

GTT Data Solutions Limited

(Formally known as Cinerad Communications Ltd.)

Registered Office: 1143, Samani Compound, C.T.S No. 1143, North Shivaji Nagar, Timber Area, Miraj, Sangli - 416416

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NOTICE OF MEETING OF BOARD OF DIRECTORS 05 / 2025-2026

**AGENDA OF THE MEETING OF THE BOARD OF DIRECTORS FOR GTT DATA
SOLUTIONS LIMITED**

TO BE HELD ON SATURDAY, JANUARY 17, 2025

AT

08:30 A.M.

INDEXAGENDA OF THE MEETING OF THE BOARD OF DIRECTORS

AGENDA	PARTICULARS
Agenda 1	To grant leave of absence, if any, to the Directors of the Company.
Agenda 2	To take note on minutes on previous Board Meeting held on 06 November, 2025.
Agenda 3	To consider proposal for increase in investment limit under Section 186 of the Companies Act, 2013.
Agenda 4	To consider & approve acquisition of M/s. Insurant AI Limited (UK) and M/s. Antworks Solutions India Private Limited.
Agenda 5	To consider and evaluate a proposal for issuance of equity shares on preferential basis for consideration other than cash (share swap).
Agenda 6	To appoint Mr. Hamad Jabor Jassim Al-Thani (DIN 11473252) as Non Executive Non Independent Director.
Agenda 7	To appoint Mr. Deepak Abasaheb Shinde (DIN 00288460) as Non Executive Independent Director.
Agenda 8	To reconstitute Audit Committee by appointing Mr. Deepak Abasaheb Shinde as the Chairperson of Audit Committee
Agenda 9	To fix the day, date & time of Extra-Ordinary General Meeting of the Company and to approve conducting the EOGM by Video Conferencing (VC)/ other Audio-Visual Means.
Agenda 10	To consider and approve the draft notice convening the extra ordinary general meeting of the Company and to consider appointment Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner for the purpose of EGM of the Company.
Agenda 11	Vote of thanks.

AGENDA AND NOTES TO AGENDA OF THE MEETING OF THE BOARD OF GTT DATA SOLUTIONS LIMITED

Agenda 1: To Grant Leave of Absence, If Any, To the Directors of the Company

The Board to grant leave of absence requests, if any

Agenda 2: To take not on minutes on previous Board Meeting held on 06 November 2025.

The minutes of the board meeting held on 06 November 2025 which was already circulated to the Board, requires the approval with or without modification.

Agenda 3: To consider proposal for increase in investment limit under Section 186 of the Companies Act, 2013.

The Board is informed that the Company has been making strategic investments in its subsidiaries, joint ventures, and other business opportunities in line with its long-term growth strategy. Considering the existing and proposed investments in various group entities and potential future opportunities, it is proposed to enhance the overall investment limit of the Company beyond the limits prescribed under Section 186(2) of the Companies Act, 2013.

Under Section 186(2), the Company can make investments, give loans, guarantees or provide securities up to 60% of its paid-up share capital, free reserves and securities premium account, or 100% of its free reserves and securities premium account, whichever is higher, unless approved by the shareholders through a special resolution.

In view of the upcoming investment requirements and inter-corporate funding plans, the existing approved limit is likely to be insufficient. Hence, it is proposed to place before the shareholders an enabling resolution to increase the permissible investment limit of the Company.

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

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

RESOLVED FURTHER THAT the Board recommends the proposal for approval of the members by way of **Special Resolution** at the ensuing General Meeting of the Company and authorises the Company Secretary to include this item in the notice of General Meeting, along with an explanatory statement as required under Section 102 of the Companies Act, 2013.

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

Agenda 4: To consider & approve acquisition M/s. Insurant AI Limited (UK) and M/s. Antworks Solutions India Private Limited.

(1) M/s. Insurant AI Limited (UK) (IAL): The Company proposes to acquire 100% of the equity share capital of IAL, comprising 10,000 equity shares of face value GBP 1/- each to be acquired by way of share swap.

As consideration for the share swap, the Company shall issue and allot 19,07,747 fully paid-up equity shares of ₹10/- each to the shareholders of IAL in exchange for their respective shareholding.

(2) M/s. Antworks Solutions India Private Limited (ASIPL): The Company proposes to acquire 100% of the equity share capital of ASIPL, comprising 1,63,35,593 equity shares of face value ₹10/- each, through consideration other than cash, by way of issue and allotment of 1,22,51,694 fully paid-up equity shares of ₹10/- each of the Company to the shareholders of ASIPL.

The consideration for the proposed acquisitions will be discharged by way of **issue and allotment of equity shares of the Company** to the shareholders of the respective Target Companies, in exchange for their shareholding, based on a **mutually agreed valuation** determined by **independent valuer(s)** appointed for the purpose.

It was further noted that the proposed transaction would result in the Company acquiring **100% of the equity share capital** of IAL & ASIPL, thereby making them a **wholly owned subsidiary** of the Company.

The board, if considered fit, is requested to pass the following resolution with suitable amendments, if required:

(A) Acquisition of Antworks Solutions India Private Limited (ASIPL):

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c), 179(3)(j), 186 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, and subject to such approvals, consents, and permissions as may be required, the consent of the Board be and is hereby

accorded to acquire 100% of the equity share capital of **Antworks Solutions India Private Limited (ASIPL)** (for consideration other than cash, by way of issue and allotment of 1,22,51,694 fully paid-up equity shares of ₹ 10/- each of the Company to the shareholders of **Antworks Solutions India Private Limited** in exchange for their respective shareholding, in accordance with the price determined by the independent valuer(s).

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

RESOLVED FURTHER THAT in connection with the above, the Board hereby approves the issue and allotment of equity shares of the Company on a preferential basis / otherwise than in cash, subject to the approval of the shareholders and such other regulatory authorities as may be required.

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

(B) Acquisition of M/s. Insurant AI Limited (UK)(IAL):

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c), 179(3)(j), 186 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, and subject to such approvals, consents, and permissions as may be required, the consent of the Board be and is hereby accorded to acquire 100% of the equity share capital of **M/s. Insurant AI Limited (UK)** (for consideration other than cash, by way of issue and allotment of 19,07,747 fully paid-up equity shares of ₹ 10/- each of the Company to the shareholders of **M/s. Insurant AI Limited (UK)** in exchange for their respective shareholding, in accordance with the price determined by the independent valuer(s).

RESOLVED FURTHER THAT the draft Share Swap Agreement / Business Transfer Agreement / Share Exchange Agreement (as placed before the Board and initialed by the Chairman for the purpose of identification) be and is hereby approved, and Mr. Kaushal Uttam Shah, Director (DIN: 02175130) and/or Mr. Pankaj Samani, Managing Director, be and are hereby authorised to finalise, execute and deliver the agreement including signing any letter(s) of undertakings, declarations, agreements and other papers which the Company may be required to sign in terms of the Agreement and to take all actions as may be necessary to give effect to the acquisition.

RESOLVED FURTHER THAT in connection with the above, the Board hereby approves the issue and allotment of equity shares of the Company on a preferential basis / otherwise than in cash, subject to the approval of the shareholders and such other regulatory authorities as may be required.

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

Agenda 5: To consider and evaluate a proposal for issuance of equity shares on preferential basis for consideration other than cash (share swap).

The Board is hereby informed that the Company proposes to strengthen its business operations and strategic positioning through acquisition and consolidation of synergistic entities. To achieve this objective, the Company intends to acquire identified businesses / shareholdings in the following companies in exchange for issue and allotment of its equity shares on a **preferential basis for consideration other than cash**. The consideration for each transaction shall be discharged by issuance of fully paid-up equity shares of the Company to the respective transferors, determined on the basis of a fair valuation and in compliance with applicable laws.

Sr.no	Name of Target Company	Proposed Acquisition of shares of target company	Post-Acquisition Shareholding of the Company (%) in the target company	Mode of consideration
1	Antworks Solutions India Private Limited	1,63,35,593	100%	Issue of 1,22,51,694 equity shares of the Company on share-swap basis.
2	Insurant AI Limited (UK)	10,000	100%	Issue of 19,07,747 equity shares of the Company on share-swap basis

The said proposal is being considered with a view to achieve strategic business synergies, consolidation of operations, optimization of resources, enhancement of long-term shareholder value, strengthening the Company’s market position in line with its long-term growth strategy.

In this regard, the Board shall, inter alia, deliberate upon and consider the following:

- Evaluation of the share-swap ratio and exchange structure based on independent valuation reports;
- Determination of the number of equity shares proposed to be issued by the Company and the consideration to be received in the form of equity shares of the Target Companies; and
- Review of valuation reports from Registered valuer and transaction documents prior to finalization.
- Authorization to make requisite filings and applications with the stock exchanges and regulatory authorities; and
- Delegation of authority to a Committee of Directors and/or designated officers to finalize terms and take necessary steps to give effect to the transaction.
- Compliance with applicable provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and other relevant laws.

The board may note that pursuant to the aforesaid Preferential Issue (Swap of shares), there would be no change in the management or control or would not result in the transfer of ownership of the Company to the Proposed Allottees.

The board, if considered fit, is requested to pass the following resolution with suitable amendments, if required:

Resolution No. 1: Acquisition of Antworks Solutions India Private Limited by way of swap of Equity Shares through Preferential Allotment.

“RESOLVED THAT pursuant to provisions of Section 23, 42, 62(1)(c), 186 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), the equity listing agreement entered into by the Company with BSE Limited (“BSE/Stock Exchange”) and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), Ministry of Corporate Affairs (MCA) and the Reserve Bank of India (“RBI”) and subject to such further approvals, consents, permissions and

sanctions as may be necessary or required from respective regulatory or other appropriate authorities and subject to such terms, conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions and consents as the case may be), approval of Members of the Company be and is hereby accorded, to authorize, create, issue, offer and allot, upto 1,22,51,694 Equity Shares of the Company of face value of Rs. 10/- (Rupees One each), fully paid-up, (“AS IPL - Swap Shares”) at an Issue Price of Rs. 82.87/- per Equity Share (Rupees Eighty-Two point Eight Seven Only) including a premium of Rs. 72.87/- per Equity Share aggregating to Rs. 1,01,52,97,881.78/- for 100% of the company on preferential allotment basis through private placement to the below mentioned person (“Proposed Allottee”) being the shareholder of Antworks Solutions India Private Limited (“AS IPL”), (CIN: U72900PN2015PTC167800) for consideration other than cash i.e. in lieu of acquisition of their 100% stake in the equity shares of AS IPL through swapping of Equity Shares of the Company as mentioned below and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 or other applicable provisions of the law and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

Sr.no	Name of Proposed Allottees	Category	No. of Shares of GTT DATA Solutions Limited proposed to be allotted for the acquisition of AS IPL Shares	No. of Shares of AS IPL proposed to be transferred to GTT DATA solutions Limited
1				
2				
3				
4				
Total				1,63,35,593

RESOLVED FURTHER THAT the Relevant Date for the purpose of determination of the Floor price of Equity Shares in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 be fixed as January 13, 2026, which is 30 (thirty) days prior to the proposed date of passing of the shareholders’ resolution approving the proposed preferential issue of the Equity Shares;

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Equity Shares proposed to be issued and allotted to the Proposed Allottee shall inter-alia be subject to the following:

- a) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment

from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);

- b) The pre-preferential shareholding of the Proposed Allottee of equity shares, if any, shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- c) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.
- d) The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations.
- e) No partly paid-up Equity Shares shall be issued and allotted;
- f) Allotment of the Equity Shares shall only be made in dematerialised form;
- g) The issue and allotment of Equity Shares shall 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.
- h) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT, subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board of Directors be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may, in its sole and absolute discretion, deem fit and expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient including making application to the Stock Exchanges for obtaining in-principle approval, listing and trading approvals, filing of requisite documents/making declarations with the Ministry of Corporate Affairs, Securities and Exchange Board of India, Depository/(ies) or any other statutory authority or Stock Exchanges and any other deed, document, declaration as may be required under the applicable laws, and to resolve and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company and signing of all deeds and documents, as may be required, as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT anyone of the Directors or Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any Stock Exchanges or governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

Resolution No. 2: Acquisition of Insurant AI Limited (UK)- (IAL) by way of swap of Equity Shares through Preferential Allotment (Issue of shares for consideration other than cash)

“**RESOLVED THAT** pursuant to provisions of Section 23, 42, 62(1)(c), 186 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), the equity listing agreement entered into by the Company with BSE Limited (“BSE/Stock Exchange”) and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), Ministry of Corporate Affairs (MCA) and the Reserve Bank of India (“RBI”) and subject to such further approvals, consents, permissions and sanctions as may be necessary or required from respective regulatory or other appropriate authorities and subject to such terms, conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions and consents as the case may be), and subject to approval of Members, the consent of the Board of the Company be and is hereby accorded, to authorize, create, issue, offer and allot, upto 19,07,747 Equity Shares of the Company of face value of Rs. 10/- (Rupees One each), fully paid-up, (“IAL - Swap Shares”) at an Issue Price of Rs. 82.87/- per Equity Share (Rupees Eighty-Two point Eight Seven Only) including a premium of Rs. 72.87/- per Equity Share aggregating to Rs. 15,80,94,993.89/- for 100% of the company on preferential allotment basis through private placement to the below mentioned

person (“Proposed Allottee”) being the shareholder of **Insurant AI Limited (“IAL”)**, for consideration other than cash i.e. in lieu of acquisition of their 100% stake in the equity shares of ASIPL through swapping of Equity Shares of the Company as mentioned below and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 or other applicable provisions of the law and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

Sr.no	Name of Proposed Allottees	Category	No. of Shares of GTT DATA Solutions Limited proposed to be allotted for the acquisition of IAL Shares	No. of Shares of IAL proposed to be transferred to GTT DATA solutions Limited
1				
2				
3				
Total				10,000

RESOLVED FURTHER THAT the Relevant Date for the purpose of determination of the Floor price of Equity Shares in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 be fixed as January 13, 2026, which is 30 (thirty) days prior to the proposed date of passing of the shareholders’ resolution approving the proposed preferential issue of the Equity Shares;

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Equity Shares proposed to be issued and allotted to the Proposed Allottee shall inter-alia be subject to the following:

- a) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.
- c) The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations.
- d) No partly paid-up Equity Shares shall be issued and allotted;
- e) Allotment of the Equity Shares shall only be made in dematerialised form;

- f) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals;

RESOLVED FURTHER THAT, subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board of Directors be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may, in its sole and absolute discretion, deem fit and expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient including making application to the Stock Exchanges for obtaining in-principle approval, listing and trading approvals, filing of requisite documents/making declarations with the Ministry of Corporate Affairs, Securities and Exchange Board of India, Depository/(ies) or any other statutory authority or Stock Exchanges and any other deed, document, declaration as may be required under the applicable laws, and to resolve and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company and signing of all deeds and documents, as may be required, as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the members

RESOLVED FURTHER THAT anyone of the Directors or Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any Stock Exchanges or governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

Agenda 06: To consider the appointment of Mr. Hamad Jabor Jassim Al-Thani (DIN 11473252) as an Additional Non-Executive Non-Independent Director of the company.

Agenda 07: To appoint Mr. Deepak Abasaheb Shinde (DIN 00288460) as Non-Executive Independent Director.

Agenda 08: To reconstitute Audit Committee by appointing Mr. Deepak Abasaheb Shinde as the Chairperson of Audit Committee

Agenda 9: To fix the day, date & time of Extra-Ordinary General Meeting of the Company and to approve conducting the EOGM by Video Conferencing (VC)/ other Audio-Visual Means.

The Chairman briefed 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.

“RESOLVED THAT the Extra Ordinary General Meeting of the Company be held through Video Conferencing or Other Audio-Visual Means on 12th February 2026 at [●].

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 10: To consider and approve the draft notice convening the extra ordinary general meeting of the Company and to consider appointment of M/s _____, Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner for the purpose of EGM of the Company.

_____, Company Secretary the Chairman will represent a draft notice of Extra Ordinary General Meeting (“EGM”) before the Board and would discuss regarding the evoting facility with is to be provided to the shareholders of the Company, also to appoint M/s _____, Practicing Company Secretaries as a scrutinizer for the EGM, after discussion following resolution will be passed:

“RESOLVED THAT the draft Notice convening the Extra Ordinary General Meeting of the Members of the Company, as circulated to the Board, containing the special business(es) as mentioned therein 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.

RESOLVED FURTHER 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 Extra Ordinary 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

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and authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT M/s, _____ Practicing Company Secretaries whose consent to act as a scrutinizer has been received and placed before the meeting for the e-voting process, be and is hereby appointed as Scrutinizer to conduct the E-Voting process of the Company for the ensuing Extra Ordinary General Meeting, and in case she 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.

There being no other business to transact, if any, the meeting may conclude with a vote of thanks to the chair.

You are kindly requested to make it convenient to attend the meeting.

**FOR GTT DATA SOLUTIONS LIMITED
(FORMERLY KNOWN AS CINERAD COMMUNICATIONS LIMITED)**

SD/-

**CS EBRAHIM NIMUCHWALA
COMPANY SECRETARY & COMPLIANCE OFFICER**