

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

Notice is hereby given that the meeting (Meeting No. 3/2025-26) of the Board of Directors of GTT Data Solutions Limited (*“the Company”*) will be held on Thursday, August 14, 2025 Video Conferencing / Other Audio-Visual Means at 3.45 p.m. (IST) to transact the businesses mentioned in the agenda.

The link to attend the meeting is provided hereinbelow:

Topic: Board Meeting_GTT Data Solutions Limited

Time: Aug 14, 2025 03:45 PM Mumbai, Kolkata, New Delhi

<https://us06web.zoom.us/j/85724278973?pwd=NnIrawagQUwM4LBicYyxCVAn9nxT35.1>

Meeting ID: 857 2427 8973

Passcode: 003510

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

Kindly make it convenient to attend the meeting.

Thank you.

Yours sincerely,

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

Sd/-

CS Ebrahim Nimuchwala
Company Secretary & Compliance Officer

Encl: Agenda & Notes to Agenda

AGENDA

| Sr. No. | Particulars |
|----------------|--|
| 1. | To take roll call for meeting being conducted through video conferencing/other audio-visual means. |
| 2. | To grant leave of absence, if any. |
| 3. | To take note of the minutes of previous meeting of the Board of Directors held on May 20, 2025. |
| 4. | To take note of the minutes of various committees of the Board of Directors, if any. |
| 5. | To take note of the circular resolutions passed by the Board of Directors. |
| 6. | To consider action taken report, arising out of the minutes of the previous Board meeting. |
| 7. | To review the transactions entered into with Related Parties, and to take note of the contracts/arrangements/transactions entered in the Register of Contracts or arrangements u/s 189 of the Companies Act, 2013. |
| 8. | a) To review performance of the Company for the quarter ended June 30, 2025, on standalone and consolidated basis; b) To consider and approve the draft financial results (standalone and consolidated) of the Company, as recommended by the Audit Committee for the quarter ended June 30, 2025, along with the draft Limited Review report submitted by M/s. Mehta & Mehta., Chartered Accountants, Statutory Auditors of the Company. |
| 9. | To review the statement of uses / application of funds raised through rights issue / preferential issue, the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice. |
| 10. | To consider the appointment of [•] (DIN: [•]) as an Additional Independent Director of the Company. |
| 11. | To consider the appointment of [•] (DIN: [•]) as an Additional Independent Director of the Company. |
| 12. | To consider and approve the sitting fees payable to Non-Executive Independent Directors of the Company. |
| 13. | To consider the name of Directors liable to retire by rotation at the ensuing 39th Annual General Meeting of the Company, as per Companies Act, 2013. |

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| 14. | To consider and approve the draft Corporate Governance report and the draft Practicing Company Secretary / Statutory Auditor's Certificate on compliance of conditions of Corporate Governance for the year ended March 31, 2025. |
| 15. | To consider the draft Board's Report for the year ended March 31, 2025 along with report on Management Discussion and Analysis. |
| 16. | To discuss, consider, and approve the implementation of a new Employee Stock Option Scheme ("ESOP"), in accordance with the provisions of Section 62(1)(b) of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, subject to approval of shareholders at general meeting. |
| 17. | To fix the day, date, time and venue of 39th Annual General Meeting of the Company. |
| 18. | To consider and approve the draft Notice convening the 39th Annual General Meeting of the Company and to consider appointment of scrutinizer for e-voting for ensuing 39th Annual General Meeting as per Section 108 of the Companies Act, 2013. |
| 19. | To consider and approve the Scheme of Amalgamation of wholly owned subsidiary companies with the Company under Sections 230–232 of the Companies Act, 2013, and to authorize necessary filings and actions. |
| 20. | To consider, discuss and approve the re-constitution of Stakeholders' Relationship Committee of the Board of Directors of the Company. |
| 21. | To consider proposal to issue securities to the existing shareholders of the Company on Rights Basis, as may be permitted under applicable law, subject to such regulatory/statutory approvals as may be required. |
| 22. | To take note of status of complaints received under Whistleblower Policy, if any. |
| 23. | To take note of the Minutes of unlisted subsidiary companies and the list of significant transactions undertaken by them for the quarter ended June 30, 2025. |
| 24. | To discuss about the various acquisitions made / to be made by the Company. |
| 25. | To take on record Certificate of Compliance on payment of statutory liabilities of the Company and compliance of all acts, laws, rules and regulations and such other statutes as may be in force from time to time and applicable to the Company, for the quarter ended June 30, 2025. |
| 26. | To take on record Reconciliation of Share Capital Audit Report and certificate issued by M/s. KJB & Co LLP, Company Secretaries regarding reconciliation of the admitted, issued and listed capital of the Company etc., for the quarter ended June 30, 2025. |
| 27. | To take on record the Integrated Filing (Governance) for the quarter ended June 30, 2025, as submitted to the Stock Exchange under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. |

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| 28. | To take note on record the Annual Secretarial Compliance Report issued by M/s. SKGK & Associates LLP, Practicing Company Secretaries under Regulation 24A of SEBI Listing Regulations for the financial year ended March 31, 2025, as submitted to the Stock Exchange. |
| 29. | Any other subject with the permission of the Chairman and with the consent of a majority of the members present at the meeting. |

NOTES TO AGENDA

Agenda item no. 1:

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

Explanatory Note/Draft Resolution(s):

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

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

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

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

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

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

Agenda item no. 2:

To grant leave of absence, if any.

Explanatory Note/Draft Resolution(s):

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

GTT Data Solutions Limited

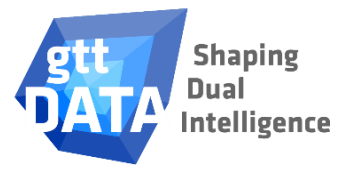
(Formally known as Cinerad Communications Ltd.)

Registered Office: 80 Burtolla Street, Barabazar, Kolkata – 700 007, West Bengal, India

CIN L62099WB1986PLC218825

Email: compliance@gttdata.ai | Contact: +91 77199 13351

www.gttdata.ai



Agenda item no. 3:

To take note of the minutes of previous meeting of the Board of Directors.

Explanatory Note/Draft Resolution(s):

The Minutes of the previous Board Meeting held on May 20, 2025 circulated to the Board of Directors of the Company, to discuss and necessary actions to be taken, if required.

Agenda item no. 4:

To take note of the minutes of various committees of the Board of Directors, if any.

The Minutes of the committee(s) of Board of Directors, if any approved and signed by respective committee(s), if any to be placed before the Board, to be noted and taken on record.

Agenda item no. 5:

To take note of the circular resolutions passed by the Board of Directors.

Explanatory Note/Draft Resolution(s):

The Chairman to inform that, the following circular resolutions were passed by the Board of Directors of the Company, in respect of the following matters:

| Sr. No. | Particulars of Resolution | Circular Resolution No. |
|---------|--|-------------------------|
| 1. | To take note of resignation of Mr. Shantanu Jagannath Surpure as Independent Director | 1/2025-26 |
| 2. | Recommendation for approval for material Related Party Transactions by the members of the Company. | 2/2025-26 |
| 3. | Approval of Postal Ballot Notice. | 3/2025-26 |

The Board of Directors to note the same and may pass the following resolution:

“RESOLVED THAT the following circular resolutions with notes, passed by the Board of Directors, be and are hereby taken on record:

RESOLUTION BY CIRCULATION No. 1/2025-26:**TO TAKE NOTE OF RESIGNATION OF MR. SHANTANU JAGANNATH SURPURE AS INDEPENDENT DIRECTOR**

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, the Board hereby takes note of the resignation of Mr. Shantanu Jagannath Surpure (DIN: 00337426) from the position of Independent Director of the Company, with effect from June 10, 2025, as submitted via resignation letter dated June 10, 2025 which was received by the Company on June 11, 2025, due to circumstances affecting his independence.

RESOLVED FURTHER THAT the Board places on record its sincere appreciation for the valuable contributions made by Mr. Shantanu Jagannath Surpure during his tenure as an Independent Director of the Company.

RESOLVED FURTHER THAT the resignation of Mr. Shantanu Jagannath Surpure from all committees of the Board in which he was a member or chairperson, be and is hereby noted and accepted.

RESOLVED FURTHER THAT Mr. Ebrahim Nimuchwala, Company Secretary & Compliance Officer, be and is hereby authorized to file necessary forms with the Registrar of Companies, intimate the Stock Exchanges, and undertake all such acts, deeds, and things as may be necessary or expedient to give effect to this resolution.”

RESOLUTION BY CIRCULATION No. 2/2025-26:**RECOMMENDATION FOR APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS BY THE MEMBERS OF THE COMPANY.**

“RESOLVED THAT pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 along with the Rules made thereunder, and other applicable laws (including any amendments, modifications, variations or re-enactments thereof), Related Party Transaction Policy of the Company and pursuant to the recommendation of the Audit Committee of the Board of Directors of the Company and subject to approval of the members of the Company, the approval of the Board of Directors of the Company be and is hereby accorded to the Company for entering into and /or continuing to enter into contracts / transactions / arrangements with the related parties as detailed hereunder along with the details of relationship, nature of transaction, tenure, maximum amount of transaction etc., subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company and on such terms and conditions as may be decided by the Board of Directors (including any Committee of Directors thereof being authorized in this behalf) of the Company as deemed fit from time to time.

| Sr. no. | Name of Related Party | Relationship | Nature of transaction | Maximum amount of transaction (per annum) | Period (if any) |
|----------------|------------------------------|--|--|--|------------------------|
| 1 | Mr. Pankaj Ramesh Samani | Promoter & Managing Director of the Company. He holds 13.99% shareholding in the Company. He is also a Director in Global Talent Track Private Limited, subsidiary company. | a) availing or rendering of services; b) receipt or repayment of loans including interest; c) payment of remuneration; d) selling or otherwise disposing of, or buying, leasing of property of any kind; e) reimbursement of expenses; f) transfer of any resources, services or obligations to meet the Company’s business objectives / requirements. | INR 20 Crores | FY 2025-26 |
| 2 | Mr. Kaushal Uttam Shah | Promoter & Non-Executive Director of the Company. He holds 7.11% | a) availing or rendering of services; b) receipt or repayment of loans including | INR 20 Crores | FY 2025-26 |

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|---|-----------------------------|---|--|---------------|------------|
| | | shareholding in the Company. He is also a Director in Itarium Technologies India Private Limited, subsidiary company. | interest; c) payment of remuneration; d) selling or otherwise disposing of, or buying, leasing of property of any kind; e) reimbursement of expenses; f) transfer of any resources, services or obligations to meet the Company's business objectives / requirements. | | |
| 3 | Mr. Nitin Neminath Patil | Promoter & Non-Executive Director of the Company. He holds 2.44% shareholding in the Company. He is also a Director in Itarium Technologies India Private Limited, subsidiary company. | a) availing or rendering of services; b) receipt or repayment of loans including interest; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements. | INR 10 Crores | FY 2025-26 |
| 4 | Mr. Manoj Manohar Panvelkar | Promoter of the Company. He holds 2.44% shareholding in the Company. He is also a Director in Itarium Technologies India Private | a) availing or rendering of services; b) receipt or repayment of loans including interest; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or | INR 10 Crores | FY 2025-26 |

| | | | | | |
|---|---------------------------------------|---|--|---------------|------------|
| | | Limited, subsidiary company. | obligations to meet the Company's business objectives / requirements. | | |
| 5 | Mr. Basanta Kumar Swain | Promoter of the Company. He holds 3.53% shareholding in the Company. | a) availing or rendering of services; b) receipt or repayment of loans including interest; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements. | INR 10 Crores | FY 2025-26 |
| 6 | UGPatwardhan Services Private Limited | Promoter of the Company. It holds 17.66% shareholding in the Company. | a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements. | INR 20 Crores | FY 2025-26 |
| 7 | Global Talent Track Private Limited | Wholly - owned subsidiary of the Company. | a) availing or rendering of services; b) lending or borrowings including interest thereon; | INR 50 Crores | FY 2025-26 |

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|---|---|---|---|---------------|------------|
| | | | <p>c) selling or otherwise disposing of, or buying, leasing of property of any kind;</p> <p>d) reimbursement of expenses;</p> <p>e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements.</p> | | |
| 8 | Itarium Technologies India Private Limited | Wholly - owned subsidiary of the Company. | <p>a) availing or rendering of services;</p> <p>b) lending or borrowings including interest thereon;</p> <p>c) selling or otherwise disposing of, or buying, leasing of property of any kind;</p> <p>d) reimbursement of expenses;</p> <p>e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements.</p> | INR 50 Crores | FY 2025-26 |
| 9 | Alpharithmetic Technologies Private Limited | Wholly - owned subsidiary of the Company. | <p>a) availing or rendering of services;</p> <p>b) lending or borrowings including interest thereon;</p> <p>c) selling or otherwise disposing of, or buying, leasing of property of any kind;</p> <p>d) reimbursement of expenses;</p> <p>e) transfer of any resources, services or obligations to meet the</p> | INR 50 Crores | FY 2025-26 |

| | | | Company's business objectives / requirements. | | |
|----|-------------------------------|---|--|---------------|------------|
| 10 | CRG Solutions Private Limited | Subsidiary Company | a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements. | INR 50 Crores | FY 2025-26 |
| 11 | Agri One India Ventures LLP | LLP in which Mr. Pankaj Ramesh Samani, Managing Director and his relative holds 100% beneficial interest. | a) availing or rendering of services; b) lending including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements. | INR 20 Crores | FY 2025-26 |
| 12 | SMCV Ventures LLP | Body Corporate in which UGPatwardhan Services Private Limited, Promoter of the Company holds | a) availing or rendering of services; b) lending including interest thereon; c) selling or otherwise disposing of, or buying, | INR 20 Crores | FY 2025-26 |

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|----|--|---|--|---------------|------------|
| | | more than 20% of equity share capital. | leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements. | | |
| 13 | SMCV Management Services Private Limited | Body Corporate in which UGPatwardhan Services Private Limited, Promoter of the Company holds more than 20% of equity share capital. | a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements. | INR 20 Crores | FY 2025-26 |
| 14 | Seed Infotech Limited | Body Corporate in which another body corporate where UGPatwardhan Services Private Limited, Promoter of the Company is a partner holds more than 20% of equity share capital. | a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business | INR 50 Crores | FY 2025-26 |

| | | | | | |
|----|---|--|--|---------------|------------|
| | | | objectives / requirements. | | |
| 15 | O2 Breathing Brains Private Limited | Body Corporate in which Mr. Pankaj Ramesh Samani, Promoter of the Company holds more than 20% of equity share capital. | a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements. | INR 20 Crores | FY 2025-26 |
| 16 | Ujvilas Technologies & Software Private Limited | Body Corporate in which Mr. Pankaj Ramesh Samani, Promoter of the Company holds more than 20% of equity share capital. | a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements. | INR 20 Crores | FY 2025-26 |
| 17 | Bijoy Hans Limited | Body Corporate in which UGPatwardhan Services Private Limited, Promoter of the Company holds | a) availing or rendering of services; b) lending or borrowings including interest thereon; c) selling or otherwise disposing of, or buying, | INR 50 Crores | FY 2025-26 |

| | | | | | |
|--|--|--|--|--|--|
| | | more than 20% of equity share capital. | leasing of property of any kind; d) reimbursement of expenses; e) transfer of any resources, services or obligations to meet the Company's business objectives / requirements. | | |
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RESOLUTION BY CIRCULATION No. 3/2025-26:

APPROVAL OF POSTAL BALLOT NOTICE.

“RESOLVED THAT pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to authorization given at meeting held on May 20, 2025, the draft Postal Ballot Notice circulated with this notice, be and is hereby approved for circulation to the members of the Company to seek their approval on the resolutions proposed therein, by way of postal ballot/e-voting.

RESOLVED FURTHER THAT Mr. Pankaj Ramesh Samani, Managing Director and / or Mr. Ebrahim Nimuchwala, Company Secretary & Compliance Officer, be and is hereby authorised to finalize the draft postal ballot notice, if required, and to issue the same to the shareholders, and to do all such acts, deeds and things as may be necessary, expedient and desirable to give effect to this resolution.”

Agenda item no. 6:

To consider action taken report, arising out of the minutes of the previous Board meeting.

CS Ebrahim Nimuchwala drew the attention of the Board to the action taken report arising out of the previous meeting(s), for its consideration.

Agenda item no. 7:

To review the transactions entered into with Related Parties, and to take note of the contracts/arrangements/transactions entered in the Register of Contracts or arrangements u/s 189 of the Companies Act, 2013.

Explanatory Note/Draft Resolution(s):

The Board to note the contracts /arrangements/transactions recorded in the Register of Contract(s) maintained by the Company under section 189 of the Companies Act, 2013.

Agenda item no. 8:

- a) To review performance of the Company for the quarter ended June 30, 2025, on standalone and consolidated basis;
- b) To consider and approve the draft financial results (standalone and consolidated) of the Company, as recommended by the Audit Committee for the quarter ended June 30, 2025, along with the draft Limited Review report submitted by M/s. Mehta & Mehta., Chartered Accountants, Statutory Auditors of the Company.

Explanatory Note/Draft Resolution(s):

Mr. Pankaj Ramesh Samani, Managing Director of the Company to brief the Board on the performance of the Company and to make a presentation on the financial performance and other updates of the Company for the quarter ended June 30, 2025 on standalone and consolidated basis.

Then, Mr. Pankaj Ramesh Samani, Managing Director, presented before the Board the draft Unaudited Financial Results (standalone & consolidated) for the quarter ended June 30, 2025.

Mr. Salil Shetty, the Chairman of the Audit Committee to state that the said financial results for the quarter ended June 30, 2025 have been considered and approved and recommended by the Audit Committee at its Meeting held earlier before this meeting.

The Chief Financial Officer then to present before the Board a certificate confirmed / signed by Mr. Pankaj Ramesh Samani, Managing Director and Mr. Chirag Samani, CFO pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on financial results of the Company for the quarter ended June 30, 2025. The Board to take note of the same.

Thereafter, the draft unaudited Financial Results for the quarter ended June 30, 2025 standalone as well as consolidated, to be presented to the Board for its consideration an approval.

After detailed deliberations and discussions at length on the financial results and noting the above, the Board may pass the following resolutions:

“RESOLVED THAT the Standalone Unaudited Financial Results of the Company for the quarter ended June 30, 2025, as approved and recommended by the Audit Committee at its Meeting held today, as circulated to the Board along with the draft Limited Review Report as prescribed under Regulation 33 and applicable Schedules of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any re-enactments or modifications thereof, for the time being in force, be and are hereby considered, approved and taken on the record and any Director of the Company be and is hereby authorized severally to sign the said results on behalf of the Board.

RESOLVED FURTHER THAT the following table showing, inter alia, the summarized Standalone Unaudited Financial Results of the Company for the quarter ended June 30, 2025, be and is hereby taken on record:

[Standalone Financials table to be inserted here]

RESOLVED THAT the Consolidated Unaudited Financial Results of the Company for the quarter ended June 30, 2025, as approved and recommended by the Audit Committee at its Meeting held today, as circulated to the Board along with the draft Limited Review Report as prescribed under Regulation 33 and applicable Schedules of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any re-enactments or modifications thereof, for the time being in force, be and are hereby considered, approved and taken on the record and any Director of the Company be and is hereby authorized severally to sign the said results on behalf of the Board.

RESOLVED FURTHER THAT the following table showing, inter alia, the summarized Consolidated Unaudited Financial Results of the Company for the quarter ended June 30, 2025, be and is hereby taken on record:

[Consolidated Financials table to be inserted here]

RESOLVED FURTHER THAT any of the Whole-time Directors of the Company and/or Mr. Chirag Samani, Chief Financial Officer of the Company and /or Mr. Ebrahim Nimuchwala, Company Secretary & Compliance Officer of the Company, be and are hereby authorized severally to (i) submit the Standalone and Consolidated Unaudited Financial Results of the Company for the quarter ended June 30, 2025, to the stock exchange along with the Limited Review Report on the same issued by the statutory auditors, and upload of such data electronically on the online platform of the Stock Exchange through BSE Listing Centre, or such other portal of the stock exchange, as may be necessary, (ii) get the said results uploaded on the Company's website www.gttdata.ai as required under Regulation 33 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT extract to be published for the quarter ended June 30, 2025 as below mentioned, be and is hereby taken on record:

(Extract of Results table to be inserted here)”

Agenda item no. 9:

To review the statement of uses / application of funds raised through rights issue / preferential issue, the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice.

Explanatory Note/Draft Resolution(s):

Mr. Pankaj Ramesh Samani, Managing Director, to place before the Board, the statement of uses / application of funds raised through rights issue whose allotment made in March 2025 as well as first and final call money as received upon Company made a call during the quarter in a format prescribed under SEBI Listing Regulations and circulars made thereunder.

Also, during the quarter, the Company have allotted fully paid-up equity shares through preferential issue at consideration other than cash, hence no funds have been received by the Company, however the statement of uses / application of funds in a format prescribed under SEBI Listing Regulations and circulars made thereunder will be placed before the Board for compliance purpose.

Mr. Salil Shetty, the Chairman of the Audit Committee to state that the said statement for the quarter ended June 30, 2025 have been considered and approved and recommended by the Audit Committee at its Meeting held earlier before this meeting. He further may state that the statement as considered and recommended for approval by the Audit Committee may be considered by the Board.

After discussions and noting the above, the Board may pass the following resolutions:

“RESOLVED THAT the statements of uses / application of funds raised through rights issue / preferential issue, for the quarter ended June 30, 2025, as approved by the Audit Committee at its Meeting held on August [•], 2025, and as circulated to the Board, be and are hereby approved and that the same be signed for and on behalf of the Board, by Mr. Pankaj Ramesh Samani (DIN: 06799990), Managing Director of the Company.”

**STATEMENT ON DEVIATION OR VARIATION FOR
PROCEEDS OF RIGHTS ISSUE**

| Sr. No. | Particulars | Details | | | | |
|--|--|-----------------------------------|-----------------------------|----------------|--|----------------|
| 1 | Name of listed entity | GTT Data Solutions Limited | | | | |
| 2 | Mode of Fund Raising | Rights Issue | | | | |
| 3 | Date of Raising Funds | March 3, 2025 (Date of Allotment) | | | | |
| 4 | Amount Raised | [•] | | | | |
| 5 | Report filed for Quarter ended | June 30, 2025 | | | | |
| 6 | Monitoring Agency | Applicable / Not Applicable | | | | |
| 7 | Monitoring Agency Name, if applicable | [•] | | | | |
| 8 | Is there a Deviation / Variation in use of funds raised | Yes / No | | | | |
| 9 | If yes, whether the same is pursuant to change in terms of a contract or objects, which was approved by the shareholders | [•] | | | | |
| 10 | If Yes, Date of shareholder Approval | [•] | | | | |
| 11 | Explanation for the Deviation / Variation | [•] | | | | |
| 12 | Comments of the Audit Committee after review | [•] | | | | |
| 13 | Comments of the auditors, if any | [•] | | | | |
| 14 | Objects for which funds have been raised and where there has been a deviation, in the following table | [•] | | | | |
| Original Object | Modified Object, if any | Original Allocation | Modified allocation, if any | Funds Utilised | Amount of Deviation/Variation for the quarter according to applicable object | Remarks if any |
| [•] | [•] | [•] | [•] | [•] | [•] | [•] |
| Deviation or variation could mean: <ul style="list-style-type: none"> (a) Deviation in the objects or purposes for which the funds have been raised or; (b) Deviation in the amount of funds actually utilized as against what was originally disclosed or; (c) Change in terms of a contract referred to in the fund raising document i.e. prospectus, letter of offer, etc. | | | | | | |
| Name of Signatory Designation | | | | | | |

**STATEMENT ON DEVIATION OR VARIATION FOR
PROCEEDS OF PREFERENTIAL ISSUE**

| Sr. No. | Particulars | Details | | | | |
|--|--|------------------------------------|-----------------------------|----------------|--|----------------|
| 1 | Name of listed entity | GTT Data Solutions Limited | | | | |
| 2 | Mode of Fund Raising | Preferential Issue | | | | |
| 3 | Date of Raising Funds | April 18, 2025 (Date of Allotment) | | | | |
| 4 | Amount Raised | [•] | | | | |
| 5 | Report filed for Quarter ended | June 30, 2025 | | | | |
| 6 | Monitoring Agency | Applicable / Not Applicable | | | | |
| 7 | Monitoring Agency Name, if applicable | [•] | | | | |
| 8 | Is there a Deviation / Variation in use of funds raised | Yes / No | | | | |
| 9 | If yes, whether the same is pursuant to change in terms of a contract or objects, which was approved by the shareholders | [•] | | | | |
| 10 | If Yes, Date of shareholder Approval | [•] | | | | |
| 11 | Explanation for the Deviation / Variation | [•] | | | | |
| 12 | Comments of the Audit Committee after review | [•] | | | | |
| 13 | Comments of the auditors, if any | [•] | | | | |
| 14 | Objects for which funds have been raised and where there has been a deviation, in the following table | [•] | | | | |
| Original Object | Modified Object, if any | Original Allocation | Modified allocation, if any | Funds Utilised | Amount of Deviation/Variation for the quarter according to applicable object | Remarks if any |
| [•] | [•] | [•] | [•] | [•] | [•] | [•] |
| Deviation or variation could mean: <ul style="list-style-type: none"> (a) Deviation in the objects or purposes for which the funds have been raised or; (b) Deviation in the amount of funds actually utilized as against what was originally disclosed or; (c) Change in terms of a contract referred to in the fund raising document i.e. prospectus, letter of offer, etc. | | | | | | |
| Name of Signatory Designation | | | | | | |

Agenda item no. 10:

To consider the appointment of [•] (DIN: [•]) as an Additional Independent Director of the Company.

Explanatory Note/Draft Resolution(s):

The Board of Directors to take note that, in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Board of Directors of the Company shall consist of such number of Independent Directors forming fifty percent (50%) of the total number of directors in the Company where the chairperson of the Company belongs to promoter group. Hence, the Company proposes to further increase the Board strength to diversify the Board to help bring in diverse thoughts and ideas at the Board level and thereby ensure that the board achieves better decision making and governing abilities, with the diversity of thought, experience, knowledge, perspective in the board of directors.

The Nomination and Remuneration Committee after considering the nomination recommend to the Board for approval of appointment of [•] (DIN: [•]) to be appointed as an Additional Director of the Company.

The necessary consent, declaration from him/her about independence, non-disqualification etc. is being obtained from him / her.

The brief profile, containing the expertise and experience of [•], is being circulated to the Board of Directors for its review and consideration.

The Board members may note that [•] holds a valid Director Identification Number (DIN) - [•] in accordance with provisions of the Companies Act, 2013. Further, pursuant to section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, [•] has given his / her consent to act as Director of the Company, in Form DIR-2. The Board members may also note that [•] has provided to the Company declarations, stating that he/she is not disqualified to be appointed as Director in terms of Section 164 of the Companies Act, 2013 and that he meets the criteria of independence, as laid down under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In his/her declaration, with respect to confirmation of Independence, he/she has also covered the skills and expertise, he/she possesses.

The Board members may note that, if appointed, [•], will hold office as an Additional Independent Director till the ensuing Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. [•] will be eligible for the sitting fees for attending the meeting of the Board and committees at the rate as is paid to other independent and non-executive directors of the Company and commission, if any, as may be decided by the Board from time to time.

Thereafter, the following resolution may be passed:

“RESOLVED THAT pursuant to Section 149, 152, 161 and other applicable provisions, if any, of Companies Act, 2013 (“Act”) and the rules made thereunder, read with Schedule IV to the said Act and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and pursuant to the recommendation made by the Nomination and Remuneration Committee, the Board of Directors of the Company, be and hereby appoint [•] (DIN: [•]) as an Additional Independent Director of the Company, with immediate effect, to hold office upto the ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier.

RESOLVED FURTHER THAT any of the Director and / or key managerial personnel of the Company, be and are hereby authorized severally to digitally sign and file electronically, the relevant e-forms with the Registrar of Companies and make necessary disclosures with the Stock Exchanges as may be necessary and to do all such acts, deeds or things which are necessary to give effect to the above said resolution including making necessary entries in the ‘Register of Directors and Key Managerial Personnel and their shareholding in the Company’ and such other registers as may be applicable.”

Agenda item no. 11:

To consider the appointment of [•] (DIN: [•]) as an Additional Independent Director of the Company.

Explanatory Note/Draft Resolution(s):

The Board of Directors to take note that, in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Board of Directors of the Company shall consist of such number of Independent Directors forming fifty percent (50%) of the total number of directors in the Company where the chairperson of the Company belongs to promoter group. Hence, the Company proposes to further increase the Board strength to diversify the Board to help bring in diverse thoughts and ideas at the Board level and thereby ensure that the board achieves better decision making and governing abilities, with the diversity of thought, experience, knowledge, perspective in the board of directors.

The Nomination and Remuneration Committee after considering the nomination recommend to the Board for approval of appointment of [•] (DIN: [•]) to be appointed as an Additional Director of the Company.

The necessary consent, declaration from him/her about independence, non-disqualification etc. is being obtained from him / her.

The brief profile, containing the expertise and experience of [•], is being circulated to the Board of Directors for its review and consideration.

The Board members may note that [•] holds a valid Director Identification Number (DIN) - [•] in accordance with provisions of the Companies Act, 2013. Further, pursuant to section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, [•] has given his / her consent to act as Director of the Company, in Form DIR-2. The Board members may also note that [•] has provided to the Company declarations, stating that he/she is not disqualified to be appointed as Director in terms of Section 164 of the Companies Act, 2013 and that he meets the criteria of independence, as laid down under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In his/her declaration, with respect to confirmation of Independence, he/she has also covered the skills and expertise, he/she possesses.

The Board members may note that, if appointed, [•], will hold office as an Additional Independent Director till the ensuing Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. [•] will be eligible for the sitting fees for attending the meeting of the Board and committees at the rate as is paid to other independent and non-executive directors of the Company and commission, if any, as may be decided by the Board from time to time.

Thereafter, the following resolution may be passed:

“RESOLVED THAT pursuant to Section 149, 152, 161 and other applicable provisions, if any, of Companies Act, 2013 (“Act”) and the rules made thereunder, read with Schedule IV to the said Act and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and pursuant to the recommendation made by the Nomination and Remuneration Committee, the Board of Directors of the Company, be and hereby appoint [•] (DIN: [•]) as an Additional Independent Director of the Company, with immediate effect, to hold office upto the ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier.

RESOLVED FURTHER THAT any of the Director and / or key managerial personnel of the Company, be and are hereby authorized severally to digitally sign and file electronically, the relevant e-forms with the Registrar of Companies and make necessary disclosures with the Stock Exchanges as may be necessary and to do all such acts, deeds or things which are necessary to give effect to the above said resolution including making necessary entries in the ‘Register of Directors and Key Managerial Personnel and their shareholding in the Company’ and such other registers as may be applicable.”

Agenda item no. 12:

To consider and approve the sitting fees payable to Non-Executive Independent Directors of the Company.

Explanatory Note/Draft Resolution(s):

The Board of Directors to take note that the Company has earlier approved the sitting fees payable to Non-executive Independent Directors of the Company at their meeting held on May 29, 2024 from FY 2025-26 as the Company did not have any profits and the new management had took over the Company from previous management at that time. As mutually agreed between the Directors, to turnaround the Company into competitive and profit-making, it was decided to make the payment of sitting fees from FY 2025-26.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the sitting fees payable to non-executive directors for attending meeting of Board and its Committees to be considered and approved.

Thereafter, the following resolution may be passed:

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approvals as may be necessary and pursuant to the recommendation by Nomination and Remuneration Committee, the Board of Directors be and is hereby authorized to pay sitting fees to Non-Executive Independent Directors of the Company for attending the meetings of the Board of Directors, as under:

| Meeting Type | Sitting Fee (₹) per meeting |
|--------------------|-----------------------------|
| Board of Directors | 20,000/- |

RESOLVED FURTHER THAT the aforesaid sitting fees shall be payable with effect from 1st April, 2025, and shall be within the limits prescribed under the Companies Act, 2013 and the Rules framed thereunder.

RESOLVED FURTHER THAT Mr. Pankaj Ramesh Samani, Managing Director and / or Mr. Chirag Samani, Chief Financial Officer and / or Mr. Ebrahim Nimuchwala, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution.”

Agenda item no. 13:

To consider the name of Directors liable to retire by rotation at the ensuing 39th Annual General Meeting of the Company, as per Companies Act, 2013.

Explanatory Note/Draft Resolution(s):

The Board of Directors to note that as per the requirements of Section 152 of the Companies Act, 2013, Independent Directors of the Company were to be excluded from being to consider in determining the Directors liable to retire by rotation. At present, the Board of Directors of the Company consists of 7 Directors out of which 3 Directors are Independent Directors. Thus, out of the balance 4 Non-Independent Directors, two third of directors, would be directors who were liable to retire by rotation. Further to note that since, there are no permanent Directors on the Board of the Company, 2 non-independent directors are liable to retire by rotation. Out of these 2 directors, one third of the directors who had been longest in the office since their last appointment would be liable for retirement by rotation at ensuing 39th Annual General Meeting and where such one third number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office. Accordingly, 1 Directors will retire by rotation at the ensuing 39th Annual General Meeting.

The Board may note Mr. Nitin Neminath Patil was re-appointed at 38th Annual General Meeting while Mr. Ganesh Natarajan was appointed as Whole-time Director w.e.f. April 1, 2025 by obtaining necessary approvals. Hence, Mr. Pankaj Ramesh Samani and Mr. Kaushal Uttam Shah who were re-appointed on the same day and accordingly one of whom shall be liable for retire by rotation. It is proposed that Mr. Pankaj Ramesh Samani would retire at ensuing Annual General Meeting, who is deemed to being the longest in the office.

Mr. Pankaj Ramesh Samani, Managing Director of the Company, considered as longest in office as mutually agreed; therefore, he shall retire by rotation at the ensuing 39th Annual General Meeting of the Company and to note that he being eligible for reappointment, have offered himself for reappointment.

Agenda item no. 14:

To consider and approve the draft Corporate Governance report and the draft Practicing Company Secretary / Statutory Auditor’s Certificate on compliance of conditions of Corporate Governance for the year ended March 31, 2025.

Explanatory Note/Draft Resolution(s):

The Managing Director to state that the draft report on Corporate Governance on compliance of conditions of Corporate Governance for the financial year ended March 31, 2025, is circulated to the Board for its consideration and approval for submission to the Practicing Company Secretary / Statutory Auditors for their Certificate on compliance of conditions of Corporate Governance along with the draft Auditor’s Certificate on compliance of conditions of corporate governance for the financial year ended March 31, 2025.

The Board may consider to pass the following resolution:

“**RESOLVED THAT** the draft report on Corporate Governance on compliance of the conditions of Corporate Governance for the year ended March 31, 2025, as placed before the Board as circulated to the Board, be and is hereby approved and the same be duly signed by Mr. Pankaj Ramesh Samani, Managing Director of the Company and be submitted to the statutory auditors for their certificate on compliance of conditions of corporate governance for the year ended March 31, 2025.

RESOLVED FURTHER THAT the draft Auditor’s Certificate on compliance of conditions of corporate governance for the year ended March 31, 2025, as circulated to the Board be and are hereby received and considered.”

Agenda item no. 15:

To consider the draft Board's Report for the year ended March 31, 2025 along with report on Management Discussion and Analysis.

Explanatory Note/Draft Resolution(s):

The draft Board's Report for the year ended March 31, 2025 along with annexures thereto and Management Discussion and Analysis Report, forming part of Annual Report / Board's Report, as circulated to the Board, will be presented before the Board for its confirmation and approval. The said Management Discussion and Analysis will also be considered by the Audit Committee at its Meeting held on August [•], 2025. Mr. Salil Shetty, Chairman of the Audit Committee Meeting, may inform about the reviews and recommendations made by the Audit Committee.

After discussion, the following resolution may be passed:

“RESOLVED THAT pursuant to the provisions of Section 134 and all other applicable provisions of the Companies Act, 2013, the Board's Report for the year ended March 31, 2025 along with annexures thereto, the Management Discussion and Analysis Report (as approved and recommended by the Audit Committee), forming part of Annual Report / Board's Report, as per the drafts circulated to the Board, be and are hereby approved, and that the Directors of the Company be and are hereby severally authorized to finalize the same, and that the said Board's Report along with annexures thereto be signed, for and on behalf of the Board, by Mr. Pankaj Ramesh Samani (DIN: 06799990), Managing Director and Mr. Kaushal Uttam Shah (DIN: 02175130), Director of the Company.

RESOLVED FURTHER THAT the annexures to the Board's Report, as approved, be signed, for and on behalf of the Board, by Mr. Pankaj Ramesh Samani (DIN: 06799990), Managing Director and Mr. Kaushal Uttam Shah (DIN: 02175130), Director of the Company, and if there is a specific requirement mentioned under the law, then the same be signed in the manner specified under the law.”

Agenda item no. 16:

To discuss, consider, and approve the implementation of a new Employee Stock Option Scheme (“ESOP”), in accordance with the provisions of Section 62(1)(b) of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, subject to approval of shareholders at general meeting.

Explanatory Note/Draft Resolution(s):

The Company is considering to implement a new Employee Stock Option Scheme, tentatively titled “GTT Employee Stock Option Plan 2025”, with the objective of:

- Attracting, retaining, and motivating key employees;
- Aligning employee interests with the long-term goals of the Company; and
- Creating shareholder value through employee participation.

The proposed scheme is intended to cover eligible employees of the Company and/or its subsidiaries, including permanent employees, directors (excluding independent directors), full time consultants and such other persons as may be permitted under applicable law.

Background:

The Company firmly believes that stock options enable the alignment of personal goals of the employees with organizational objectives by allowing their participation in the ownership of the Company. Accordingly, the Company believes in rewarding its employees, for their continuous hard work, dedication and support, which has led the Company on the growth path.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors, subject to approval of the shareholders, the “GTT Employee Stock Option Plan 2025” (“ESOP-2025”) on various parameters as mentioned specifically hereunder including but not limited to the vesting time schedule of 25% each year till 4 years starting from October, 2026 and different performance parameters including the revenue and profitability of each business units and the Company. The purpose is to ensure eligible employees are adequately rewarded for their performance and time committed to the Company.

Brief Description of the ESOP-2025 and Disclosures pursuant to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEBSE Regulations”) and the Companies Act, 2013 are as under:

a. Brief Description:

This scheme shall be called the “GTT Employee Stock Option Plan 2025” and shall be implemented through direct route. The objectives of the Company for providing Employee Incentive Scheme are to:

- i. create a sense of ownership and value creation for the Employees;

- ii. motivate the Employees with incentives and reward opportunities;
- iii. drive an entrepreneurship mindset of value creation for the organization;
- iv. provide means to enable the Company to attract and retain appropriate talent; and
- v. achieve sustained growth of the Company and create shareholder value by aligning the interests of the Employees with the long-term interests of the Company.

b. The total number of options to be granted:

The total number of options that may be granted shall not exceed [•]% of the paid-up share capital of the Company (relating to the shares) (“ESOP Pool”) as on the date of the approval of this ESOP-2025 by the Members of the Company. Each Option when exercised would be converted into one fully paid-up equity share. The ESOP Pool shall be subject to corresponding adjustment(s) for any corporate action as per the SEBI SBEBSE Regulations.

c. Identification of classes of employees entitled to participate and be beneficiaries in the ESOP-2025:

The class of employees for whose benefit the ESOP-2025 is being implemented are the beneficiaries of the ESOP-2025. The term ‘employee’ has been defined under the ESOP-2025 and shall mean:

- (i) a permanent employee of the Company who has been working in India or outside India;
or
- (ii) a Director of the Company, whether a whole-time director or not but excluding an independent director;

but does not include:
 - (i) an Employee/Director who is a Promoter or a person belonging to the Promoter group of the Company;
 - (ii) a Director who either himself or through his relative or through any body corporate directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.

The options may be granted to the employees as may be determined by NRC at its discretion.

d. Requirements of vesting, period of vesting and the maximum period within which the options shall be vested:

- A. The Vesting criteria could either be time-based and/or performance-based (of the Company and/or the Employee) or mix of both for the Options Granted to Eligible Employees and shall be determined by the NRC.
- B. There shall be a minimum period of one year between the grant of options and vesting of options and a maximum period of ten years. The NRC may also vary or alter the terms of

vesting of the options already granted but not yet Exercised, as it may deem fit; provided however, that such variation shall not be to the disadvantage of the Option Holder.

e. Exercise price/Pricing formula:

The exercise price for the purpose of the grant of options will be decided by the NRC, which shall not be less than the face value of equity shares of the Company.

f. Exercise period and process of exercise:

On the expiry of the Vesting Period, the employee will have option to convert the options into equity shares within the time mentioned in their Letter of Grant provided by the NRC which in no event shall be more than 8 years from the Vesting Date (hereinafter referred to as Exercise Period).

The options holder may exercise the options by submitting the exercise form (which will include making applications online using any ESOP administration software) accompanied by the Exercise price (including applicable taxes) to the Company. NRC may determine the procedure for exercise from time to time.

In the event the option holder fails to exercise his/her vested options within the exercise period, then such vested options shall lapse and revert to the ESOP Pool.

g. Appraisal Process for determining the eligibility of Employees for the ESOP-2025:

The Company has established a well-governed and structured performance appraisal system that evaluates employee performance annually based on various functional and managerial criteria. This appraisal process is regularly updated to align with emerging trends.

Eligible employees are granted stock options based on criteria such as the Employee's performance appraisal, seniority, period of service, role of the employee, the present and potential contribution to the growth of the Company and/or by any such criteria that may be determined by the NRC.

h. Maximum number of options to be issued per Employee and in the aggregate:

The maximum number of Options that may be granted to any specific employee under the ESOP-2025, whether in one or more tranches, shall be decided by the NRC and during any one financial year it shall not exceed one percent of the issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option, unless a prior specific approval from the Members of the Company through a special resolution to this effect has been obtained.

The total number of options to be granted under the ESOP-2025 in aggregate shall not exceed the ESOP Pool as stated in point (b) above.

i. Maximum quantum of benefits to be provided per employee under the ESOP-2025:

The maximum quantum of benefits to be granted to an employee under the ESOP-2025, will be the difference between the fair value of shares as on the date of exercise and Exercise Price paid by the Employee, subject to the adjustments of applicable taxes.

- j. Whether the New Scheme is to be implemented and administered directly by the Company or through a trust:**

The ESOP-2025 will be implemented and administered directly by the Company through NRC.

- k. Whether ESOP-2025 involves new issue of shares by the Company or Secondary acquisition by the trust:**

The ESOP-2025 will involve only new issue of equity shares by the Company.

- l. The amount of loan to be provided for implementation of the ESOP-2025 by the company to the trust, its tenure, utilization, repayment terms, etc.:**

Not Applicable

- m. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the New Scheme:**

Not Applicable

- n. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15 of SEBI SBEBSE Regulations:**

The Company conforms to the applicable accounting policies in accordance with and subject to Regulation 15 of the SEBI SBEBSE Regulations prescribed by SEBI and/ or any other appropriate regulatory authority, from time to time.

- o. Method of Valuation:**

The Company follows fair value method of valuation for the options granted and will follow applicable accounting standards and other requirements as are applicable to the Company.

- p. Period of Lock In:**

The Equity Shares allotted upon exercise of Stock Options under the ESOP-2025 are not subject to any lock in period.

- q. Terms & conditions for buyback, if any, of specified securities covered under these regulations:**

Not applicable

The Board is requested to review the draft ESOP scheme and approved the same and recommend to the shareholder for their approval by way of special resolution at the ensuing general meeting.

Agenda item no. 17:

To fix the day, date, time and venue of 39th Annual General Meeting of the Company.

Explanatory Note/Draft Resolution(s):

Mr. Pankaj Ramesh Samani to inform the Board about the convening of the Thirty-Ninth Annual General Meeting of the Company.

Mr. Ebrahim Nimuchwala to then inform the Board that, Ministry of Corporate Affairs and Securities and Exchange Board of India has allowed certain companies including listed companies to conduct the Annual General Meeting, through Video Conferencing or by way of other audio visual means.

The Board may pass the following resolution:

“RESOLVED THAT the Thirty-Ninth Annual General Meeting of the Company be held through Video Conferencing or Other Audio Visual Means on [•]day, [•], 2025 at [•] a.m./p.m. or such other day, date, time or place as may be finalized by Mr. Pankaj Ramesh Samani, Managing Director of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or Company Secretary/Compliance Officer of the Company be and are hereby authorized severally to inform concerned stock exchanges, if necessary, and concerned authorities in this regard and to do all such acts, deeds, things and matters as may be necessary in performance of the acts for 39th Annual General Meeting.”

Agenda item no. 18:

To consider and approve the draft Notice convening the 39th Annual General Meeting of the Company and to consider appointment of scrutinizer for e-voting for ensuing 39th Annual General Meeting as per Section 108 of the Companies Act, 2013.

Explanatory Note/Draft Resolution(s):

The Company Secretary to state that the draft Notice convening the Thirty-Ninth Annual General Meeting of the Company, was circulated to the Board for its review.

Thereafter the following resolutions were passed for approval of the Notice of 39th Annual General Meeting:

“RESOLVED THAT the draft Notice convening the Thirty-Ninth Annual General Meeting of the Members of the Company, as circulated to the Board, containing the above mentioned business be and is hereby approved and that any one of the Directors of the Company and/or Company Secretary of the Company be and are hereby authorized to sign and circulate the same to the Members of the Company has also to all others entitled to receive the notice.”

Further Mr. Ebrahim Nimuchwala to state that, as per the requirement of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is required to provide the facility of electronic voting to its shareholders for the resolutions to be passed at the ensuing 39th Annual General Meeting of the Company. Consequently, the Company needs to appoint a Scrutinizer to oversee and conduct the process of e-voting at the ensuing Annual General Meeting. The Company proposes to appoint Mr. Gaurav Kulkarni (FCS – 12834), Partner, M/s. SKGK & Associates LLP, Practicing Company Secretaries, for the same.

“RESOLVED THAT pursuant to section 108 of the Companies Act, 2013 and/or any Rules made thereunder and such other provisions as may be applicable, the Company do hereby provide for the option for electronic voting (e-voting/mobile application) to the shareholders for the resolutions to be passed at the ensuing 39th Annual General Meeting and that any one of the Directors and/or the Company Secretary be and is hereby authorized to make applications as may be necessary to the Depositories/relevant authorities for providing the shareholders with the facility to cast their votes in an electronic form, and to fix dates for casting of votes and declaration of result and authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT Mr. Gaurav Kulkarni (FCS – 12834), Partner, M/s. SKGK & Associates LLP, Practicing Company Secretaries, whose consent to act as a scrutinizer shall be obtained for the e-voting process, be and is hereby appointed as Scrutinizer to conduct the E-Voting process of the Company for the ensuing 39th Annual General Meeting, and in case he is unable to act as Scrutinizer any person who consents to act as such, as may be deemed fit by any Director be appointed as the scrutinizer, to conduct the E-Voting process of the Company.

RESOLVED FURTHER THAT Mr. Pankaj Ramesh Samani, Managing Director, Mr. Ebrahim Nimuchwala, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized, to amend, finalize and make necessary changes to the Notice of the 39th Annual General Meeting of the Company.”

Agenda item no. 19:

To consider and approve the Scheme of Amalgamation of wholly owned subsidiary companies with the Company under Sections 230–232 of the Companies Act, 2013, and to authorize necessary filings and actions.

Explanatory Note/Draft Resolution(s):

The Company proposes to undertake a Scheme of Amalgamation under Sections 230–232 of the Companies Act, 2013, involving the merger of its wholly owned subsidiaries, viz. Global Talent Track Private Limited, Itarium Technologies India Private Limited and Alpharithm Technologies Private Limited, with the Company.

The amalgamation is part of an internal restructuring initiative intended to consolidate operations, simplify the group structure, eliminate duplication of compliance obligations, and achieve operational and cost efficiencies.

Key Terms of the Proposed Scheme:

- **Transferor Companies:** (1) Global Talent Track Private Limited, (2) Itarium Technologies India Private Limited and (3) Alpharithm Technologies Private Limited
- **Transferee Company:** GTT Data Solutions Limited
- **Appointed Date:** [•]
- **Effective Date:** Date of NCLT approval and filing with ROC
- **Consideration:**

Since the Transferor Companies are wholly owned subsidiaries of the Transferee Company, no shares will be issued or consideration paid pursuant to the amalgamation.

Regulatory and Governance Considerations:

1. **Valuation Report / Justification:**
 - No valuation for share exchange is required as there is no issue of shares.
 - A certificate from a Registered Valuer / Chartered Accountant will be obtained confirming **nil consideration** and justifying that **no share exchange ratio is applicable**.
2. **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & SEBI Circular dated 22-Dec-2020:**
 - The Scheme shall be filed with the stock exchanges under Regulation 37.
 - Disclosures required under the SEBI Circular will be provided, including:
 - Draft Scheme

- Auditor's certificate on accounting treatment
- Compliance with related party exemption under Regulation 23(5)(b).

3. **Related Party Consideration:**

The transaction falls under the definition of related party transaction; however, exemption under **Regulation 23(5)(b)** of SEBI LODR is available as the subsidiaries are wholly owned and **no dilution of shareholding or control occurs**.

4. **No Impact on Minority Shareholders:**

The amalgamation will not affect the economic interest or shareholding of any public shareholders of the listed company.

5. **Approvals Required:**

- Audit Committee review and recommendation
- Board of Directors' approval
- NCLT approval under Sections 230–232 of the Companies Act, 2013
- Other regulatory approvals, if required

The Board of Directors is requested to:

- Review the draft Scheme of Amalgamation and supporting documents and accord its approval;
- Confirm that the proposed amalgamation is in the best interest of the Company and its stakeholders;
- Filing with regulatory authorities.

Agenda item no. 20:

To consider, discuss and approve the re-constitution of Stakeholders' Relationship Committee of the Board of Directors of the Company.

Explanatory Note/Draft Resolution(s):

The Stakeholders' Relationship Committee of the Company has been constituted in accordance with the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Due to recent changes in the composition of the Board of Directors and/or in order to ensure better alignment with regulatory requirements and internal governance practices, it is proposed to re-constitute the Stakeholders' Relationship Committee.

The Board is requested to consider and approve the re-constitution of the Committee, including the appointment and/or cessation of members, as may be proposed during the meeting. The revised composition will be in compliance with applicable statutory and regulatory requirements.

The approval of the Board is solicited for the proposed re-constitution of the Stakeholders' Relationship Committee.

Agenda item no. 21:

To consider proposal to issue securities to the existing shareholders of the Company on Rights Basis, as may be permitted under applicable law, subject to such regulatory/statutory approvals as may be required.

Explanatory Note/Draft Resolution(s):

The Board is requested to consider a proposal for raising funds by way of a rights issue of partly / fully paid-up equity shares to the existing shareholders of the Company, in accordance with applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), and other applicable laws, rules, and regulations.

The objective of the proposed rights issue is to meet the Company’s funding requirements for growth initiatives, working capital needs, debt reduction, or other general corporate purposes, subject to the final determination by the Board.

The detailed terms of the rights issue, including the issue size, price, ratio, record date, timing, nature of securities (such as equity shares and/or other eligible convertible securities), and other related matters, will be decided by the Board or a committee thereof, in due course, subject to receipt of necessary approvals from regulatory/statutory authorities, as applicable.

The Board is requested to consider and approve the proposal to issue securities on a rights basis and to authorize appropriate persons to undertake all acts, deeds, and things necessary in connection with the proposed rights issue, including filing of requisite applications, declarations, and disclosures with regulatory authorities.

Agenda item no. 22:

To take note of status of complaints received under Whistleblower Policy, if any.

Explanatory Note/Draft Resolution(s):

The Board of Directors to take note of any complaints received under the Whistleblower policy.

Agenda item no. 23:

To take note of the Minutes of unlisted subsidiary companies and the list of significant transactions undertaken by them for the quarter ended June 30, 2025.

Explanatory Note/Draft Resolution(s):

The Board of Directors to take the note of the minutes of the unlisted subsidiary companies and the list of significant transactions undertaken them for the quarter ended June 30, 2025.

GTT Data Solutions Limited

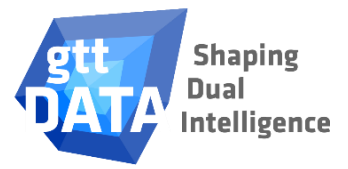
(Formally known as Cinerad Communications Ltd.)

Registered Office: 80 Burtolla Street, Barabazar, Kolkata – 700 007, West Bengal, India

CIN L62099WB1986PLC218825

Email: compliance@gttdata.ai | Contact: +91 77199 13351

www.gttdata.ai



Agenda item no. 24:

To discuss about the various acquisitions made / to be made by the Company.

Explanatory Note/Draft Resolution(s):

The Board of Directors to discuss about the acquisitions to be made by the Company.

Agenda item no. 25:

To take on record Certificate of Compliance on payment of statutory liabilities of the Company and compliance of all acts, laws, rules and regulations and such other statutes as may be in force from time to time and applicable to the Company, for the quarter ended June 30, 2025.

Explanatory Note/Draft Resolution(s):

Mr. [•] to state that the monthly certificates of compliance for the quarter ended June 30, 2025, in respect of compliance of all acts, laws, rules and regulations and such other statutes as may be in force from time to time and applicable to the Company periodically, have been circulated to all the Directors, for their review and consideration.

The Board may pass the following resolution:

“RESOLVED THAT the Board hereby reviews and takes on record the certificates of statutory compliance, dated [•], 2025, signed by [•] for the quarter ended June 30, 2025, in respect of compliance of all applicable Acts, Laws, Rules and Regulations and such other statutes as may be in force from time to time and applicable to the Company as per the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

COMPLIANCE CERTIFICATE

| | | | |
|---------------------|----------------------------|---------------|----------------------------------|
| Date | • 2025 | Period | 1st April 2025 to 30th June 2025 |
| Name | • | | |
| To | Board of Directors | | |
| Organisation | GTT Data Solutions Limited | | |

Dear Sir/Madam,

It is hereby certified that as on the date of this certificate that GTT Data Solutions Limited has complied with all applicable laws.

I further state that I have reviewed the effectiveness of the compliance program for the Company and I certify that the compliance program is adequate and operating effectively.

I further state that for the period mentioned above, I have evaluated the compliance status of the Company and I am satisfied with the compliance status with all applicable laws.

[Name]

Agenda item no. 26:

To take on record Reconciliation of Share Capital Audit Report and certificate issued by M/s. KJB & Co LLP, Company Secretaries regarding reconciliation of the admitted, issued and listed capital of the Company etc., for the quarter ended June 30, 2025.

Explanatory Note/Draft Resolution(s):

Mr. Ebrahim Nimuchwala to place before the Board the copy of Reconciliation of Share Capital Audit Report in respect of reconciliation of the admitted, issued and listed capital of the Company received from M/s. KJB & Co LLP, Company Secretaries for the quarter ended June 30, 2025 will be circulated to the Board Members, for its review. He to further inform that the Company has filed the said Report with the BSE Limited on July [●], 2025.

Thereafter, the Board to review the same and to pass the following resolution:

“RESOLVED THAT the Board hereby notes and takes on record the Reconciliation of Share Capital Audit Report received from M/s. KJB & Co LLP, Company Secretaries in respect of reconciliation of the admitted, issued and listed capital of the Company, etc., as submitted to Stock Exchange i.e. BSE Limited on July [●], 2025, for the quarter ended June 30, 2025 and as circulated to the Board.”

Agenda item no. 27:

To take on record the Integrated Filing (Governance) for the quarter ended June 30, 2025, as submitted to the Stock Exchange under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanatory Note/Draft Resolution(s):

Mr. Ebrahim Nimuchwala to place before the Board the Integrated Filing (Governance) for the quarter ended June 30, 2025 as submitted to the stock exchange on July [●], 2025, under the SEBI (LODR) Regulations, 2015.

Thereafter, the Board to review the same and to pass the following resolution:

“RESOLVED THAT the Board hereby notes and takes on record the Integrated Filing (Governance) under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as submitted to the Stock Exchange on July [●], 2025, for the quarter ended June 30, 2025 and as circulated to the Board.”

Agenda item no. 28:

To take note on record the Annual Secretarial Compliance Report issued by M/s. SKGK & Associates LLP, Practicing Company Secretaries under Regulation 24A of SEBI Listing Regulations for the financial year ended March 31, 2025, as submitted to the Stock Exchange.

Explanatory Note/Draft Resolution(s):

Mr. Ebrahim Nimuchwala to place before the Board, as circulated to the Board, the Annual Secretarial Compliance Report issued by M/s. SKGK & Associates LLP, Practicing Company Secretaries under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as submitted to the Stock Exchange on 30th May, 2025 for the year ended March 31, 2025.

Thereafter, the Board to review the same and to pass the following resolution:

“RESOLVED THAT the Board hereby notes and takes on record the Annual Secretarial Compliance Report issued by M/s. SKGK & Associates LLP, Practicing Company Secretaries, under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as submitted to the Stock Exchange on 30th May, 2025, for the year ended March 31, 2025 and circulated to the Board.”

GTT Data Solutions Limited

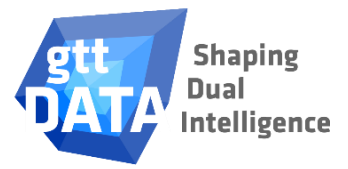
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Agenda item no. 29:

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