- (Rupees One Hundred and One Crores Fifty-Two Lakh Forty-Nine Thousand Five Hundred and Sixty-Eight and Fifty Seven Paise Only)

**RESOLVED FURTHER THAT** in consideration of the above acquisition, the consent of the Members be and is hereby accorded for the issuance and allotment of up to 1,22,51,111 fully paid-up equity shares of the Company having a face value of ₹10/- each at a price of ₹ 82.87/- (Rupees Eighty Two and Eighty Seven paise Only) per equity share, including a premium of ₹ 72.87/- per share, to the shareholders of ASIPL by way of share swap, thereby discharging the entire purchase consideration for the acquisition of ASIPL.

**RESOLVED FURTHER THAT** in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and other applicable provisions, including any amendment(s), modification(s), or reenactment(s) thereof for the time being in force, and in terms of the Company’s Policy on Related Party Transactions, the consent of the members of the Company be and is hereby accorded to enter into a material related party transaction, with Sangli Miraj Commercial Ventures Private Limited & Ebrahim Saifuddin Nimuchwala, shareholders of ASIPL, being a related party as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for the acquisition of 389,280 equity shares of ASIPL, for an amount not exceeding ₹2,46,00,000/- (Two Crores Fourty Six Lakhs Only) on such terms and conditions as may be mutually agreed upon between the Company and the related party, for a consideration based on a fair valuation determined by an independent valuer, and such consideration to be discharged by way of share swap, on such terms and conditions as set out in the explanatory statement annexed to this notice.

**RESOLVED FURTHER THAT** the draft Share Swap Agreement / Business Transfer Agreement / Share Exchange Agreement (as placed before the Board and initialed by the Chairman for the purpose of identification) be and is hereby approved, and Mr. Pankaj Samani, Managing Director (DIN: 06799990) and/or Mr. Ebrahim Nimuchwala, Company Secretary, be and are hereby authorised to finalise, execute and deliver the agreement including signing any letter(s) of undertakings, declarations, agreements and other papers which the Company may be required to sign in terms of the Agreement and to take all actions as may be necessary to give effect to the acquisition.

**RESOLVED FURTHER THAT** upon the allotment of the said equity shares, ASIPL shall become a wholly owned subsidiary of GTT Data Solutions Limited(GDSL).

**RESOLVED FURTHER THAT** any of the present Director or the company Secretary be and are hereby, be and is hereby authorised to do all such acts, deeds, and things and to sign and file all necessary forms, returns and documents with the Registrar of Companies and other authorities for giving effect to this resolution.”

#### **4. Acquisition of 10,000 Equity Shares of M/s Insurants AI Limited (“IAL”):**

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 179(3)(j), 186 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, and subject to such approvals, consents, and permissions as may be required, the consent of the Members of the Company be and is hereby accorded for the acquisition of 10,000 equity shares representing 100% of the equity shareholding in M/s **Insurants AI Limited (“IAL”)** for a total purchase consideration of 15,79,90,826.30/- (Rupees Fifteen Crores Seventy-Nine Lakhs Ninety Thousand Eight Hundred and Twenty Six and Thirty Paise Only)

**RESOLVED FURTHER THAT** in consideration of the above acquisition, the consent of the Members be and is hereby accorded for the issuance and allotment of up to 19,06,490 fully paid-up equity shares of the Company having a face value of ₹ 10/- (Rupees Ten Only) each at a price of ₹ 82.87/- (Rupees Eighty Two and Eighty Seven paise Only) per equity share, to the shareholders of IAL by way of share swap, thereby discharging the entire purchase consideration for the acquisition of IAL.

**RESOLVED FURTHER THAT** the draft Share Swap Agreement / Business Transfer Agreement / Share Exchange Agreement (as placed before the Board and initialed by the Chairman for the purpose of identification) be and is hereby approved, and Mr. Pankaj Samani, Managing Director (DIN: 06799990) and/or Mr. Ebrahim Nimuchwala, Company Secretary, be and are hereby authorised to finalise, execute and deliver the agreement including signing any letter(s) of undertakings, declarations, agreements and other papers which the Company may be required to sign in terms of the Agreement and to take all actions as may be necessary to give effect to the acquisition.

**RESOLVED FURTHER THAT** upon the allotment of the said equity shares, IAL shall become a wholly owned subsidiary of GTT Data Solutions Limited(GDSL).

**RESOLVED FURTHER THAT** any of the present Director or the company Secretary be and are hereby authorised to do all such acts, deeds, and things and to sign and file all necessary forms, returns and documents with the Registrar of Companies and other authorities for giving effect to this resolution.”

**5. Preferential Issue of equity shares for consideration other than cash to certain selling shareholders of Antworks Solutions India Private Limited (ASIPL).**

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

**“RESOLVED THAT** pursuant the provisions of Section 23, 42, 62 (1)(c) , 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendments, modification(s) or re-enactment(s) thereof for the time being in force) (**“Act”**), and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (**“FEMA”**), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (**the “SEBI SAST Regulations”**), as amended from time to time, the equity listing agreement entered by the Company with the BSE Limited (**“BSE”**) (the **“Stock Exchange”**) on which the Equity Shares of the Company having face value of Rs. 10/- each (**“Equity Share”**) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (**“MCA”**), the Reserve Bank of India (**“RBI”**), the Securities and Exchange Board of India (**“SEBI”**) and/or any other competent authorities (hereinafter referred to as **“Applicable Regulatory Authorities”**) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association (**“MOA”**) and Articles of Association of the Company (**“AOA”**), and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company (**“Members”**) be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, up to 1,22,51,111 fully paid-up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each (**“Antworks-Swap Shares”**), at a price of ₹ 82.87/- (Rupees Eighty Two and Eighty Seven paise Only) per equity share, including a premium of ₹ 72.87/- per share (**“Antworks-Swap Shares Issue Price”**), aggregating to amount not exceeding 1,01,52,49,568.57- (Rupees One Hundred and One Crores Fifty-Two Lakh Forty-Nine Thousand Five Hundred and Sixty-Eight and Fifty Seven Paise Only). (**“Antworks’ Issue Size”**), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, to the proposed allottees of the Company, for consideration other than cash being payment to be made towards the acquisition of 1,63,35,593 equity shares representing 100% of the shareholding of the Antworks Solutions India Private Limited (**“Antworks/AISPL”**) (hereinafter referred to as **“Antworks Swap of Shares”**) as listed in the table below, on a preferential issue basis (**“Antworks Preferential Issue”**) in accordance with Chapter V of SEBI (ICDR) Regulations, 2018

or other applicable provisions of the law and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws;

Sr. No.	Name of Proposed Allottees (“Antworks Proposed Allottees”)	Category	No. of Antworks-Swap Shares proposed to be issued	No. of Shares of Antworks proposed to be transferred to GDSL
1	Avinash Hariom Gupta	Non-Promoter	400984	5,34,668.00
2	Muneesh Darshan Chadda (HUF)	Non-Promoter	87995	1,17,332.00
3	Shivani Muneesh Chadda	Non-Promoter	21998	29,332.00
4	Kavita Hemant Aswani	Non-Promoter	43999	58,668.00
5	Padarsh Pharmaceuticals Private Limited	Non-Promoter	25999.00	34,668.00
6	Acing Languages LLP	Non-Promoter	12998	17,332.00
7	Manojkumar Maroti Rane	Non-Promoter	17000	22,668.00
8	Muneesh Darshan Chadda	Non-Promoter	25999	34,668.00
9	Rasila Mahendra Vora	Non-Promoter	82496	1,10,000.00
10	Charmi Nikunj Nagda	Non-Promoter	34999	46,668.00
11	Nikunj Pradip Nagda	Non-Promoter	34999	46,668.00
12	Jayashree Niraj Shah	Non-Promoter	71997	96,000.00
13	Chandan	Non-Promoter	20999	28,000.00
14	Kavita K Vora	Non-Promoter	54996	73,332.00
15	Amit Pravinkumar Masharu	Non-Promoter	109996	1,46,668.00
16	Subramanian Muthukumar	Non-Promoter	109996	1,46,668.00
17	Heer Vikramkumar Shah	Non-Promoter	41248	55,000.00
18	Hem Vikramkumar Shah	Non-Promoter	41248	55,000.00

19	Hrishikesh Narendra Barhate	Non-Promoter	399985	5,33,336.00
20	Pournima Narendra Barhate	Non-Promoter	299987	4,00,000.00
21	Amol Bhupal Chougale	Non-Promoter	256077	3,41,450.00
22	Amrish D Savla	Non-Promoter	111576	1,48,774.00
23	Shruti Sunil Ladage	Non-Promoter	111575	1,48,773.00
24	Umesh Vilas Patil	Non-Promoter	164993	2,20,000.00
25	Prasanna Sanjeev Joshi	Non-Promoter	214491	2,86,000.00
26	Gd Chitale Ventures LLP	Non-Promoter	78995	1,05,332.00
27	Chetan Rajendra Kulkarni	Non-Promoter	1100	1,468.0000
28	Nuevo Landmark Realty Llp	Non-Promoter	472333	6,29,804.00
29	Sangli Miraj Commercial Ventures Private Limited	Promoter group	283947	3,78,612.00
30	Grishma Sanket Samani	Non-Promoter	164993	2,20,000.00
31	Devayani Shrikant Rasane	Non-Promoter	149993	2,00,000.00
32	Devdutt Ashit Parikh	Non-Promoter	1765428	23,54,000.00
33	Srikumar Kumar	Senior Management Personnel	499980	6,66,668.00
34	Venkatesh Iyer	Non-Promoter	25000	33,336.00
35	Rekha Rajshekara Dixit	Non-Promoter	21500	28,668.00
36	Udayakumar R	Non-Promoter	20000	26,668.00
37	Ananda Padmanaban H	Non-Promoter	20000	26,668.00
38	Kumar Subramanian	Non-Promoter	20000	26,668.00
39	Shekar Kothimbakkam	Non-Promoter	11999	16,000.00
40	Balaji Ramakrishnan	Non-Promoter	11999	16,000.00
41	Govind Paliwal	Non-Promoter	11000	14,668.00
42	Soumen Chakrabarty	Non-Promoter	10001	13,336.00

43	Subir Sen	Non-Promoter	10001	13,336.00
44	Ravi Prakash Gupta	Non-Promoter	10001	13,336.00
45	Srinivas Shrikanta	Non-Promoter	10001	13,336.00
46	Ebrahim Saifuddin Nimuchwala	KMP	8000	10,668.00
47	Naveen Kumar K	Non-Promoter	5999	8,000.00
48	Sriram Santhanaraman	Non-Promoter	5999	8,000.00
49	Premanand Sundararajan	Non-Promoter	5501	7,336.00
50	Seema Raghunath	Non-Promoter	5000	6,668.00
51	Thangadurai S	Non-Promoter	5000	6,668.00
52	Ravichandran	Non-Promoter	5000	6,668.00
53	Omkar Divakar Joshi	Non-Promoter	5000	6,668.00
54	Amit Limbasia	Non-Promoter	5000	6,668.00
55	Josmin Jose	Non-Promoter	4001	5,336.00
56	Ashvini Vishnu Jagtap	Non-Promoter	2999	4,000.00
57	Tushar Devram Khairnar	Non-Promoter	2999	4,000.00
58	Tushar Kisan Marne	Non-Promoter	2999	4,000.00
59	Rajesh M A	Non-Promoter	2699	3,600.00
60	Rakesh Sarjerao Wagh	Non-Promoter	2000	2,668.00
61	Sumer Aanand	Non-Promoter	2000	2,668.00
62	Raj Harlborn T	Non-Promoter	2000	2,668.00
63	Pramod Prabhakar Pange	Non-Promoter	2000	2,668.00
64	Ganesh Lala Avaghade	Non-Promoter	1349	1,800.00
65	Nitin Vikas Sutar	Non-Promoter	1349	1,800.00
66	Ravindra Parmeshwar Nigdikar	Non-Promoter	1250	1,668.00

67	Amruta Chetan Deshpande	Non-Promoter	1199	1,600.00
68	Paresh Gudhka	Non-Promoter	1001	1,336.00
69	Srinu Muddasani	Non-Promoter	1001	1,336.00
70	Sarathraj Sathiyasekar	Non-Promoter	1001	1,336.00
71	Geetha Krishnamoorthy	Non-Promoter	1001	1,336.00
72	Navjyot Chitnis	Non-Promoter	1001	1,336.00
73	Rupesh Vijay Sapte	Non-Promoter	1001	1,336.00
74	Vinayak Popatrao Dhamankar	Non-Promoter	1001	1,336.00
75	Onkar Shriprasad Risbud	Non-Promoter	1001	1,336.00
76	Guinea Agarwal	Non-Promoter	1001	1,336.00
77	Sathyanarayanan D	Non-Promoter	749	1,000.00
78	Rajdoot Subhash Herlekar	Non-Promoter	749	1,000.00
79	Kedar Vivekand Kulkarni	Non-Promoter	749	1,000.00
80	Priyanka Vijay Nikam	Non-Promoter	749	1,000.00
81	Nikita Sunil Pokharna	Non-Promoter	749	1,000.00
82	Ritesh Bhimgonda Patil	Non-Promoter	701	936.00
83	Shreya Raju Shinde	Non-Promoter	701	936.00
84	Swapnil Prakash Mane	Non-Promoter	701	936.00
85	Sanchay Diwan	Non-Promoter	626	836.00
86	Om Gaikwad	Non-Promoter	626	836.00
87	Pratik Pramod Joshi	Non-Promoter	551	736.00
88	Jasmine Jennifer Amalraj	Non-Promoter	500	668.00
89	Jeevanandham Sadaiyandi	Non-Promoter	500	668.00
90	Aswini S	Non-Promoter	500	668.00

91	Prasad Ganesh Mendhe	Non-Promoter	500	668.00
92	Deshbhushan Vijay Digambare	Non-Promoter	500	668.00
93	Priya Chhalotre	Non-Promoter	500	668.00
94	Aprajita Hardaya	Non-Promoter	500	668.00
95	Priyanka Basu	Non-Promoter	500	668.00
96	Riju Hari Kumar	Non-Promoter	500	668.00
97	Vidya Dattatraya Bhokse	Non-Promoter	1001	1,336.00
98	Arati Pundlik Chavan	Non-Promoter	401	536.00
99	Sharwari Ravindra Godsay	Non-Promoter	299	400.00
100	Suresh S Ingale	Non-Promoter	199992	2,66,668.00
101	Balu Navnath Avhad	Non-Promoter	99997	1,33,336.00
102	Rushikesh Mahadev Patil	Non-Promoter	99997	1,33,336.00
103	Gaurav Sapra	Non-Promoter	199992	2,66,668.00
104	Abhay Singh Sarila	Non-Promoter	299987	4,00,000.00
105	Sumedh Bharadwaj	Non-Promoter	49998	66,668.00
106	Mansing Shinde	Non-Promoter	499980	6,66,668.00
107	Varun Jalan	Non-Promoter	99997	1,33,336.00
108	Marruvista Innovations Private Limited	Non-Promoter	2890124	38,53,655.00
109	Sanjana Jaideep Patwardhan	Non-Promoter	199994	2,66,670.00
110	Amol Ganesh Kulkarni	Non-Promoter	99995	1,33,333.00
111	Mehul Jitendra Dekhtawala	Non-Promoter	74996	1,00,000.00
112	Raksha Mithil Jhanwar	Non-Promoter	49998	66,667.00
113	Aarchit Maheshkumar Jhanwar	Non-Promoter	49997	66,666.00
114	Pratyush Yogesh Goyal	Non-Promoter	41998	56,000.00

115	Shilpa Ashish Chheda	Non-Promoter	49998	66,667.00
116	Amit Shah (HUF)	Non-Promoter	49998	66,667.00
117	Dhanaji Dattatray Jadhav	Non-Promoter	549977	7,33,333.00
118	Purshottam Gopal Laddha	Non-Promoter	19999	26,667.00
119	Lalit Prakash Pophale	Non-Promoter	19999	26,667.00
120	Savita Dinesh Jadhav	Non-Promoter	14999	20,000.00
121	Pooja Yogesh Goyal	Non-Promoter	34998	46,667.00
122	Revati Santosh Doke	Non-Promoter	29998	40,000.00
123	Shivaji Namdevrao Mohite	Non-Promoter	12499	16,666.00
124	Ganesh Namdevrao Mohite	Non-Promoter	12499	16,667.00
		<b>TOTAL</b>	<b>1,22,51,111</b>	<b>1,63,35,593.00</b>

**RESOLVED FURTHER THAT** the ‘relevant date’ for the purpose of determination of the floor price for issue of the Antworks-Swap Shares under the Antworks Preferential Issue, as above, in accordance with the Regulation 161 of Chapter V of the SEBI ICDR Regulations to be fixed as Tuesday, January 13, 2026 (“**Relevant Date**”), which is 30 day prior to the proposed date on which the meeting viz. this Extra Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the Antworks Preferential Issue.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Antworks-Swap Shares under the Antworks Preferential Issue shall be subject to the following terms and conditions apart from other applicable terms as prescribed under applicable laws:

- a. The Antworks-Swap Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing fully paid-up equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the memorandum of association and articles of association of the Company;
- b. The Antworks-Swap Shares Issue Price is determined in accordance with the provisions of Regulation 164 of the SEBI ICDR Regulations;
- c. The Antworks-Swap Shares shall be allotted by the Company to the Antworks Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said Antworks-Swap Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals;

- d. The Equity Shares so offered and issued to the Antworks Proposed Allottees, are being issued for consideration other than cash against the swap of shares, being the acquisition of entire 100% of equity share capital of Antworks Solutions India Private Limited from the Antworks Proposed Allottees for non-cash consideration and the transfer of such equity shares to the Company will constitute the consideration for the Equity Shares to be issued by the Company to the Antworks Proposed Allottees pursuant to this resolution; and
- e. The Antworks-Swap Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;
- f. The pre-preferential shareholding, if any, of the Antworks Proposed Allottees shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations; and
- g. The Antworks-Swap Shares to be allotted to the Antworks Proposed Allottees shall be listed on the Stock Exchange where the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

**RESOLVED FURTHER THAT** as required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate issued by M/s Mihen Halani & Associates, Company Secretaries certifying, inter alia, that the preferential issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record and will be available for inspection by the members by accessing the website of the Company at <https://gttdata.ai/> under Investor tab.

**RESOLVED FURTHER THAT** subject to the receipt of requisite approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the Antworks Proposed Allottees in Form PAS-5 and the Company be and is hereby authorized to make an offer to the Antworks Proposed Allottees through Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions of the Antworks Preferential Issue after passing of this resolution and upon receiving the applicable regulatory approvals and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Antworks-Swap Shares under the Antworks Preferential Issue, subject to the provisions of the Act and the SEBI ICDR Regulations without being required to seek any further consent or approval of the members.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (a) to vary, modify or alter any of the relevant terms and conditions, attached to the Antworks-Swap Shares to be allotted to the Antworks Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Antworks-Swap Shares, (b) making applications to the Stock Exchange for obtaining in-principle approval and filings other requisite documents with the Stock Exchange (c) filing requisite documents with the Registrar of Companies, Ministry of Corporate Affairs and other regulatory

authorities, (d) filing of requisite documents with the depositories, (e) issue and allotment of the Antworks-Swap Shares, (f) listing of Antworks-Swap Shares, (g) to resolve and settle any questions and difficulties that may arise in the preferential offer/issue and (h) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

**6. Preferential Issue of equity shares for consideration other than cash to certain selling shareholders of Insurants AI Limited.**

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

**“RESOLVED THAT** pursuant the provisions of Section 23, 42, 62 (1)(c) , 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendments, modification(s) or re-enactment(s) thereof for the time being in force) (**“Act”**), and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (**“FEMA”**), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (**the “SEBI SAST Regulations”**), as amended from time to time, the equity listing agreement entered by the Company with the BSE Limited (**“BSE”**) (the **“Stock Exchange”**) on which the Equity Shares of the Company having face value of Rs. 10/- each (**“Equity Share”**) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (**“MCA”**), the Reserve Bank of India (**“RBI”**), the Securities and Exchange Board of India (**“SEBI”**) and/or any other competent authorities (hereinafter referred to as **“Applicable Regulatory Authorities”**) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association (**“MOA”**) and Articles of Association of the Company (**“AOA”**), and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company (**“Members”**) be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, up to **19,06,490** fully paid-up Equity Shares of the Company

having a face value of Rs. 10/- (Rupees Ten Only) each (**“Insurants-Swap Shares”**), at a price of ₹ 82.87/- (Rupees Eighty Two and Eighty Seven paise Only) (**“Insurants-Swap Shares Issue Price”**), aggregating to amount not exceeding Rs. 15,79,90,826.30/- (Rupees Fifteen Crores Seventy-Nine Lakhs Ninety Thousand Eight Hundred and Twenty Six and Thirty Paise Only) (**“Insurants’s Issue Size”**), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, to the proposed allottees, who are neither promoter(s) nor belong to the promoter Group of the Company, for consideration other than cash being payment to be made towards the acquisition of 10,000 shares representing 100% of the shareholding of the Insurants AI Limited (**“Insurants”**) (hereinafter referred to as **“Insurants Swap of Shares”**) as listed in the table below, on a preferential issue basis (**“Insurants Preferential Issue”**) on such terms and conditions and in such manner as the Board may think fit in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws;

Sr. No.	Name of Proposed Allottees ( <b>“Insurants Proposed Allottees”</b> )	Category	No. of Insurants-Swap Shares proposed to be issued	No. of Shares of IAL proposed to be transferred to GDSL
1	Hamad Jabor Jassim Al-Thani	Non-Promoter	871,457	4,571
2	Mike Hobday	Non-Promoter	217,911	1,143
3	EHO LLC	Non-Promoter	817,122	4,286
<b>Total</b>			<b>19,06,490</b>	<b>10,000</b>

**RESOLVED FURTHER THAT** the ‘relevant date’ for the purpose of determination of the floor price for issue of the Insurants-Swap Shares under the Insurants Preferential Issue, as above, in accordance with the Regulation 161 of Chapter V of the SEBI ICDR Regulations to be fixed as Tuesday, January 13, 2026 (**“Relevant Date”**), which is 30 day prior to the proposed date on which the meeting viz. this Extra Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the Insurants Preferential Issue.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Insurants-Swap Shares under the Insurants Preferential Issue shall be subject to the following terms and conditions apart from other applicable terms as prescribed under applicable laws:

- The Insurants-Swap Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing fully paid-up equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the memorandum of association and articles of association of the Company;
- The Insurants-Swap Shares Issue Price is determined in accordance with the provisions of Regulation 164 of the SEBI ICDR Regulations;
- The Insurants-Swap Shares shall be allotted by the Company to the Insurants Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said Insurants-Swap Shares is pending on account of pendency of approval of any regulatory authority

(including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals;

- d. The Equity Shares so offered and issued to the Insurants Proposed Allottees, are being issued for consideration other than cash against the swap of shares, being the acquisition of 100% of share capital of Insurants from the Insurants Proposed Allottees for non-cash consideration and the transfer of such equity shares to the Company will constitute the consideration for the Equity Shares to be issued by the Company to the Insurants Proposed Allottees pursuant to this resolution; and
- e. The Insurants-Swap Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;
- f. The pre-preferential shareholding, if any, of the Insurants Proposed Allottees shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations; and
- g. The Insurants-Swap Shares to be allotted to the Insurants Proposed Allottees shall be listed on the Stock Exchange where the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

**RESOLVED FURTHER THAT** as required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate issued by M/s Mihen Halani & Associates, Company Secretaries certifying, inter alia, that the preferential issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record and will be available for inspection by the members by accessing the website of the Company at <https://gttdata.ai/> under Investor tab.

**RESOLVED FURTHER THAT** subject to the receipt of requisite approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the Insurants Proposed Allottees in Form PAS-5 and the Company be and is hereby authorized to make an offer to the Insurants Proposed Allottees through Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions of the Insurants Preferential Issue after passing of this resolution and upon receiving the applicable regulatory approvals and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Insurants-Swap Shares under the Insurants Preferential Issue, subject to the provisions of the Act and the SEBI ICDR Regulations without being required to seek any further consent or approval of the members.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (a) to vary, modify or alter any of the relevant terms and conditions, attached to the Insurants-Swap Shares to be allotted to the Insurants Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Insurants-Swap Shares, (b) making applications to the Stock Exchange for obtaining in-

principle approval and filings other requisite documents with the Stock Exchange (c) filing requisite documents with the Registrar of Companies, Ministry of Corporate Affairs and other regulatory authorities, (d) filing of requisite documents with the depositories, (e) issue and allotment of the Insurants-Swap Shares, (f) listing of Insurants-Swap Shares, (g) to resolve and settle any questions and difficulties that may arise in the preferential offer/issue and (h) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

7. Appointment of **Mr. Hamad Jabor Jassim Al-Thani (DIN 11473252)** as **Non-Executive Non-Independent Director of the company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152, 161(1) and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”), **Mr. Hamad Jabor Jassim Al-Thani (DIN 11473252)**, who was appointed as an Additional Director by the Board of Directors of the Company (“the Board”) based on the recommendation of the Nomination and Remuneration Committee with effect from January 17, 2026, d in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Category: Non-Executive, Non Independent Director) of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** any director of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

8. Appointment of **Mr. Deepak Abasaheb Shinde (DIN 00288460)** as **Non-Executive Independent Director.**

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, 152, 160, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made

thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, **Mr. Deepak Abasaheb Shinde (DIN 00288460)**, who was appointed as an Additional Director by the Board of Directors of the Company (“the Board”) based on the recommendation of the Nomination and Remuneration Committee with effect from January 17, 2026 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director (under Non-Executive category) of the Company, to hold office for a term of five consecutive years i.e., till up January 16, 2031 and not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

**By order of the Board**

**GTT Data Solutions Limited**

(formerly known as Cinerad Communications Limited)

Sd/-

**Ebrahim Nimuchwala**

**Company Secretary & Compliance Officer**

**Membership No. A60947**

**Place: Pune**

**Date: January 17, 2026**

CIN: L62099PN1986PLC249493

Regd. Off: 1143 Samani Compound, C.T.S No. 1143, North Shivaji Nagar, Timber Area, Sangli, Miraj, Maharashtra, India, 416416

Phone: +91 7719913351

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

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

**Notes:**

1. Pursuant to the Circular No. 03/2025 dated September 22, 2025 and 09/2024 dated September 19, 2024, 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) and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), the EGM 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 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 EGM. 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 EGM ("Venue Voting") will be provided by CDSL.
3. This Meeting is being convened through electronic means, in accordance with the Circulars issued by the MCA from time to time. As per the applicable MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. Hence, Proxy form, attendance slip do not form part of 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 EGM through VC/OAVM and cast their votes through e-voting.
4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.gttdata.ai](http://www.gttdata.ai). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
5. 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 EGM shall be deemed to be conducted at the Registered Office of the Company i.e. 1143 Samani Compound, C.T.S No. 1143, North Shivaji Nagar, Timber Area, Sangli, Miraj, Maharashtra, India, 416416, which shall be the venue of the EGM. Since the EGM will be held through VC / OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.
6. As per the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling EGM will not be sent in physical form. The EGM 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.

7. The Members can join the EGM through VC/OAVM, 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the EGM Notice. The facility of participation at the EGM 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 EGM without restriction on account of first come first served basis.

8. 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).
9. The Institutional shareholders are requested and encouraged to attend and vote at the EGM of the Company.
10. No physical attendance is allowed at the EGM. The attendance of the Members attending the EGM through VC/OAVM shall only be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item Nos. 1 to 3 of the Notice is annexed hereto. The Board of Directors have considered and decided to include the said items as Special Business(es) as it is in the interest of the Company.
12. All documents referred to in the accompanying EGM 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 EGM.
13. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
14. 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 EGM.
15. Generally, a member entitled to attend and vote at the EGM 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 EGM 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 proxies by the members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

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.gttdata.ai](http://www.gttdata.ai) and on the website of CDSL at [www.evotingindia.com](http://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 Monday, February 9, 2026, at 09:00 A.M. (IST) and ends on Wednesday, February 11, 2026, at 05:00 P.M. (IST). The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The voting rights of Members for remote e-voting and for e-voting at EOGM shall be in proportion to the paid up value of their shares in the equity share capital of the Company as at close of business hours on February 6, 2026. ('cut-off date').
- iii. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/ e-voting at EGM. The person who is not a member/ beneficial owner as on the cut-off date should treat this Notice for information purpose only.
- iv. In case of Individual Shareholders who acquires shares of the Company and become a member of the Company after sending of the Notice (including members holding partly paid-up shares as on cut-off date) and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode".

- v. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- vi. 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.
- vii. 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 <b>CDSL</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 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 &amp; 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of the respective e-voting Service Provider, i.e. CDSL</p>
Individual Shareholders	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:

<p>holding securities in demat mode with <b>NSDL</b></p>	<p><a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name – GTT Data Solutions Limited or e-voting service provider name - CDSL and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name – GTT Data Solutions Limited or e-voting service provider name - CDSL and you will be redirected to CDSL’s website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in Demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-Voting feature. Click on company name i.e. GTT Data Solutions 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 &amp; voting during the Meeting.</p>

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or Toll Free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or Toll-Free No. 022-4886 7000 and 022-2499 7000

viii. 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](http://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](http://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)

	<ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details  <b>OR</b>  Date of Birth	<p>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.</p> <ul style="list-style-type: none"> <li>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.</li> </ul>

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

- xviii. 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.
- xix. 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.
- xx. **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](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login 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. [compliance@gttdata.ai](mailto:compliance@gttdata.ai), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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1. The procedure for attending meeting & E-Voting on the day of the EGM 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 EGM.
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 EGM may register themselves as a speaker by sending their request in advance at-least 7 days prior to EGM mentioning their name, Demat account number/folio number, email id, mobile number at [compliance@gttdata.ai](mailto:compliance@gttdata.ai). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to EGM mentioning their name, Demat account number/folio number, email id, mobile number at [compliance@gttdata.ai](mailto:compliance@gttdata.ai). 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 EGM.
9. Only those shareholders, who are present in the EGM 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 EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the EGM through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the EGM is available only to the shareholders attending the EGM.

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

<b>1. For Physical shareholders</b>	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
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	copy of Aadhar Card) by email to Company at <a href="mailto:compliance@gttdata.ai">compliance@gttdata.ai</a> . and RTA at <a href="mailto:nichetechpl@nichetechpl.com">nichetechpl@nichetechpl.com</a> .
<b>2. For Demat shareholders</b>	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 EGM & e-Voting from the CDSL eVoting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at Toll Free No. 1800 22 55 33. All grievances connected with the facility for 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](mailto: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. Tuesday, November 25, 2025), shall be entitled to cast their vote either through remote e-voting or through venue voting through VC/OAVM at the EGM, 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 Monday, February 9, 2026, at 09:00 A.M. (IST) and ends on Wednesday, February 11, 2026, at 05:00 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 EGM 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 EGM. 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 EGM will not be considered.

- e. The Board of Directors has appointed M/s Mihen Halani & Associates, Practicing Company Secretaries (FCS 9926; CP 12015) as Scrutinizer to scrutinize the remote e-voting and e-voting at the EGM 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 <https://gttdata.ai/> and on the website of CDSL at [www.evotingindia.com](http://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](mailto: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 <https://gttdata.ai/> for details.

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

### **Item no. 1: Increase the Authorised Share Capital of the Company and to make consequent alteration in Clause V of the Memorandum of Association.**

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. 65,00,00,000/- (Rupees Sixty-Five Crores only) consisting of 6,50,00,000 Equity Shares of Rs. 10 each to Rs.70,00,00,000/- (Rupees Seventy Crores only) consisting of 7,00,00,000 (Seven Crores) Equity Shares of Rs. 10/- each, by way of creation of an additional 50,00,000 (Fifty Lakhs) 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. 5,00,00,000/- (Rupees 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. 1 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 is concerned or interested, financially or otherwise, in the Special Resolution.

**Item no. 2: Increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under Section 186 of the Companies Act, 2013.**

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long-term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits.

Accordingly, the Board of Directors of the Company proposes to seek approval of shareholders by way of special resolution to authorize the Board to exercise powers for an amount not exceeding ₹ 400/- crore (Rupees Four Hundred Crore Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013 and rules made thereunder.

Accordingly, the Board of Directors recommends the resolution set out at Item Nos. 2 of the Notice for approval of the members of the Company.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

**Item No. 3 & 4:**

**3. Acquisition of 1,63,35,593 Equity Shares of Antworks Solutions India Private Limited (ASIPL), AND Approval of Related Party Transaction with Sangli Miraj Commercial Ventures Private Limited & Ebrahim Saifuddin Nimuchwala.**

**4. Acquisition of 10,000 Equity Shares of M/s Insurants AI Limited ("IAL"):**

The Board of Directors of the Company ("Board"), at its meeting held on November 6, 2025, considered and approved a proposal to acquire the entire 100% equity share capital of the following private limited companies:

**1. Antworks Solutions India Private Limited (ASIPL)**

The company is a global leader in Intelligent Document Processing. They have built proprietary AI, ML and NLP technologies to unlock, classify and digitise vital data in the full range of business documents. CMR+, their enterprise grade platform, understands and contextualises information with unrivalled accuracy and minimal intervention. Designed for flexibility, it is a low-code / no-code solution that can be self configured by business users and processes hard-to-read, unstructured content from emails, contracts, reports, tables, images and handwriting without the need for templating, even in complex use cases.

**2. M/s. Insurants AI Limited ("IAL")**- A UK-incorporated IT company engaged in providing AI-driven solutions for the commercial insurance industry, primarily focused on automation and analytics of insurance documents and workflows using machine learning and generative AI.

(collectively referred to as "Target Companies"):

**(1) Antworks Solutions India Private Limited (ASIPL)**- The Company proposes to acquire 100% of the equity share capital of ASIPL, comprising 1,63,35,593 equity shares of face value ₹10/- each, through consideration other than cash, by way of issue and allotment of 1,22,51,111 fully paid-up equity shares of ₹10/- each of the Company to the shareholders of ASIPL.

**(2) Insurants AI Limited ("IAL")** - The Company proposes to acquire 100% of the equity share capital of IAL, comprising 10,000 equity shares, through consideration other than cash, by way of issue and allotment of 19,06,490 fully paid-up equity shares of ₹10/- each of the Company to the shareholders of IAL.

The Company has obtained a **valuation report** issued by a **Registered Valuer**, Experity Advisors LLP, IBBI Registered Valuer- Securities and Financial Assets, Registered Valuer (IBBI Registration No.: IBBI/RVE/06/2020/119), having address at 202, Fortune House, Plot No. 17, Baner-Pashan Link Road, Baner, Pune – 411045 for determining the **fair value of the equity shares of the Company and the Target Companies** for the purpose of the proposed acquisition and the issue of equity shares as consideration other than cash.

The consideration for the proposed acquisitions will be discharged by way of **issue and allotment of equity shares of the Company** to the shareholders of the respective Target Companies, in exchange for their shareholding.

The proposed issue and allotment of equity shares shall be subject to necessary approvals from the shareholders, stock exchanges, and other regulatory authorities, as may be applicable.

Upon completion of the acquisitions, the Target Companies shall become **wholly-owned subsidiaries** of the Company, and their financials shall be consolidated with that of the Company in accordance with applicable accounting standards.

The Members are informed that, in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations"), any transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower and shall require prior approval of shareholders of a listed entity by means of an ordinary resolution, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

The Company has agreed to acquire equity shares from the existing shareholders of Antworks Solutions India Private Limited ("ASIPL"). Out of the investors of ASIPL, investors, namely Sangli Miraj Commercial Ventures Private Limited and Ebrahim Saifuddin Nimuchwala are related party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and holds 3,78,612 and 10,668 equity shares of ASIPL respectively.

The consideration payable to the said related party, not exceeding ₹2,46,00,000, shall be discharged by way of issuance and allotment of equity shares of the Company on a preferential basis, in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time. Accordingly, the Company proposes to issue and allot 292,147 equity shares of face value ₹10/- each at an issue price of ₹82.87 per equity share to Sangli Miraj Commercial Ventures Private Limited and Ebrahim Saifuddin Nimuchwala.

The aforesaid transaction is proposed to be undertaken on an arm's length basis and in compliance with the Company's Policy on Related Party Transactions, as well as the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The details of the transaction, as required under Regulation 23(4) of the SEBI Listing Regulations read with Section III-B of the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are set forth below:

Sr. No	Particulars	Details
1	Name of the related party and its relationship with the listed <del>entity or its subsidiary</del> , including nature of its concern or interest (financial or otherwise)	<p>a. Sangli Miraj Commercial Ventures Private Limited; (Promoter Group)</p> <p>b. Ebrahim Saifuddin Nimuchwala, Key Managerial Personnel of the Company; and</p> <p>Sangli Miraj Commercial Ventures Private Limited is a promoter / promoter group entity of the Company. The other proposed allottee Ebrahim Saifuddin Nimuchwala , Key Managerial Personnel of the Company, are related parties as defined under Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>The said related party holds equity shares in Antworks Solutions India Private Limited, and is proposed to receive equity shares of the Company pursuant to the preferential issue, towards discharge of consideration for acquisition of such shares.</p>
1	Type, material term, value and particulars of the proposed transaction.	<p>The Company has agreed to acquire equity shares from the existing shareholders of Antworks Solutions India Private Limited (“AS IPL”). Three investors, namely Sangli Miraj Commercial Ventures Private Limited - 378,612 of AISPL; Ebrahim Saifuddin Nimuchwala holding 10,668 Shares of AISPL, are a related party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>The consideration payable to the said related party, shall not exceed to ₹2,46,000/-, which shall be discharged by way of issuance and allotment of equity shares of the Company on a preferential basis, in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time. Accordingly, the Company proposes to issue and allot 292,147 equity shares</p>

		of face value ₹10/- each at an issue price of ₹82.87 per equity share. (Sangli Miraj Commercial Ventures Private Limited - 284147 shares and Ebrahim Saifuddin Nimuchwala 8000 Shares) The aforesaid transaction is proposed to be undertaken on an arm's length basis and in compliance with the Company's Policy on Related Party Transactions, as well as the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.						
3	Tenure of the proposed transaction	Not applicable. The allotment of the shares of the Company for discharge of consideration for the acquisition by way of swap, will be completed within 15 days from: (i) the requisite shareholders approval in relation to the Preferential Issue, or (ii) receipt of the regulatory approval of the Stock Exchanges for issuance of the Subscription Shares), whichever is later.						
4	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 (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<table border="1"> <tr> <td>Turnover Fy 2025</td> <td>1612.84 lakhs</td> </tr> <tr> <td>Amount of proposed transaction</td> <td>246 lakhs</td> </tr> <tr> <td>% of turnover</td> <td>Approx 15.25%</td> </tr> </table>	Turnover Fy 2025	1612.84 lakhs	Amount of proposed transaction	246 lakhs	% of turnover	Approx 15.25%
Turnover Fy 2025	1612.84 lakhs							
Amount of proposed transaction	246 lakhs							
% of turnover	Approx 15.25%							
	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:  i) details of the source of funds in connection with the proposed transaction; where any financial indebtedness is incurred to make or give loans, intercorporate deposits,	The non cash consideration for the proposed transaction will be discharged by issuance and allotment of Equity shares of the company, on a preferential basis in terms of SEBI ICDR Regulation						

	<p>advances or investments, • nature of indebtedness; • cost of funds; and • tenure;</p> <p>ii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT</p>	
	Justification as to why the RPT is in the interest of the listed entity	As explained in the explanatory statement to the notice under Item no 5.
	Any valuation or other external report relied upon by the listed entity in relation to the transactions	<b>The company has availed valuation report issued by a Registered Valuer, Experity Advisors LLP, IBBI Registered Valuer- Securities and Financial Assets, Registered Valuer (IBBI Registration No.: IBBI/RVE/06/2020/119) as required under SEBI ICDR Regulations</b>
	Any other information that may be relevant	All relevant information forms part of the statement setting the material facts pursuant to Section 102 of the Companies Act, 2013. Prior approval of the members is being sought in terms of Regulation 23(4) of the SEBI Listing Regulations. All related parties shall abstain from voting on the resolution.

Accordingly, the Board of Directors recommends the resolution set out at Item Nos. 3 & 4 of the Notice for approval of the members of the Company.

Except for Ebrahim Saifuddin Nimuchwala, Srikumar Kumar and Sangli Miraj Commercial Ventures Private Limited and their promoters, none of the Director(s), Key Managerial Personnel and their

relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding in the company, if any.

**Item No. 5 - Preferential Issue of equity shares for consideration other than cash to certain selling shareholders of Antworks Solutions India Private Limited (AS IPL).**

The Board of Directors of the Company in their meeting held on Saturday, January 17, 2026, had approved the preferential issue of 1,22,51,111 fully paid-up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each, at a price of ₹ 82.87/- (Rupees Eighty Two and Eighty Seven paise Only) per equity share, including a premium of ₹ 72.87/- per share (**“Antworks-Swap Shares Issue Price”**), to certain selling shareholders of Antworks Solutions India Private Limited (**“Antworks/AS IPL”**) being the Proposed Allottees (**“Antworks Proposed Allottees”**) for a consideration other than cash, which is not less than the price determined under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 on a preferential basis (**“Antworks Preferential Issue”**).

The Antworks Preferential Issue is to discharge the Company's obligations towards purchase consideration for acquisition of 1,63,35,593 equity shares representing 100% shareholding of Antworks, being the payment towards the swap shares; and

Pursuant to the aforesaid Preferential Issue, there would be no change in the management or control or would not result in the transfer of ownership of the Company to the Proposed Allottees.

The Proposed Allottees have confirmed their eligibility in terms of Regulation 159 of ICDR Regulations to subscribe to the Equity shares to be issued pursuant to the Preferential Issue.

Requisite information or details in respect of the proposed Preferential Issue of Equity shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”) are as under:

**a. Objects of the Issue:**

The Object of the proposed issue and allotment is to discharge the purchase consideration payable to the proposed allottees, in relation to acquisition of 1,63,35,593 Equity shares of ₹10/- each of AS IPL, which represents 100.00% of AS IPL total equity share capital, from its existing shareholder who are the Proposed Allottees, pursuant to a share swap, in accordance with the SEBI ICDR Regulations.

**Brief background and Justification:**

GTT Data Solutions Limited (“**GTT**” or “**the Company**”), formerly known as Cinerad Communications Limited, is a technology solutions provider with deep expertise in data engineering, analytics, artificial intelligence, DevOps, IT service management, ERP, CRM and enterprise training services. Over the years, GTT has built strong capabilities in delivering end-to-end analytics and data-driven solutions to clients across domestic and international markets.

In line with its long-term strategic vision to evolve into a full-stack, AI-led data intelligence organisation, the Board of Directors of the Company has approved the proposal to acquire **Antworks Solutions India Private Limited (“AS IPL”)** through a preferential issue of equity shares for consideration other than cash.

### **Strategic Rationale and Business Synergies**

AS IPL is a global leader in Intelligent Document Processing (IDP) with proprietary Artificial Intelligence (AI), Machine Learning (ML) and Natural Language Processing (NLP) technologies. Its flagship platform, **CMR+**, enables their enterprise grade platform, understands and contextualises information with unrivalled accuracy and minimal intervention. Designed for flexibility, it is a low-code / no-code solution that can be self configured by business users and processes hard-to-read, unstructured content from emails, contracts, reports, tables, images and handwriting without the need for templating, even in complex use cases.

The proposed acquisition is strategically aligned with GTT’s core strengths and growth roadmap for the following reasons:

- The proposed acquisition complements the Company’s existing data engineering, analytics and artificial intelligence capabilities by integrating Antworks’ proprietary Intelligent Document Processing technology.
- The acquisition enables the Company to enter and scale operations in the high-growth enterprise document intelligence and automation segment.
- The integration of Antworks’ low-code / no-code platform is expected to enhance the Company’s ability to deliver scalable and efficient digital transformation solutions.
- The transaction is expected to result in operational and revenue synergies through cross-leveraging of technology platforms and customer relationships.
- The acquisition strengthens the Company’s technology portfolio, intellectual property base and global competitive positioning in AI-led data solutions.

### **Rationale for Consideration Other Than Cash**

The acquisition is proposed to be executed through a preferential allotment of equity shares of the Company to the shareholders of AS IPL for consideration other than cash, for the following reasons:

- It enables **optimal capital allocation** by preserving cash resources for ongoing operations and future growth initiatives.
- It aligns the interests of AS IPL’s promoters and shareholders with the long-term performance and value creation of GTT, ensuring continuity of expertise and commitment.

- It facilitates a **tax-efficient and value-accretive transaction structure**, commonly adopted in strategic acquisitions within the technology sector.
- The valuation of the equity shares to be issued has been determined in accordance with applicable provisions of the Companies Act, 2013 and SEBI (ICDR) Regulations, supported by an independent valuation report.

**b. Particulars of the offer including kinds of securities offered, the total number of shares or other securities to be issued, the price at which security is being offered and amount which the Company intends to raise by way of such securities:**

The Board, in its meeting held on January 17, 2026 has approved the proposal for the creation, offer, issuance and allotment of upto 1,22,51,111 fully paid-up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each at a price of ₹ 82.87/- (Rupees Eighty Two and Eighty Seven paise Only) per equity share, including a premium of ₹ 72.87/- per share, aggregating to amount not exceeding 1,01,52,49,568.57- (Rupees One Hundred and One Crores Fifty-Two Lakh Forty-Nine Thousand Five Hundred and Sixty-Eight and Fifty Seven Paise Only), for consideration other than cash, which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations and the valuation report received from Registered Valuer, on a preferential basis, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws

The equity shares are being allotted for consideration other than cash, to discharge the purchase consideration payable for the acquisition of the Sale Shares as mentioned above, pursuant to a share swap, in accordance with the SEBI ICDR Regulations.

**c. Basis on which the price has been arrived at and Justification of Price (including premium, if any) along with the report of the registered valuer:**

- i. The Equity Shares of the Company are listed on BSE Limited and are frequently traded as on the Relevant Date and since the Equity Shares of the Company are listed on Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the price of the Equity Shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:
  - a) 90 trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE preceding the relevant date i.e., Rs. 82.86/- per equity share;
  - b) 10 trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE preceding the relevant date i.e., Rs. 75.83/- per equity share;

The Floor Price of Rs. 82.86/- is determined as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Equity Shares.

- ii. As required under Regulation 163 (3) of the SEBI (ICDR) Regulations, 2018, the valuation of Equity Shares of GDSL and AISPL has been done by Experity Advisors LLP, IBBI Registered Valuer- Securities and Financial Assets, Registered Valuer (IBBI Registration No.: IBBI/RVE/06/2020/119), having address at 202, Fortune House, Plot No. 17, Baner-Pashan Link Road, Baner, Pune – 411045 (“Valuation Report”) being an Independent Registered Valuer to enable the companies to determine the swap ratio of Equity Shares of both the Companies vide report (the “Valuation Report”). The Valuation Report so obtained from the Independent Registered Valuer is available on the website of the Company at the following link: <https://gttdata.ai/> under Investor tab
- iii. The Articles of Association of the Company does not provide for a method of determination for issue price which results in a floor price higher than that determined under SEBI ICDR Regulations.
- iv. The proposed allotment does not result in any change in control. However, one of the proposed allottee is been allotted shares that exceed five per cent of the post-issue fully diluted share capital of the Company. The Company has obtained valuation report and has complied with Regulation 166A(1) of the SEBI ICDR Regulations.
- v. The Company has also obtained a Pricing certificate from M/s Mihen Halani & Associates, Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR.

Based on the above, the Board proposes to issue Equity Shares of the Company at Rs. 82.87/- (Indian Rupees Eighty Two and Eighty Seven Paise Only) per Equity Share, which is not less than the floor price determined in accordance with the SEBI ICDR Regulations.

**d. Relevant Date with reference to which the price has been arrived at:**

The ‘relevant date’ for the purpose of determination of the floor price for issue as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is Tuesday, January 13, 2026 (“**Relevant Date**”), being the 30 day prior to the date on which the meeting viz. this Extra Ordinary General Meeting of members of the Company is proposed to be held i.e. February 12, 2026.

**e. The class or classes of persons to whom the allotment is proposed to be made:**

The equity shares are proposed to be issued and allotted to Proposed Allottees who are all individual, who shall hold the equity shares in the Company under the Promoter and 'Non-Promoter / Public' category.

**f. Intention of Promoters, Directors or Key Managerial Personnel or Senior Management to subscribe to the offer:**

Except for the below mentioned, none of the existing promoters, directors, key managerial personnel or senior management of the Company are not going to subscribe under the Preferential Issue.

Sr. No.	Name of Proposed Allottees ("Antworks Proposed Allottees")	Category	No. of Antworks-Swap Shares proposed to be issued	No. of Shares of Antworks proposed to be transferred to GDSL
1	Srikumar Kumar	Senior Management Personnel	499980	6,66,668
2	Ebrahim Saifuddin Nimuchwala	KMP	8000	10,668
3	Sangli Miraj Commercial Ventures Private Limited	Promoter Group	284,147	378612

**g. The proposed time within which the allotment shall be completed:**

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Equity shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form

**h. The names of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of post preferential offer capital that may be held by them ALONGWITH The current and proposed status of the allottee of Equity share post the preferential issue namely, promoter or non-promoter investors**

Sr. No.	Name of Proposed Allottee	Current Status of the proposed allottee	Proposed Status of the proposed allottee	Pre-preferential allotment		Preferential Issue	Post-preferential allotment	
				No. of Equity Shares	%		No. of Equity Shares	%
1	Avinash Hariom Gupta	NP	NP	268	0.0006	400984	401,252	0.72
2	Muneesh Darshan Chadda HUF	NP	NP	6,100	0.0146	87995	94,095	0.17
3	Shivani Muneesh Chadda	NP	NP	5,100	0.0122	21998	27,098	0.05
4	Kavita Hemant Aswani	NP	NP	10,100	0.0242	43999	54,099	0.10
5	Padarsh Pharmaceuticals Private Limited	NP	NP	6,100	0.0146	25999	32,099	0.06
6	Acing Languages LLP	NP	NP	3,268	0.0078	12998	16,266	0.03
7	Manojkumar Maroti Rane	NP	NP	4,568	0.0109	17000	21,568	0.04
8	Muneesh Darshan Chadda	NP	NP	20,100	0.0481	25999	46,099	0.08
9	Rasila Mahendra Vora	NP	NP	0	0.0000	82496	82,496	0.15
10	Charmi Nikunj Nagda	NP	NP	0	0.0000	34999	34,999	0.06
11	Nikunj Pradip Nagda	NP	NP	0	0.0000	34999	34,999	0.06
12	Jayashree Niraj Shah	NP	NP	0	0.0000	71997	71,997	0.13
13	Chandan	NP	NP	0	0.0000	20999	20,999	0.04
14	Kavita K Vora	NP	NP	0	0.0000	54996	54,996	0.10
15	Amit Pravinkumar Masharu	NP	NP	3,433	0.0082	109996	113,429	0.20
16	Subramanian Muthukumar	NP	NP	100	0.0002	109996	110,096	0.20
17	Heer Vikramkumar Shah	NP	NP	0	0.0000	41248	41,248	0.07
18	Hem Vikramkumar Shah	NP	NP	0	0.0000	41248	41,248	0.07

19	Hrishikesh Narendra Barhate	NP	NP	100	0.0002	399985	400,085	0.72
20	Pournima Narendra Barhate	NP	NP	50	0.0001	299987	300,037	0.54
21	Amol Bhupal Chougale	NP	NP	0	0.0000	256077	256,077	0.46
22	Amrish D Savla	NP	NP	0	0.0000	111576	111,576	0.20
23	Shruti Sunil Ladage	NP	NP	0	0.0000	111575	111,575	0.20
24	Umesh Vilas Patil	NP	NP	134	0.0003	164993	165,127	0.30
25	Prasanna Sanjeev Joshi	NP	NP	118	0.0003	214491	214,609	0.38
26	Gd Chitale Ventures Llp	NP	NP	268,000	0.6415	78995	346,995	0.62
27	Chetan Rajendra Kulkarni	NP	NP	27	0.0001	1100	1,127	0.00
28	Nuevo Landmark Realty Llp	NP	NP	0	0.0000	472333	472,333	0.84
29	Sangli Miraj Commercial Ventures Private Limited	P	P	200	0.0005	283947	284,147	0.51
30	Grishma Sanket Samani	NP	NP	2,734	0.0065	164993	167,727	0.30
31	Devayani Shrikant Rasane	NP	NP	0	0.0000	149993	149,993	0.27
32	Devdutt Ashit Parikh	NP	NP	120	0.0003	1765428	1,765,548	3.16
33	Srikumar Kumar	Senior Management Personnel	Senior Management Personnel	383,538	0.9181	499980	883,518	1.58
34	Venkatesh Iyer	NP	NP	0	0.0000	25000	25,000	0.04
35	Rekha Rajshekara Dixit	NP	NP	0	0.0000	21500	21,500	0.04
36	Udayakumar R	NP	NP	0	0.0000	20000	20,000	0.04
37	Ananda Padmanaban H	NP	NP	0	0.0000	20000	20,000	0.04
38	Kumar Subramanian	NP	NP	0	0.0000	20000	20,000	0.04
39	Shekar Kothimbakkam	NP	NP	0	0.0000	11999	11,999	0.02
40	Balaji Ramakrishnan	NP	NP	0	0.0000	11999	11,999	0.02
41	Govind Paliwal	NP	NP	0	0.0000	11000	11,000	0.02
42	Soumen Chakrabarty	NP	NP	0	0.0000	10001	10,001	0.02
43	Subir Sen	NP	NP	0	0.0000	10001	10,001	0.02
44	Ravi Prakash Gupta	NP	NP	0	0.0000	10001	10,001	0.02
45	Srinivas Shrikanta	NP	NP	0	0.0000	10001	10,001	0.02
46	Ebrahim Saifuddin Nimuchwala	KMP	KMP	0	0.0000	8000	8,000	0.01
47	Naveen Kumar K	NP	NP	0	0.0000	5999	5,999	0.01

48	Sriram Santhanaraman	NP	NP	0	0.0000	5999	5,999	0.01
49	Premanand Sundararajan	NP	NP	0	0.0000	5501	5,501	0.01
50	Seema Raghunath	NP	NP	0	0.0000	5000	5,000	0.01
51	Thangadurai S	NP	NP	0	0.00000	5000	5,000	0.01
52	Ravichandran	NP	NP	0	0.00000	5000	5,000	0.01
53	Omkar Divakar Joshi	NP	NP	40	0.00010	5000	5,040	0.01
54	Amit Limbasia	NP	NP	0	0.00000	5000	5,000	0.01
55	Josmin Jose	NP	NP	0	0.00000	4001	4,001	0.01
56	Ashvini Vishnu Jagtap	NP	NP	0	0.00000	2999	2,999	0.01
57	Tushar Devram Khairnar	NP	NP	0	0.00000	2999	2,999	0.01
58	Tushar Kisan Marne	NP	NP	0	0.00000	2999	2,999	0.01
59	Rajesh M A	NP	NP	0	0.00000	2699	2,699	0.00
60	Rakesh Sarjerao Wagh	NP	NP	0	0.00000	2000	2,000	0.00
61	Sumer Aanand	NP	NP	0	0.00000	2000	2,000	0.00
62	Raj Harlborn T	NP	NP	0	0.00000	2000	2,000	0.00
63	Pramod Prabhakar Pange	NP	NP	60	0.00014	2000	2,060	0.00
64	Ganesh Lala Avaghade	NP	NP	0	0.00000	1349	1,349	0.00
65	Nitin Vikas Sutar	NP	NP	0	0.00000	1349	1,349	0.00
66	Ravindra Parmeshwar Nigdikar	NP	NP	0	0.00000	1250	1,250	0.00
67	Amruta Chetan Deshpande	NP	NP	0	0.00000	1199	1,199	0.00
68	Paresh Gudhka	NP	NP	0	0.00000	1001	1,001	0.00
69	Srinu Muddasani	NP	NP	0	0.00000	1001	1,001	0.00
70	Sarathraj Sathiyasekar	NP	NP	0	0.00000	1001	1,001	0.00
71	Geetha Krishnamoorthy	NP	NP	0	0.00000	1001	1,001	0.00
72	Navjyot Chitnis	NP	NP	0	0.00000	1001	1,001	0.00
73	Rupesh Vijay Sapte	NP	NP	0	0.00000	1001	1,001	0.00
74	Vinayak Popatrao Dhamankar	NP	NP	0	0.00000	1001	1,001	0.00
75	Onkar Shriprasad Risbud	NP	NP	0	0.00000	1001	1,001	0.00
76	Guinea Agarwal	NP	NP	0	0.00000	1001	1,001	0.00
77	Sathyanarayanan D	NP	NP	0	0.00000	749	749	0.00
78	Rajdoot Subhash Herlekar	NP	NP	5	0.00001	749	754	0.00
79	Kedar Vivekand Kulkarni	NP	NP	40	0.00010	749	789	0.00
80	Priyanka Vijay Nikam	NP	NP	0	0.00000	749	749	0.00
81	Nikita Sunil Pokharna	NP	NP	0	0.00000	749	749	0.00

82	Ritesh Bhimgonda Patil	NP	NP	0	0.00000	701	701	0.00
83	Shreya Raju Shinde	NP	NP	0	0.00000	701	701	0.00
84	Swapnil Prakash Mane	NP	NP	0	0.00000	701	701	0.00
85	Sanchay Diwan	NP	NP	0	0.00000	626	626	0.00
86	Om Gaikwad	NP	NP	0	0.00000	626	626	0.00
87	Pratik Pramod Joshi	NP	NP	0	0.00000	551	551	0.00
88	Jasmine Jennifer Amalraj	NP	NP	0	0.00000	500	500	0.00
89	Jeevanandham Sadaiyandi	NP	NP	0	0.00000	500	500	0.00
90	Aswini S	NP	NP	0	0.00000	500	500	0.00
91	Prasad Ganesh Mendhe	NP	NP	0	0.00000	500	500	0.00
92	Deshbhushan Vijay Digambare	NP	NP	0	0.00000	500	500	0.00
93	Priya Chhalotre	NP	NP	0	0.00000	500	500	0.00
94	Aprajita Hardaya	NP	NP	0	0.00000	500	500	0.00
95	Priyanka Basu	NP	NP	0	0.00000	500	500	0.00
96	Riju Hari Kumar	NP	NP	0	0.00000	500	500	0.00
97	Vidya Dattatraya Bhokse	NP	NP	0	0.00000	1001	1,001	0.00
98	Arati Pundlik Chavan	NP	NP	0	0.00000	401	401	0.00
99	Sharwari Ravindra Godsay	NP	NP	0	0.00000	299	299	0.00
100	Suresh S Ingale	NP	NP	0	0.00000	199992	199,992	0.36
101	Balu Navnath Avhad	NP	NP	0	0.00000	99997	99,997	0.18
102	Rushikesh Mahadev Patil	NP	NP	0	0.00000	99997	99,997	0.18
103	Gaurav Sapra	NP	NP	0	0.00000	199992	199,992	0.36
104	Abhay Singh Sarila	NP	NP	0	0.00000	299987	299,987	0.54
105	Sumedh Bharadwaj	NP	NP	0	0.00000	49998	49,998	0.09
106	Mansing Shinde	NP	NP	0	0.00000	499980	499,980	0.89
107	Varun Jalan	NP	NP	0	0.00000	99997	99,997	0.18
108	Marruvista Innovations Private Limited	NP	NP	0	0.00000	2890124	2,890,124	5.17
109	Sanjana Jaideep Patwardhan	NP	NP	0	0.00000	199994	199,994	0.36
110	Amol Ganesh Kulkarni	NP	NP	0	0.00000	99995	99,995	0.18
111	Mehul Jitendra Dekhtawala	NP	NP	0	0.00000	74996	74,996	0.13
112	Raksha Mithil Jhanwar	NP	NP	0	0.00000	49998	49,998	0.09
113	Aarchit Maheshkumar Jhanwar	NP	NP	0	0.00000	49997	49,997	0.09
114	Pratyush Yogesh Goyal	NP	NP	0	0.00000	41998	41,998	0.08

115	Shilpa Ashish Chheda	NP	NP	0	0.00000	49998	49,998	0.09
116	Amit Shah (HUF)	NP	NP	0	0.00000	49998	49,998	0.09
117	Dhanaji Dattatray Jadhav	NP	NP	18	0.00004	549977	549,995	0.98
118	Purshottam Gopal Laddha	NP	NP	0	0.00000	19999	19,999	0.04
119	Lalit Prakash Pophale	NP	NP	0	0.00000	19999	19,999	0.04
120	Savita Dinesh Jadhav	NP	NP	0	0.00000	14999	14,999	0.03
121	Pooja Yogesh Goyal	NP	NP	0	0.00000	34998	34,998	0.06
122	Revati Santosh Doke	NP	NP	0	0.00000	29998	29,998	0.05
123	Shivaji Namdevrao Mohite	NP	NP	0	0.00000	12499	12,499	0.02
124	Ganesh Namdevrao Mohite	NP	NP	0	0.00000	12499	12,499	0.02
<b>TOTAL</b>				<b>714321</b>	<b>1.71</b>	<b>12251111</b>	<b>12,965,432</b>	<b>23.17</b>

**P=Promoter NP= Non-Promoter**

- i. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:

Sr. no	Name of Proposed Allottees	Names of ultimate beneficial owners of proposed allottee(s) of equity shares	PAN/Passport No of Ultimate Beneficial Owner
1	Nuevo Landmark Realty LLP	Ashok Vijaysingh Savant	ADWPS1566Q
2	Sangli Miraj Commercial Ventures Private Limited	Ashok Vijaysingh Savant	ADWPS1566Q
3	Amit Shah (Huf)	Amit Shah	ALQPS0771B
4	Padarsh Pharmaceuticals Private Limited	Muneesh Darshan Chadda	AACPC5946M
5	Acing Languages LLP	Padam Darshan Chadda	AFEPC7401G
6	Gd Chitale Ventures LLP	Girish Dattatray Chitale	AARPC9879J
7	Marruvista Innovations Private Limited	Siddharth Magdum	ACCPM3477D\
8	Muneesh Darshan Chadda (HUF)	Muneesh Darshan Chadda	AACPC5946M

- j. The change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in control in the Company, consequent to the allotment of equity shares under the Preferential Issue.

Furthermore, the proposed Preferential Issue does not trigger any obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations").

**k. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the year, the company has allotted Equity shares to Five allottees on April 18, 2025, on preferential basis as detailed below:

(a) 26,21,722 (Twenty-Six Lacs Twenty-One Thousand Seven Hundred and Twenty-Two) equity shares of the Company having face value of Rs. 10/- (Rupee Ten Only) each, at a price of Rs. 130/- (Rupees One Hundred and Thirty only) per equity share (including a premium of Rs. 120/- (Rupees One Hundred and Twenty only) per equity share on a preferential basis for consideration other than cash towards payment of purchase consideration, as consideration for acquisition of 6,730 (Six Thousand Seven Hundred and Thirty) equity shares of Rs. 10/- (Rupees Ten only) each of CRG Solutions Private Limited ("CRG") (CIN: U72200PN2001PTC016125), representing 67.30% paid-up equity capital of CRG held by the CRG Allottees; and

(b) 9,60,346 (Nine Lacs Sixty Thousand Three Hundred and Forty-Six) equity shares of the Company having face value of Rs. 10/- (Rupee Ten Only) each, at a price of Rs. 130/- (Rupees One Hundred and Thirty only) per equity share (including a premium of Rs. 120/- (Rupees One Hundred and Twenty only) per equity share on a preferential basis for consideration other than cash towards payment of purchase consideration, as consideration for acquisition of 8,323 (Eight Thousand Three Hundred and Twenty Three) equity shares of Rs. 10/- (Rupees Ten only) each of Alparithm Technologies Private Limited ("Alparithm") (CIN: U72900TN2010PTC075959), representing 83.23% paid-up equity capital of Alparithm held by the Alparithm Allottees.

**l. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The allotment is proposed to be made to the Proposed Allottees, in lieu of discharge of the Company's obligation towards acquisition of 1,63,35,593 fully paid-up equity shares of Antworks from the Antworks Proposed Allottees;

As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation report is required to be undertaken by an Independent Registered Valuer where securities are issued on a preferential basis

for consideration other than cash. The valuation of the equity shares of IAL and the swap ratio is derived on the basis of valuation report received from Experity Advisors LLP, Registered Valuer (IBBI Registration No.: IBBI/RVE/06/2020/119) having its office at 202, Fortune House, Plot No. 17, Baner-Pashan Link Road, Baner, Pune – 411045, in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations. (**“IAL Valuation Report”**). A copy of Valuation Report will be available for inspection by the members by accessing the website of the Company at <https://gttdata.ai/> under Investor tab.

The detailed justification for the proposed allotment has been elaborated under the section "Objects of the Issue" in Explanatory Statement point number 1 of Item number 5.

**m. Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc.**

The Equity shares being issued shall be pari-passu with the existing fully paid-up Equity shares of the Company. The Principal terms of assets charged as securities is not applicable

**n. The pre issue and post issue shareholding pattern of the Company:**

The shareholding pattern of the Company before and after considering the preferential issues under this Notice is provided in **Annexure A** forming part of this Notice.

**o. Lock-in Period:**

The Equity Shares proposed to be issued and allotted to the Proposed Allottees shall be subject to lock-in, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations. Further, the entire pre-preferential issue shareholding of the Proposed Allottees, if any, shall be under lock-in from the Relevant Date till the expiry of 90 trading days from the date of trading approval.

**p. Listing:**

The Equity Shares proposed to be allotted through Preferential Issue shall be listed and shall be admitted for trading on the main board of Stock Exchange viz. BSE Limited, subject to requisite approval from the Stock Exchange.

**q. Practicing Company Secretary's Certificate:**

The certificate from M/s Mihen Halani & Associates, Practicing Company Secretary, having her office at Office No. 312, 3rd floor, Kalpataru Avenue, Akurli Rd, opp. ESIS Hospital, Kandivali, Akurli Industry Estate, Kandivali East, Mumbai, Maharashtra 400101, In, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at <https://gttdata.ai/> under Investor tab.

**r. Undertaking as to Re-computation of the share price:**

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable. If the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

**s. Undertakings / Confirmations:**

1. The Company is in compliance with the conditions for continuous listing, and is eligible to undertake the Preferential Issue in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.
2. Neither the Company nor any of its promoters and/or directors are a fugitive economic offender as defined under the SEBI ICDR Regulations.
3. Neither the Proposed Allottees, nor the Company, its promoters and directors are a fugitive economic offender as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
4. Neither the Company nor its promoters nor the Directors of the Company have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.
5. The Proposed Allottees have confirmed that none of them have sold any Equity Shares of the Company during the 90 (ninety) trading days preceding the Relevant Date.
6. As the Equity Shares of the Company are listed on recognized Stock Exchange for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to

re-compute the price. However, the Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the respective Proposed Allottees.

7. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
8. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors believes that the proposed issue and allotment of equity shares of Company to the shareholders of AISPL, in consideration other than cash, is considered **fair, reasonable, and in the best interests of the Company and its shareholders**, and is expected to generate long-term value through strategic integration and expansion of healthcare services. is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No.: 5 in the accompanying notice for approval by the Member.

#### **Item No. 6 - Preferential Issue of equity shares for consideration other than cash to certain selling shareholders of Insurants AI Limited.**

The Board of Directors of the Company in their meeting held on Saturday, January 17, 2026, had approved the preferential issue of 19,06,490 fully paid-up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each at a price of ₹ 82.87/- (Rupees Eighty Two and Eighty Seven paise Only) per equity share, including a premium of ₹ 72.87/- per share to certain selling shareholders of Insurants AI Limited (UK) ("IAL") being the Proposed Allottees (**"IAL Proposed Allottees"**) for a consideration other than cash, which is not less than the price determined under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**"SEBI ICDR Regulations"**) on a preferential basis (**"IAL Preferential Issue"**).

The IAL Preferential Issue is to discharge the Company's obligations towards purchase consideration for acquisition of 10,000 equity shares representing 100% shareholding of IAL, being the payment towards the swap shares; and

Pursuant to the aforesaid Preferential Issue, there would be no change in the management or control or would not result in the transfer of ownership of the Company to the Proposed Allottees.

The Proposed Allottees have confirmed their eligibility in terms of Regulation 159 of ICDR Regulations to subscribe to the Equity shares to be issued pursuant to the Preferential Issue.

Requisite information or details in respect of the proposed Preferential Issue of Equity shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”) are as under:

**a. Objects of the Issue:**

The Object of the proposed issue and allotment is to discharge the purchase consideration payable to the proposed allottees, in relation to acquisition of 10,000 Equity shares of IAL, which represents 100.00% of IAL total equity share capital, from its existing shareholder who are the Proposed Allottees, pursuant to a share swap, in accordance with the SEBI ICDR Regulations.

**Brief background and Justification:**

GTT Data Solutions Limited (“**GTT**” or “**the Company**”), formerly known as Cinerad Communications Limited, is a technology solutions provider with deep expertise in data engineering, analytics, artificial intelligence, DevOps, IT service management, ERP, CRM and enterprise training services. Over the years, GTT has built strong capabilities in delivering end-to-end analytics and data-driven solutions to clients across domestic and international markets.

In line with its long-term strategic vision to evolve into a full-stack, AI-led data intelligence organisation, the Board of Directors of the Company has approved the proposal to acquire **Ial** through a preferential issue of equity shares for consideration other than cash.

**Strategic Rationale and Business Synergies**

Insurant AI Limited is actively engaged in providing AI-powered services and technology to insurance sector clients in the US, UK, and other countries, supported by technology and support team in India..

The proposed acquisition of **IAL**, a UK-incorporated information technology company, is strategically aligned with the Company’s long-term vision of expanding its presence in high-value, AI-driven enterprise solutions and strengthening its footprint in international markets.

IAL is engaged in providing advanced **artificial intelligence–driven solutions for the commercial insurance industry**, with a core focus on automation and analytics of insurance documents and end-to-end workflows using **machine learning and generative AI technologies**. The acquisition is expected to create significant strategic and operational synergies for the Company for the following reasons:

- The acquisition enables the Company to **enter and strengthen its presence in the specialised commercial insurance technology segment**, which is witnessing rapid adoption of AI-led automation solutions globally.
- IAL's domain-specific expertise in insurance document analytics and workflow automation complements the Company's existing capabilities in data engineering, analytics and artificial intelligence.
- The integration of IAL's machine learning and generative AI platforms is expected to enhance the Company's ability to offer **end-to-end, industry-specific AI solutions** with higher value realisation.
- The acquisition provides the Company with an **established UK and European market presence**, facilitating access to international customers and improving global delivery capabilities.
- The transaction is expected to result in **revenue and operational synergies** through cross-selling of solutions, shared technology platforms and optimisation of development and delivery resources.
- The acquisition strengthens the Company's **intellectual property portfolio and sectoral expertise** in insurance technology, thereby improving its competitive positioning in regulated and complex industries.

The Board believes that the proposed acquisition of IAL will be **strategically beneficial and value-accretive**, enabling the Company to diversify its revenue streams, enhance its AI capabilities and create sustainable long-term shareholder value.

### **Rationale for Consideration Other Than Cash**

The acquisition is proposed to be executed through a preferential allotment of equity shares of the Company to the shareholders of IAL for consideration other than cash, for the following reasons:

- The issuance of equity shares preserves the Company's cash resources, enabling continued deployment of funds towards working capital requirements, organic growth initiatives and future strategic investments.
- The equity-based consideration aligns the interests of the shareholders and key stakeholders of IAL with the long-term growth, performance and value creation objectives of the Company.
- The structure facilitates continuity of management expertise, technological know-how and strategic collaboration post-acquisition.
- Consideration other than cash represents a prudent and capital-efficient acquisition structure, commonly adopted in strategic technology acquisitions, particularly in innovation-driven and intellectual-property-led businesses.
- The transaction structure is expected to be value-accretive to the Company and its shareholders over the long term by integrating technology, intellectual property and market access without immediate cash outflow.
- The valuation of the equity shares proposed to be issued has been determined in accordance with the applicable provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, and other applicable laws, supported by an independent valuation report.

Accordingly, the Board is of the view that the proposed issuance of equity shares for consideration other than cash is fair, reasonable and in the best interests of the Company and its shareholders.

**b. Particulars of the offer including kinds of securities offered, the total number of shares or other securities to be issued, the price at which security is being offered and amount which the Company intends to raise by way of such securities:**

The Board, in its meeting held on January 17, 2026 has approved the proposal for the creation, offer, issuance and allotment of upto 19,06,490 fully paid-up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each at a price of ₹ 82.87/- (Rupees Eighty Two and Eighty Seven paise Only) per equity share, including a premium of ₹ 72.87/- per share, aggregating to amount not 15,79,90,826.30/- (Rupees Fifteen Crores Seventy-Nine Lakhs Ninety Thousand Eight Hundred and Twenty Six and Thirty Paise Only), for consideration other than cash, to Proposed Allottees belonging to “Non-Promoter category”, which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations and the valuation report received from Registered Valuer, on a preferential basis, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws

The equity shares are being allotted for consideration other than cash, to discharge the purchase consideration payable for the acquisition of the Sale Shares as mentioned above, pursuant to a share swap, in accordance with the SEBI ICDR Regulations.

**c. Basis on which the price has been arrived at and Justification of Price (including premium, if any) along with the report of the registered valuer:**

- i. The Equity Shares of the Company are listed on BSE Limited and are frequently traded as on the Relevant Date and since the Equity Shares of the Company are listed on Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the price of the Equity Shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:
  - a) 90 trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE preceding the relevant date i.e., Rs. 82.86/- per equity share;
  - b) 10 trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE preceding the relevant date i.e., Rs. 75.83/- per equity share;

The Floor Price of Rs. 82.86/- is determined as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Equity Shares.

- ii. As required under Regulation 163 (3) of the SEBI (ICDR) Regulations, 2018, the valuation of Equity Shares of GDSL and IAL has been done by Experity Advisors LLP, IBBI Registered Valuer- Securities and Financial Assets, Registered Valuer (IBBI Registration No.: IBBI/RVE/06/2020/119), having address at 202, Fortune House, Plot No. 17, Baner-Pashan Link Road, Baner, Pune – 411045 (“Valuation Report”) being an Independent Registered Valuer to enable the companies to determine the swap ratio of Equity Shares of both the Companies vide report (the “Valuation Report”). The Valuation Report so obtained from the Independent Registered Valuer is available on the website of the Company at the following link: <https://gttdata.ai/> under Investor tab
- iii. The Articles of Association of the Company does not provide for a method of determination for issue price which results in a floor price higher than that determined under SEBI ICDR Regulation
- iv. since the proposed allotment does not result in any change in control and does not exceed five per cent of the post-issue fully diluted share capital of the Company to any allottee or allottees acting in concert, the Company is not required to comply with Regulation 166A(1) of the SEBI ICDR Regulations.
- v. The Company has also obtained a Pricing certificate from M/s Mihen Halani & Associates, Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR

Based on the above, the Board proposes to issue Equity Shares of the Company at Rs. 82.87/- (Indian Rupees Eighty-Two and Eighty-Seven Paise Only) per Equity Share, which is not less than the floor price determined in accordance with the SEBI ICDR Regulations.

**d. Relevant Date with reference to which the price has been arrived at:**

The ‘relevant date’ for the purpose of determination of the floor price for issue as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is Tuesday, January 13, 2026 (“**Relevant Date**”), being the 30 day prior to the date on which the meeting viz. this Extra Ordinary General Meeting of members of the Company is proposed to be held i.e. February 12, 2026.

**e. The class or classes of persons to whom the allotment is proposed to be made:**

The equity shares are proposed to be issued and allotted to Proposed Allottees who are all individual, who shall hold the equity shares in the Company under the Non-Promoter / Public category.

**f. Intention of Promoters, Directors or Key Managerial Personnel or Senior Management to subscribe to the offer:**

None of the existing promoters, directors, key managerial personnel or senior management of the Company intends to subscribe under this Preferential Issue.

**g. The proposed time within which the allotment shall be completed:**

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Equity shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form

**h. The names of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of post preferential offer capital that may be held by them ALONGWITH The current and proposed status of the allottee of Equity share post the preferential issue namely, promoter or non-promoter investors**

Sr. No.	Name of Proposed Allottee	Current Status of the Proposed Allottees	Proposed Status of the Proposed Allottees post Preferential Issue	Pre-preferential allotment		Issue of Equity (Present Issue)	Post-preferential allotment	
				No. of Equity Shares	%		No. of Equity Shares	%
1	Hamad Jabor Jassim Al-Thani	Non-Promoter	Non-Promoter	Nil	0.00%	871,457	871,457	1.56%
2	Mike Hobday	Non-Promoter	Non-Promoter	Nil	0.00%	217,911	217,911	0.39%
3	EHO LLC	Non-Promoter	Non-Promoter	Nil	0.00%	817,122	817,122	1.46%

**i. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:**

Sr. no	Name of Proposed Allottees	Names of ultimate beneficial owners of proposed allottee(s) of equity shares	PAN/Passport No of Ultimate Beneficial Owner
1	EHO LLC	William Kenneth Hunt	A35526914

**j. The change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in control in the Company, consequent to the allotment of equity shares under the Preferential Issue.

Furthermore, the proposed Preferential Issue does not trigger any obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations").

**k. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the year, the company has allotted Equity shares to Five allottees on April 18, 2025, on preferential basis as detailed below:

(a) 26,21,722 (Twenty-Six Lacs Twenty-One Thousand Seven Hundred and Twenty-Two) equity shares of the Company having face value of Rs. 10/- (Rupee Ten Only) each, at a price of Rs. 130/- (Rupees One Hundred and Thirty only) per equity share (including a premium of Rs. 120/- (Rupees One Hundred and Twenty only) per equity share on a preferential basis for consideration other than cash towards payment of purchase consideration, as consideration for acquisition of 6,730 (Six Thousand Seven Hundred and Thirty) equity shares of Rs. 10/- (Rupees Ten only) each of CRG Solutions Private Limited ("CRG") (CIN: U72200PN2001PTC016125), representing 67.30% paid-up equity capital of CRG held by the CRG Allottees; and

(b) 9,60,346 (Nine Lacs Sixty Thousand Three Hundred and Forty-Six) equity shares of the Company having face value of Rs. 10/- (Rupee Ten Only) each, at a price of Rs. 130/- (Rupees One Hundred and Thirty only) per equity share (including a premium of Rs. 120/- (Rupees One Hundred and Twenty only) per equity share on a preferential basis for consideration other than cash towards payment of purchase consideration, as consideration for acquisition of 8,323 (Eight Thousand Three Hundred and Twenty Three) equity shares of Rs. 10/- (Rupees Ten only) each of Alpharithmetic Technologies Private Limited ("Alpharithmetic") (CIN: U72900TN2010PTC075959), representing 83.23% paid-up equity capital of Alpharithmetic held by the Alpharithmetic Allottees.

**1. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The allotment is proposed to be made to the Proposed Allottees, in lieu of discharge of the Company's obligation towards acquisition of 10,000 fully paid-up equity shares of IAL from the IAL Proposed Allottees;

As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation report is required to be undertaken by an Independent Registered Valuer where securities are issued on a preferential basis for consideration other than cash. The valuation of the equity shares of IAL and the swap ratio is derived on the basis of valuation report received from Experity Advisors LLP, Registered Valuer (IBBI Registration No.: IBBI/RVE/06/2020/119) having its office at 202, Fortune House, Plot No. 17, Baner-Pashan Link Road, Baner, Pune – 411045, in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations. (**"IAL Valuation Report"**). A copy of IAL Valuation Report will be available for inspection by the members by accessing the website of the Company at <https://gttdata.ai/> under Investor tab.

The detailed justification for the proposed allotment has been elaborated under the section "Objects of the Issue" in Explanatory Statement point number 1 of Item number 6.

**m. Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc.**

The Equity shares being issued shall be pari-passu with the existing fully paid-up Equity shares of the Company. The Principal terms of assets charged as securities is not applicable

**n. The pre issue and post issue shareholding pattern of the Company:**

The shareholding pattern of the Company before and after considering the preferential issues under this Notice is provided in **Annexure A** forming part of this Notice.

**o. Lock-in Period:**

The Equity Shares proposed to be issued and allotted to the Proposed Allottees shall be subject to lock-in, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations. Further, the entire pre-preferential issue shareholding of the Proposed Allottees, if any, shall be under lock-in from the Relevant Date till the expiry of 90 trading days from the date of trading approval.

**p. Listing:**

The Equity Shares proposed to be allotted through Preferential Issue shall be listed and shall be admitted for trading on the main board of Stock Exchange viz. BSE Limited, subject to requisite approval from the Stock Exchange.

**q. Practicing Company Secretary's Certificate:**

The certificate from M/s Mihen Halani & Associates, Practicing Company Secretary, having her office at Office No. 312, 3rd floor, Kalpataru Avenue, Akurli Rd, opp. ESIS Hospital, Kandivali, Akurli Industry Estate, Kandivali East, Mumbai, Maharashtra 400101, In, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at <https://gttdata.ai/> under Investor tab.

**r. Undertaking as to Re-computation of the share price:**

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable. If the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

**s. Undertakings / Confirmations:**

1. The Company is in compliance with the conditions for continuous listing, and is eligible to undertake the Preferential Issue in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.
2. Neither the Company nor any of its promoters and/or directors are a fugitive economic offender as defined under the SEBI ICDR Regulations.
3. Neither the Proposed Allottees, nor the Company, its promoters and directors are a fugitive economic offender as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
4. Neither the Company nor its promoters nor the Directors of the Company have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined

under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

5. The Proposed Allottees have confirmed that none of them have sold any Equity Shares of the Company during the 90 (ninety) trading days preceding the Relevant Date.
6. As the Equity Shares of the Company are listed on recognized Stock Exchange for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to re-compute the price. However, the Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the respective Proposed Allottees.
7. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
8. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors believes that the proposed issue and allotment of equity shares of Company to the shareholders of IAL, in consideration other than cash, is considered **fair, reasonable, and in the best interests of the Company and its shareholders**, and is expected to generate long-term value through strategic integration and expansion of healthcare services. is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No.: 6 in the accompanying notice for approval by the Member.

**Item no 7 - Appointment of Mr. Hamad Jabor Jassim Al-Thani (DIN 11473252) as Non-Executive Non-Independent Director of the company.**

**Mr. Hamad Jabor Jassim Al-Thani (DIN 11473252)** was appointed by the Board of Directors of the Company as an additional director in the capacity of Non-Executive Non-Independent Director held on January 17, 2026. He holds office until the ensuing AGM pursuant to section 161(1) of the Act. In respect of his appointment, a notice in writing in the prescribed manner, as required under section 160 of the Act and Rules made thereunder, has been received by the Company, regarding his candidature for the office of the director. He is not disqualified from being appointed as a Director in terms of section 164 of the Act.

The Board of Directors recommends passing the special resolution as set out in the Notice as Item No. 07.

None of the directors, key managerial personnel of the Company and their relatives are, concerned or interested, in this resolution. The Board commends this ordinary resolution set out in Item No. 7 of the Notice for approval by shareholders.

**Item no 8 - Appointment of Mr. Deepak Abasaheb Shinde (DIN 00288460) as Non-Executive Independent Director.**

Mr. Deepak Abasaheb Shinde, holding Director Identification No. 00288460, has been appointed as an Additional Director (Non Executive - Independent) on the Board of the Company with effect from January 17, 2026 pursuant to Section 149, 150, 152 read with Schedule IV and Section 161(1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions thereof.

In terms of the provisions of Section 161 of the Companies Act, 2013, he holds office up to the next General Meeting. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a consent Mr. Deepak Abasaheb Shinde in writing to act as Independent Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. He satisfies all the conditions set out in Schedule V to the Companies Act, 2013 as also conditions set out under subsection (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. His name has been included in the databank of Indian Institute of Corporate Affairs, as per Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014.

**Brief Profile**

Have industrial experience in the field of Structural Engineering, specially Prestressed Concrete Products. Have also promoted, Sangli Miraj Commercial Ventures Pvt. Ltd., a company for early stage investment promotion.

Worked as Independent Director on Hindustan Aeronautics Ltd. (April 2022 to April 2025)

The other details of Mr. Deepak Abasaheb Shinde as required under the provisions of the SEBI Listing Regulations, 2015, SS-2 and other applicable provisions are provided in Annexure A to this Notice.

A copy of the draft Letter of Appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on [csebrahim@gttdata.ai](mailto:csebrahim@gttdata.ai)

The Board of Directors considers the appointment of Mr. Deepak Abasaheb Shinde as an Independent Director is in the interest of the Company and recommends the Special Resolution as set out at item no. 8 of this Notice for approval of Members

Except Mr. Deepak Abasaheb Shinde, being an appointee, none of the Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 8 for approval of the Members as a Special Resolution

**ANNEXURE TO ITEMS NO. 7 & 8 OF THE NOTICE**

Details of Directors seeking appointment and re-appointment at the forthcoming Extra Ordinary General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of Director	<b>Mr. Hamad Jabor Jassim Al-Thani</b>	<b>Mr. Deepak Abasaheb Shinde</b>
Director Identification Number (DIN)	11473252	00288460
Date of Birth	01/01/1962	05/10/1957
Designation/Category of Director	Non -Executive Director	Non-Executive Independent Director
Date of 1 <sup>ST</sup> appointment on Board	January 17, 2026	January 17, 2026
Qualifications	Bachelor's degree in business Administration from Metropolitan State College in Colorado in the United States.	B.E.(Civil) (1st, rank in Shivaji University, Kolhapur) M.Tech (Civil, Structural Engg. IIT Madras
Expertise in specified field	He was appointed as a member of the Board of Directors in 2004 and he is the Chairman of the Group Board Executive Committee and a member of the Group Board Nomination, Remuneration, Governance and Policies Committee. H.E. is also a member of the Board of Directors of Qatar Electricity and Water (QEW), and the Chairman of the Business Advisory Council for the College of Business and Economics of Qatar University.	Have industrial experience in the field of Structural Engineering, specially Prestressed Concrete Products. Have also promoted, Sangli Miraj Commercial Ventures Pvt. Ltd., a company for early stage investment promotion. Worked as Independent Director on Hindustan Aeronautics Ltd. (April 2022 to April 2025)
Number of Board Meetings attended in the Financial Year 2024-25	NA	NA
Directorships held in other Companies	0	INFOSAVANT TECHNOLOGIES PRIVATE LIMITED ARVAYA HEALTHTECH &WELLNESS PRIVATE LIMITED SHANTI PRESTRESSED PRODUCTS PVT LTD DRONGO TECHNOLOGIES PRIVATE LIMITED SANGLI-MIRAJ COMMERCIAL VENTURES PRIVATE LIMITED

		JALDHARA PRESTRESSED CONCRETE PRODUCTS PRIVATE LIMITED WALCHAND ENGINEERING AND INNOVATION COUNCIL HINDUSTAN AERONAUTICS LIMITED SMCV ENTERPRISE LLP NUEVO LANDMARK REALTY LLP SMCV ENTERPRISE LLP
Chairman/ Member in the Committees of the Boards of other companies in which he is Director *	0	NA
Shareholding in the Company as on March 31, 2025	0	0
Relationship with Directors, Managers and Key Managerial Personnel	NA	NA
Terms & Conditions of appointment or re- appointment /	NA	Appointed as an Independent Director w.e.f. January 17, 2026 for a term of 5 years
Remuneration details (Including Sitting Fees & Commission)	NA	NA

## ANNEXURE 'A'

## (Shareholding pattern of the Company before and after the Preferential Issue)

Sr No	Category	Pre-Issue Shareholding (as on December 31, 2025)		Shareholding Post Preferential Issue	
		No. of Equity Shares held	% to total share capital	No. of Shares held *	% to total share capital *
A	<u>Promoter Group</u>				
	Promoter and Promoter Group Holding				
1	Indian				
	Individual	18602172	44.53	18602172	33.26
	Body Corporate	7398777.00	17.71	7398777	13.23
	Sub-Total	26000949	62.24	26000949	46.48
2	Foreign Promoters				
	NRI	0	0	0	0
	Sub-Total – A (A1+A2)	26000949	62.24	26000949	46.48
B.	NON-PROMOTER HOLDING				
1	Institutional Investors				
	Mutual Funds/ FPI/ AIF	5700	0.01	5700	0.01
	Financial Institutions / Banks	2000	0.00	2000	0.00
	Insurance Companies	0	0.00	0	0
	Central Government	0	0.00	0	0
	<b>Sub-Total - B1</b>	<b>7700</b>	<b>0.02</b>	<b>7700</b>	<b>0.01</b>
2	Non-Institutional Investors				
	Individuals	14057077	33.65	23480867	41.98
	Body Corporate	1625481	3.89	6213299	11.11
	Others	2526	0.01	140519	0.25
	KMP	83210	0.20	91210	0.16
	<b>Sub-Total - B2</b>	<b>15768294</b>	<b>37.74</b>	<b>29925895</b>	<b>53.50</b>
	<b>Total (B=B1+B2)</b>	<b>15775994</b>	<b>37.76</b>	<b>29933595</b>	<b>53.52</b>
	<b>GRAND TOTAL (A+B)</b>	<b>41776943</b>	<b>100.00</b>	<b>55934544</b>	<b>100</b>

\*The shareholding pattern figures are derived under the assumption that all proposed equity shares will be allotted in accordance with the shareholders' resolution No. 5 & 6. However, if any equity shares remain unsubscribed or unexercised, the figures will be adjusted accordingly.