

NOTICE OF MEETING OF BOARD OF DIRECTORS (6/2025-26)

Notice is hereby given that the meeting (Meeting No. 6/2025-26) of the Board of Directors of GTT Data Solutions Limited (formerly known as Cinerad Communications Limited) (*“the Company”*) will be held on Wednesday, February 11, 2026 through Video Conferencing / Other Audio-Visual Means at 3:00 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: Feb 11, 2026 03:00 PM

Join Zoom Meeting

<https://us06web.zoom.us/j/84178487623?pwd=QyJb3q5OrbzcM9FSgq1BrWeNpkIJ24.1>

Meeting ID: 841 7848 7623

Passcode: 316189

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 January 17, 2026.
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.	a) To review performance of the Company for the quarter ended December 31, 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 December 31, 2025, along with the draft Limited Review report submitted by M/s. Mehta & Mehta., Chartered Accountants, Statutory Auditors of the Company.
7.	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.
8.	To discuss the matter for opening Escrow Account.
9.	To take note of status of complaints received under Whistleblower policy.
10.	To take note of the Minutes of unlisted subsidiary companies and the list of significant transactions undertaken by them for the quarter ended December 31, 2025.
11.	To discuss about the various acquisitions made / to be made by the Company.
12.	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 December 31, 2025.
13.	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 December 31, 2025.
14.	To take on record the Integrated Filing (Governance) for the quarter ended December 31, 2025, as submitted to the Stock Exchange under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
15.	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 January 17, 2026 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.	Opening of Current Account with ICICI Bank:	5/2025-26
2.	To consider and approve availing of business card from ICICI Bank Limited.	6/2025-26
3.	To take note of resignation of Mr. Salil Sriram Shetty as Independent Director.	7/2025-26
4.	Approval of the re-constitution of Nomination and Remuneration Committee of the Board of Directors of the Company.	08/2025-26

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. 5/2025-26:**Opening of Current Account with ICICI Bank**

“RESOLVED THAT

1. A Current Account, (“**Account**”) in the name of the GTT Data Solutions Limited to be opened / to operate existing account with ICICI Bank Limited (“**ICICI Bank**”) at, Mohammadwadi Branch in the following manner:
 - (I) The persons named in Table A are severally authorized to sign and deliver necessary Application Forms and other constitutional documents thereof and do all acts and deeds as may be required by ICICI Bank in connection with opening/ activating the Account as well as for operating the Account, availing all banking facilities like Cash Management Services, Indemnity of sending instructions by facsimile/Scan/E-mail (Fax/Email Indemnity), FX Online, iDSC, Trade Finance Online Services (TOL) and such other products that ICICI Bank may offer from time to time through the Current Accounts as standing and continuing arrangement and that the Company accepts the terms and conditions applicable for the Account or in connection with any product or service offered in respect of such Account contained in the respective Application Forms and displayed on the website www.icicibank.com (“**Website**”);

Table A

Authorized Signatory for opening of Account	Designation	Mode of Operation
Mr. Pankaj Samani	Managing Director	Singly

- (ii) ICICI Bank be instructed to accept and credit to the Account all moneys deposited with (or) owing by ICICI Bank on any account or accounts at any time or times, kept or to be kept in the name of the Company and the amount of all cheques, notes, bills, other negotiable instruments, promissory notes, orders or receipt, provided they are endorsed/signed/issued severally on behalf of the Company by the authorized signatories mentioned in Table A2 below:

Table A2

Authorized Signatory for operations of Account	Designation	Limits (if any)	Mode of Operation
Mr. Pankaj Samani	Managing Director	10,00,00,000	Singly

- (iii) The persons named in Table B shall be authorized to operate the Account through the mode of Phone Banking, Corporate Internet Banking, Trade Finance Online Services (TOL), Bulk tax payments, Cash Management Services, E-mail, Debit Card, ATM Card, Phone Banking offered by ICICI Bank for operation of the Account from time to time. However, the Authorized Signatory for operations of the Account are **severally / jointly** authorized to collect the applications and other documents from the authorized Signatories mentioned in Table B and submit the same to ICICI Bank and collect the Login ID and Password(s)/ Debit Cards/ ATM Cards, as the case may be, from ICICI Bank and deliver the same to the respective authorized signatory.

Table B

- (a) For Corporate Internet Banking (CIB) / CMS / Phone Banking / Email / TOL / Debit Cards/ ATM Cards

Names of the Official (User)	Role (Maker/Verifier/Approver)	Limit (Rs.)		To be Approved By
		From	To	
Mr. Govind Paliwal	Maker	0	5,00,00,000	Mr. Pankaj Samani
Mr. Chirag Samani	Maker	0	5,00,00,000	Mr. Pankaj Samani
Ms. Vidya Bhokse	Maker	0	5,00,00,000	Mr. Pankaj Samani

Workflow: STP (With Same Maker & Checker and No separate checker) Rule:

- b) The persons named in **Table C** shall be authorized to operate the Account through the mode of **shopping mall payment** offered by ICICI Bank for operation of the Account from time to time.

Table C

Name of User	Limit (in INR)		Approver
	From	To	
Mr. Govind Paliwal	0	50,00,000	Mr. Govind Paliwal
Mr. Chirag Samani	0	50,00,000	Mr. Chirag Samani

- c) The persons named in **Table D** shall be authorized to operate the Account through the mode of **Tax Payment and Bulk Tax Payment and Statutory Tax Payments** offered by ICICI Bank for operation of the Account from time to time.

Table D

Name of User	Role	Limit (in INR)		Approver
		From	To	
Mr. Govind Paliwal		0	1,00,00,000	Mr. Govind Paliwal
Mr. Chirag Samani		0	1,00,00,000	Mr. Chirag Samani

2. The Managing Director / Executive Director / Finance Director of the Company are severally authorized to additionally authorize such other official(s) to operate the Account in any of the modes indicated above and decide on adopting any other mode of operation of the Account that ICICI Bank may offer from time to time and details of every such additional authorization / adoption of mode of operation shall be placed before the next meeting of the Board of Directors for information.
3. The Company does avail and the Managing Director/ Executive Director/ Finance Director are severally authorized to avail from ICICI Bank facilities in the normal course of business in the form of Overdraft, Cash credit, Demand Loan, Bill Purchase/ Discount, Letters of Credit, Letter of Undertaking (Buyers Credit), Bank Guarantee and such other Fund based / Non-Fund based Facility(ies) as may be offered by ICICI Bank from time to time up to the Limit of <Rs. ____> in individual transactions secured/ backed by 100% Fixed Deposit with ICICI Bank generated from the amount standing in the Account, on such terms and conditions as may be stipulated by ICICI Bank and the Authorized Signatory mentioned in Table 'C' are severally / Jointly authorized to negotiate, finalize, settle, execute and deliver with/ to ICICI Bank such documents as may be required by ICICI Bank and complete all formalities for creating Fixed Deposit out of the Account and creating security thereon in favour of ICICI Bank in the manner required by them for availing the Facility(ies).

Table C

Sr. No.	Name of the Official
1.	NOT APPLICABLE

Copies of the foregoing Resolutions certified to be true copies by the Chairman/ Managing Director/ Secretary of the Company be furnished to ICICI Bank and it be requested to act thereon.

RESOLUTION BY CIRCULATION No. 6/2025-26:

TO CONSIDER AND APPROVE AVAILING OF BUSINESS CARD FROM ICICI BANK LIMITED.

RESOLVED THAT

1. The Company accepts to avail the Facility offered by ICICI Bank upto a maximum exposure limit of Rs. 2,000,000 (Rs. Twenty Lakhs only) in line with its existing norms but not exceeding Rs. 2,000,000 (Rs. Twenty Lakhs only).
2. The Company acknowledges and agrees that the aggregate of the credit limit on the cards issued under the Facility

may exceed the maximum exposure limit granted to the Company under the Facility. The Company further acknowledges and agrees that at no point of time shall the aggregate utilization on the cards under the Facility exceed the maximum exposure limit granted to the Company under the Facility.

3. The Company understands that the credit limit sanctioned by ICICI Bank will be as per the policy of ICICI Bank for the aforesaid Facility. ICICI Bank, after completing the required checks and measures for the issuance and sanction of the credit limit, will communicate such credit limits to the Company.

4. The Company acknowledges it may reject the sanctioned limits and convey the same to ICICI Bank in writing within 30 days. The Company agrees, if the said card issued under the Facility has been utilized or rejection of the terms of the Facility has not been conveyed to ICICI Bank in writing within 30 days, it will be considered as acceptance of the Facility by the Company. The Company acknowledges that it will be liable to pay the levied fees on the issued card irrespective of their acceptance or rejection of the card. The Company also understands that this communication shall not be construed as giving rise to any binding obligation on the part of ICICI Bank.

5. The Company understands that it shall be subject to the terms and conditions governing the Facility as laid down by ICICI Bank from time to time. The said Program shall also be subject to the terms of the agreements or documents to be executed in relation thereto.

6. The below mentioned officials of the Company are hereby individually/jointly/severally authorized to accept, finalize and execute the respective application form/s and the terms and conditions with regard to the Facility, on behalf of the Company. We hereby authorize ICICI Bank to issue BCCL to these authorized officials. In addition, the said officials are hereby also authorized to instruct ICICI Bank the names of such officials of the Company to whom a BCCL bearing his/her name may need to be issued, from time to time and to accept and execute the signatures of such appointed officials to business card charge slips and/or any deeds, documents and other writings as and when necessary. The specimen signatures of the authorized persons are appended below:

A) Mr. Pankaj Samani, Managing Director

7. The common seal/ rubber stamp of the Company be affixed to the stamped original copies of the application forms, in the presence of the authorized persons.

8. A certified true copy of the foregoing resolution be submitted to ICICI Bank and they be requested to act thereupon.

RESOLUTION BY CIRCULATION No. 7/2025-26:

TO TAKE NOTE OF RESIGNATION OF MR. SALIL SRIRAM SHETTY 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. Salil Sriram Shetty (DIN: 07424136) from the position of Independent Director of the Company, with effect from December 1, 2025, as submitted via resignation letter dated December 1, 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. Salil Sriram Shetty during his tenure as an Independent Director of the Company.

RESOLVED FURTHER THAT the resignation of Mr. Salil Sriram Shetty 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. 8/2025-26:

APPROVAL OF THE RE-CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE OF THE BOARD OF DIRECTORS OF THE COMPANY.

“**RESOLVED THAT**, in accordance with the provisions of section 178 of the Companies Act, 2013 and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the composition of the Nomination and Remuneration Committee of the Board of Directors be and is hereby re-constituted as follows with effect from January 15, 2026:

Sr. No.	Name of Member	Designation	Category
1	Samarjeetsinh Vikramsinh Ghatge	Chairperson	Independent Director
2	Ruchika Mehta	Member	Independent Director
3	Kaushal Shah	Member	Non-Independent Director

RESOLVED FURTHER THAT except the aforesaid changes in the composition of Nomination and Remuneration committee, other terms remains as it is.”

Agenda item no. 6:

a) To review performance of the Company for the quarter ended December 31, 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 December 31, 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 December 31, 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 December 31, 2025.

Mr. Deepak Shinde, the Chairman of the Audit Committee to state that the said financial results for the quarter ended December 31, 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 December 31, 2025. The Board to take note of the same.

Thereafter, the draft unaudited Financial Results for the quarter ended December 31, 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 December 31, 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 December 31, 2025, be and is hereby taken on record:

RESOLVED THAT the Consolidated Unaudited Financial Results of the Company for the quarter ended December 31, 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 December 31, 2025 be and is hereby taken on record:

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 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 quarter ended December 31, 2025 as below mentioned, be and is hereby taken on record:

(Extract of Results table to be inserted here)”

Agenda item no. 7:

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 note that at its meeting held on August 14, 2025, the Board had, inter alia, approved the raising of funds by way of a Rights Issue of equity shares for an amount not exceeding ₹50 crores (Rupees Fifty Crore Only) and had also reconstituted the Rights Issue Committee to evaluate and undertake the proposed Rights Issue of the Company.

In continuation thereof, the Board is now requested to consider and approve the proposal for raising of funds by way of a Rights Issue of equity shares of the Company for an amount not exceeding ₹125 crore (Rupees One Hundred and Twenty Five Crore Only), in accordance with the provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules, and regulations.

The Rights Issue shall be undertaken subject to receipt of such approvals, observations, and consents from the stock exchanges, SEBI, and other regulatory authorities, as may be required, and shall be implemented in compliance with applicable regulatory requirements.

The Board is further requested to delegate and reaffirm the powers of the Rights Issue Committee, as constituted on August 14, 2025 to finalize, approve, and implement the Rights Issue, including determination of the issue size, issue price, rights entitlement ratio, record date, issue schedule, renunciation, appointment of intermediaries, approval and filing of offer documents, and all related matters, subject to applicable regulatory approvals.

The board is requested to approve the right issue and if thought fit, pass the following Board resolution:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules, and regulations, the Board of Directors hereby approves the raising of funds by way of a Rights Issue of equity shares of the Company for an amount not exceeding ₹125 crore (Rupees One Hundred and Twenty Five Crore Only).

RESOLVED FURTHER THAT the Board hereby reconstitutes the Rights Issue Committee with immediate effect, comprising the following directors:

- Mr. Pankaj Ramesh Samani – Chairman of the Committee (Managing Director)
- Mr. Kaushal Uttam Shah – Member of the Committee (Non-Executive Director)
- Mr. Nitin Neminath Patil – Member of the Committee (Non-Executive Director)

RESOLVED FURTHER THAT the Board hereby delegates and reaffirms the authority of the Rights Issue Committee, as constituted on August 14, 2025, to finalise, approve, and implement the Rights Issue, including determination of the issue size, issue price, rights entitlement ratio, record date, issue opening and closing dates, renunciation, appointment of intermediaries, approval of draft and final offer documents, and to obtain such approvals, observations, and consents from stock exchanges, SEBI, and other regulatory authorities as may be required.

RESOLVED FURTHER THAT the Rights Issue Committee be and is hereby authorised to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to the aforesaid Rights Issue, including execution and filing of all documents, applications, forms, and returns with statutory and regulatory authorities.”

Agenda item no. 8:

To discuss the matter for opening Escrow Account.

The Board is requested to take note that for the purpose of issuing shares to existing shareholders on rights basis it is proposed to open Escrow Bank Account.

The Board to discuss the same and may pass the following resolution:

RESOLVED THAT

1. Mr. Pankaj Samani, Managing Director (DIN: 06799990) and Mr. Ebrahim Nimuchwala, Company Secretary & Compliance Officer of the Company be authorised severally to sign and execute Escrow Agreement and do all acts and deeds as may require by ICICI Bank in connection with the Escrow Agreement for the public issue of “Rights Shares”
2. Escrow account in the name and style of “**GTT Data Solutions Limited RIGHTS Issue Allotment Account**” be opened with ICICI Bank Limited (“ICICI Bank”) at Nariman Point Branch and Refund Account in the name and style of “**GTT Data Solutions Limited Rights Issue Refund Account**” be opened with ICICI Bank Limited (“ICICI Bank”) at Andheri West Branch and ----- and ----- be authorized severally to sign and deliver necessary Application Forms and other Documents therefore and do all acts and deeds as may required by ICICI Bank in connection with opening / activating the Account AND that the Company do accept the terms and conditions applicable for the Current Account as may be contained in the Application Forms and displayed on the website www.icicibank.com ("Website") or any other terms and conditions as may be notified by ICICI Bank from time to time in connection with the provision of products and services offered in respect of the Current Account.
3. **RESOLVED FURTHER THAT** specimen signatures of the aforesaid signatories be furnished to the said bank.
4. **RESOLVED FURTHER THAT** both Company Secretary and/or the statutory auditors of the Company be and are hereby severally authorised to furnish a copy of the resolution certified as true to ICICI Bank. And that a copy of any resolution of the Board if purporting to be certified as correct by either the Company Secretary or the statutory auditors of the Company shall, as between ICICI Bank and the Company, be conclusive evidence of the passing of the resolution so certified.
5. And that this resolution be communicated to ICICI Bank and shall remain in force until notice in writing of its withdrawal, or cancellation is given to ICICI Bank by the Company and accepted by ICICI Bank.
6. Certified that the above is a correct copy of the resolution passed on by the Board of Directors of and that it has been entered in the usual course of business in the minutes book of the company and signed therein by the ~~Chairman of the meeting/company and is in accordance with the Memorandum and Articles of Association of the Company~~ any one Director of the Company and/or Company Secretary of the Company.

Agenda item no. 9:

To take note of status of complaints received under Whistleblower policy.

Explanatory Note/Draft Resolution(s):

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

Agenda item no. 10:

To take note of the Minutes of unlisted subsidiary companies and the list of significant transactions undertaken by them for the quarter ended December 31, 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 December 31, 2025.

Agenda item no. 11:

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. 12:

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 December 31, 2025.

Explanatory Note/Draft Resolution(s):

Mr. Ebrahim Nimuchwala to state that the monthly certificates of compliance for the quarter ended December 31, 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 December 31, 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 October 2025 to 31 st December 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. 13:

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 December 31, 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 December 31, 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 January 27, 2026.

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 January 27, 2026, for the quarter ended December 31, 2025 and as circulated to the Board.”

Agenda item no. 14:

To take on record the Integrated Filing (Governance) for the quarter ended December 31, 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 December 31, 2025 as submitted to the stock exchange on January 16, 2026 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 January 16, 2026, for the quarter ended December 31, 2025 and as circulated to the Board.”

Agenda item no. 15:

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