

NOTICE OF MEETING OF BOARD OF DIRECTORS (4/2025-26)

Notice is hereby given that the meeting (Meeting No. 4/2025-26) of the Board of Directors of GTT Data Solutions Limited (formerly known as Cinerad Communications Limited) (*“the Company”*) will be held on Thursday, November 6, 2025 through Video Conferencing / Other Audio-Visual Means at 04.30 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: 04:30 PM

Join Zoom Meeting

<https://us06web.zoom.us/j/82967498592?pwd=xBaAv751CivFCavSuFTzJjoYbsdMz5.1>

Meeting ID: 829 6749 8592

Passcode: 499103

One tap mobile

+13462487799,,82967498592#,,,,*499103# US (Houston)

+13602095623,,82967498592#,,,,*499103# US

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

Kindly make it convenient to attend the meeting.

Thank you.

Yours sincerely,

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

Sd/-

CS Ebrahim Nimuchwala
Company Secretary & Compliance Officer

Encl: Agenda & Notes to Agenda

AGENDA

Sr. No.	Particulars
1.	To take roll call for meeting being conducted through video conferencing/other audio-visual means.
2.	To grant leave of absence, if any.
3.	To take note of the minutes of previous meeting of the Board of Directors held on August 14, 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 for the half yearly and quarter ended September 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 half yearly and quarter ended September 30, 2025, along with the draft Limited Review report submitted by M/s. Mehta & Mehta., Chartered Accountants, Statutory Auditors of the Company.
9.	To consider, discuss and approve the proposed acquisition of 100% stake in Antworks Solutions India Private Limited, and to approve transaction documents in relation thereto.
10.	To consider, discuss and approve the proposed acquisition of 100% stake in Insurant AI Limited, and to approve transaction documents in relation thereto.
11.	To consider issuance of equity shares through preferential issue under swap arrangement to the shareholders of Antworks Solutions India Private Limited.
12.	To consider issuance of equity shares through preferential issue under swap arrangement to the shareholders of Insurant AI Limited.
13.	To consider and approve increase in authorised share capital of the company and consequent alteration of the capital clause of the memorandum of association of the Company.
14.	To fix the day, date, time of Extra Ordinary General Meeting (“EOGM”) of the company and to approve conducting the EOGM by video conferencing (“VC”) / other audio-visual means (“OAVM”).

15.	To take note of status of complaints received under whistleblower policy.
16.	To take note of the Minutes of unlisted subsidiary companies and the list of significant transactions undertaken by them for the quarter ended September 30, 2025.
17.	To discuss about the various acquisitions made / to be made by the Company.
18.	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 September 30, 2025.
19.	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 September 30, 2025.
20.	To take on record the Integrated Filing (Governance) for the quarter ended September 30, 2025, as submitted to the Stock Exchange under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
21.	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.

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 August 14, 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 appointment of Ms. Pallabi Saboo (DIN: 11281694) as an Additional Independent Director of the Company.	4/2025-26

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. 4/2025-26:**TO APPOINTMENT OF MS. PALLABI SABOO (DIN: 11281694) AS AN ADDITIONAL INDEPENDENT DIRECTOR OF THE COMPANY**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company be and is hereby accorded its consent to appoint Ms. Pallabi Saboo (DIN: 11281694), as an Additional Director (in the capacity of an Independent Director) of the Company, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, with effect from September 5, 2025, to hold office for a term of 5 (five) consecutive years with effect from September 5, 2025 upto September 4, 2030, subject to approval of the members at the ensuing Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Mr. Pankaj Samani (DIN: 06799990), Managing Director and / or Mr. Ebrahim Nimuchwala, Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to file the necessary forms and other related documents with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including

GTT Data Solutions Limited

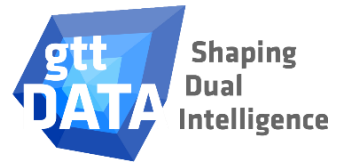
(Formally known as Cinerad Communications Ltd.)

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



delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

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 half yearly and quarter ended September 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 half yearly and quarter ended September 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 half yearly and quarter ended September 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 half yearly and quarter ended September 30, 2025.

Mr. Salil Shetty, the Chairman of the Audit Committee to state that the said financial results for the half yearly and quarter ended September 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 half yearly and quarter ended September 30, 2025. The Board to take note of the same.

Thereafter, the draft unaudited Financial Results for the half yearly and quarter ended September 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 half yearly and quarter ended September 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 half yearly and quarter ended September 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 half yearly and quarter ended September 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 half yearly and quarter ended September 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 half yearly and quarter ended September 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 the half yearly and quarter ended September 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 consider, discuss and approve the proposed acquisition of 100% stake in Antworks Solutions India Private Limited, and to approve transaction documents in relation thereto.

Explanatory Note/Draft Resolution(s):

The Board of Directors shall discuss regarding the acquisition of 100% stake in Antworks Solutions India Private Limited to make it wholly owned subsidiary of the Company. The Company has expressed its intention to acquire 100% of the fully shares of the Antworks Solutions India Private Limited. from its existing shareholders.

The Board of Directors shall review and approve the acquisition documents and other ancillary documents in relation thereto.

Agenda item no. 10:

To consider, discuss and approve the proposed acquisition of 100% stake in Insurant AI Limited, and to approve transaction documents in relation thereto.

Explanatory Note/Draft Resolution(s):

The Board of Directors shall discuss regarding the acquisition of 100% stake in Insurant AI Limited to make it wholly owned subsidiary of the Company. The Company has expressed its intention to acquire 100% of the fully shares of the Insurant AI Limited. from its existing shareholders.

The Board of Directors shall review and approve the acquisition documents and other ancillary documents in relation thereto.

Agenda item no. 11:**To consider issuance of equity shares through preferential issue under swap arrangement to the shareholders of Antworks Solutions India Private Limited.****Explanatory Note/Draft Resolution(s):**

The Chairman proposed that company to issue such number of fully paid-up equity shares of having face value of ₹10 (Indian Rupees Ten only) each through Preferential issue on swap basis in lieu of the equity shares proposed to be acquired by the Company from the existing shareholders of Antworks Solutions India Private Limited. After discussion, the following resolution may be passed:

“RESOLVED THAT pursuant the provisions of Section 23, 42, 62, 186(3) to the extent applicable 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”), enabling provisions of the Memorandum of Association and Articles of Association of GTT Data Solutions Limited (“Company”) and applicable provisions of 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and other competent authorities including BSE Limited (“Stock Exchange”) and in terms of Share Purchase Agreement dated [•] entered amongst Company, Antworks Solutions India Private Limited (“AS IPL”), [•] (“Selling Shareholder of ASIPL No. 1”) and [•] (“Selling Shareholder of ASIPL No. 2”) (Selling Shareholder of ASIPL No. 1 and Selling Shareholder of ASIPL No. 2 are collectively referred to as (“Selling Shareholders of ASIPL”) (“ASIPL’s SPA”) and subject to approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded, to create, issue, offer and allot on a preferential basis, in one or more tranches, up to [•] (in words) fully paid-up equity shares of the Company having face value of ₹ 10 (Indian Rupees Ten) each (“ASIPL-Swap Shares”), at an issue price of ₹ [•]/- (Indian Rupees [•] Only) per equity share (“ASIPL-Swap Shares Issue Price”), which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, for an aggregate consideration of up to ₹ [•]/- (Indian Rupees [•] Only) (“ASIPL’s Issue Size”) to Selling Shareholders of ASIPL, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws (“ASIPL’s Preferential Issue”).

Details of ASIPL-Swap Shares proposed to be issued by the Company to the Selling Shareholders of ASIPL is as under:

Sr. No.	Name of Selling Shareholder of ASIPL	No. of ASIPL-Swap Shares proposed to be issued	ASIPL's Issue Size
[•]	[•]	[•]	[•]
Total		[•]	[•]

RESOLVED FURTHER THAT the ‘relevant date’ for the purpose of determination of the floor price for issue of the ASIPL-Swap Shares under the ASIPL’s Preferential Issue, as above, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is [•], [•] 2025 (“Relevant Date”), being the date 30 (Thirty) days prior to the 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 ASIPL’s Preferential Issue.

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

- a. The ASIPL-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 ASIPL-Swap Shares Issue Price is not less than the floor price determined in accordance with the provisions of Regulation 164 / 166A of the SEBI ICDR Regulations;
- c. The ASIPL-Swap Shares shall be allotted by the Company to the Selling Shareholders of ASIPL 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 ASIPL-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 ASIPL-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;
- e. The pre-preferential shareholding, if any, of the Selling Shareholders of ASIPL shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations; and
- f. The ASIPL-Swap Shares to be allotted to the Selling Shareholders of ASIPL 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 dated November [•], 2025 issued by CS [•], [•], Company Secretaries certifying, inter alia, that the ASIPL's Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record and the same is also placed on the website at [•].

RESOLVED FURTHER THAT as required under the provisions of Regulation 166(A)(1) of SEBI ICDR Regulations, a certificate dated [•] is obtained from [•], an independent registered valuer for Securities and Financial Assets and having Registration No. [•].

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 Selling Shareholders of ASIPL in Form PAS-5 and the Company be and is hereby authorized to make an offer to the Selling Shareholders of ASIPL 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 ASIPL's Preferential Issue ("Offer Document") 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 ASIPL-Swap Shares under the ASIPL's 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 ASIPL-Swap Shares to be allotted to the Selling Shareholders of ASIPL 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 ASIPL-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 ASIPL-Swap Shares, (f) listing of ASIPL 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.”

Agenda item no. 12:

To consider issuance of equity shares through preferential issue under swap arrangement to the shareholders of Insurant AI Limited.

Explanatory Note/Draft Resolution(s):

The Chairman proposed that company to issue such number of fully paid-up equity shares of having face value of ₹10 (Indian Rupees Ten only) each through Preferential issue on swap basis in lieu of the equity shares proposed to be acquired by the Company from the existing shareholders of Insurant AI Limited. After discussion, the following resolution may be passed:

“RESOLVED THAT pursuant the provisions of Section 23, 42, 62, 186(3) to the extent applicable 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”), enabling provisions of the Memorandum of Association and Articles of Association of GTT Data Solutions Limited (“Company”) and applicable provisions of 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), Foreign Exchange Management Act, 1999 and regulations made thereunder including but not limited to Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 and / or Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019, as amended and the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and other competent authorities including BSE Limited (“Stock Exchange”) and in terms of Share Purchase Agreement dated [•] entered amongst Company, Insurant AI Limited (“Insurant AI”), [•] (“Selling Shareholder of Insurant AI No. 1”) and [•] (“Selling Shareholder of Insurant AI No. 2”) (Selling Shareholder of Insurant AI No. 1 and Selling Shareholder of Insurant AI No. 2 are collectively referred to as (“Selling Shareholders of Insurant AI”) (“Insurant AI’s SPA”) and subject to approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded, to create, issue, offer and allot on a preferential basis, in one or more tranches, up to [•] (in words) fully paid-up equity shares of the Company having face value of ₹ 10 (Indian Rupees Ten) each (“Insurant AI -Swap Shares”), at an issue price of ₹ [•]/- (Indian Rupees [•] Only) per equity share (“Insurant AI-Swap Shares Issue Price”), which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, for an aggregate consideration of up to ₹ [•]/- (Indian Rupees [•] Only) (“Insurant AI’s Issue Size”) to Selling Shareholders of Insurant AI, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws (“Insurant AI’s Preferential Issue”).

Details of Insurant AI -Swap Shares proposed to be issued by the Company to the Selling Shareholders of Insurant AI is as under:

Sr. No.	Name of Selling Shareholder of Insurant AI	No. of Insurant AI - Swap Shares proposed to be issued	Insurant AI's Issue Size
[•]	[•]	[•]	[•]
Total		[•]	[•]

RESOLVED FURTHER THAT the ‘relevant date’ for the purpose of determination of the floor price for issue of the Insurant AI-Swap Shares under the Insurant AI’s Preferential Issue, as above, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is [•], [•] 2025 (“Relevant Date”), being the date 30 (Thirty) days prior to the 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 Insurant AI’s Preferential Issue.

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

- a. The Insurant AI -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 Insurant AI-Swap Shares Issue Price is not less than the floor price determined in accordance with the provisions of Regulation 164 / 166A of the SEBI ICDR Regulations;
- c. The Insurant AI-Swap Shares shall be allotted by the Company to the Selling Shareholders of Insurant AI 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 Insurant AI -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 Insurant AI-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;
- e. The pre-preferential shareholding, if any, of the Selling Shareholders of Insurant AI shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations; and

- f. The Insurant AI -Swap Shares to be allotted to the Selling Shareholders of Insurant AI 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 dated November [•], 2025 issued by CS [•] , [•], Company Secretaries certifying, inter alia, that the Insurant AI's Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record and the same is also placed on the website at [•].

RESOLVED FURTHER THAT as required under the provisions of Regulation 166(A)(1) of SEBI ICDR Regulations, a certificate dated [•] is obtained from [•], an independent registered valuer for Securities and Financial Assets and having Registration No. [•].

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 Selling Shareholders of Insurant AI in Form PAS-5 and the Company be and is hereby authorized to make an offer to the Selling Shareholders of Insurant AI 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 Insurant AI's Preferential Issue (“Offer Document”) 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 Insurant AI -Swap Shares under the Insurant AI's 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 Insurant AI -Swap Shares to be allotted to the Selling Shareholders of Insurant AI 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 Insurant AI -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 Insurant AI -Swap Shares, (f) listing of Insurant AI 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

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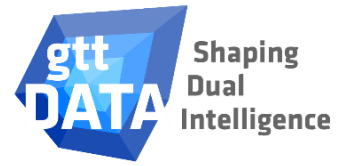
(Formally known as Cinerad Communications Ltd.)

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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.”

Agenda item no. 13:

To consider increase in authorised share capital of the Company and consequent alteration of the capital clause of the memorandum of association of the Company.

Explanatory Note/Draft Resolution(s):

The Chairman shall inform the Board that the existing Authorised Share Capital of the Company is ₹ 65,00,00,000 (Rupees Sixty-Five Crores only), which is presently divided into 6,50,00,000 Equity Shares of ₹ 10 each.

It was further informed that in view of the Company's proposed business expansion and future capital requirements, the existing Authorised Share Capital may not be sufficient to meet the Company's funding and operational needs. Therefore, it is proposed to increase the Authorised Share Capital of the Company from ₹ 65,00,00,000 to ₹ [●], by creation of additional shares.

The Board considered the proposal and after due deliberation, passed the following resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and subject to the approval of the members of the Company, the Authorised Share Capital of the Company be and is hereby increased from ₹ 65,00,00,000 (Rupees Sixty -Five Crores only) divided into 6,50,00,000 Equity Shares to ₹ [new amount] (Rupees [●] only) divided into [●], by creation of additional [●] of ₹ 10 (Rupees Ten Only) each, ranking pari passu in all respects with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company relating to Share Capital be and is hereby substituted with the following new clause:

V. The Authorised Share Capital of the Company is ₹ [●] (Rupees [●]only) divided into [●] and class of shares] of ₹ 10 each.

“RESOLVED FURTHER THAT any one of the Directors of the Company and/or Company Secretary of the Company be and are hereby authorized severally to inform be and is hereby authorised to take all necessary steps for giving effect to this resolution, including filing the requisite forms with the Registrar of Companies and making necessary alterations in the Memorandum of Association of the Company.”

Agenda item no. 14:

To decide day, date, time of Extra ordinary general meeting (“EOGM”) of the company and to approve conducting the EOGM by video conferencing (“VC”) / other audio-visual means (“OAVM”).

Explanatory Note/Draft Resolution(s):

Mr. Ebrahim Nimuchwala shall brief the Board regarding requirement for conducting the general meeting to obtain the approval of members of the Company for certain special business(es), hence requested Board to consider and to fix up the day, date and time for the Extra Ordinary General Meeting of the Company.

The Board of Directors discussed the same in detail and pass the following resolution:

“RESOLVED THAT the Extra Ordinary General Meeting of the Company be held through Video Conferencing or Other Audio-Visual Means on [●], December [●], 2025 at [●] am/p.m.

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 give Notice(s) by advertisement in newspapers in the manner provided under the Companies Act, 2013 or such other circulars issued by the Ministry of Corporate Affairs or SEBI from time to time.

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 Extra Ordinary General Meeting.”

Agenda item no. 15:

To take note of complaints received under Whistleblower Policy.

Explanatory Note/Draft Resolution(s):

Background:

- The Company has received a complaint under its Whistle Blower Policy.
- The matter will be placed before the Audit Committee at its meeting to be held on November 6, 2025.
- The Committee will review the matter and to direct appropriate steps for investigation / monitoring.

Proposed Action:

1. Take note of the complaint and the actions to be initiated by the Audit Committee.
2. Note that the Whistle Blower Mechanism is functioning effectively and in compliance with SEBI (LODR) and the Companies Act, 2013.
3. Emphasize management's continued responsibility to ensure confidentiality and non-retaliation.

The Board to take note of the complaint received under the Whistle Blower Mechanism and the actions taken by the Audit Committee in this regard. The Board to express their views with the functioning of the Whistle Blower Policy and to direct management to ensure timely completion of the review process and report back to the Audit Committee.

Agenda item no. 16:

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

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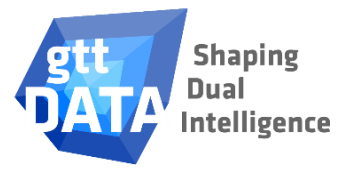
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Agenda item no. 17:

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. 18:

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 September 30, 2025.

Explanatory Note/Draft Resolution(s):

Mr. [•] to state that the monthly certificates of compliance for the quarter ended September 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 September 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 July 2025 to 30th September 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. 19:

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 September 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 September 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 October 29, 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 October 29, 2025, for the quarter ended September 30, 2025 and as circulated to the Board.”

Agenda item no. 20:

To take on record the **Integrated Filing (Governance)** for the quarter ended **September 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 September 30, 2025 as submitted to the stock exchange on October 29, 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 October 29, 2025, for the quarter ended September 30, 2025 and as circulated to the Board.”

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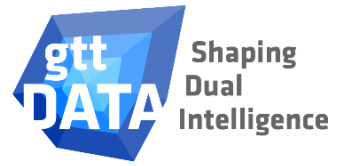
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Agenda item no. 21:

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