



MIHEN HALANI & ASSOCIATES

Practicing Company Secretaries

312, Kalpataru Avenue CHS LTD, Opp. Employees State Insurance Scheme Hospital, Akurli Road, Kandivali (East), Mumbai - 400 101, Tel No.: 022 4516 5109 Email: mihenhalani@mha-cs.com

CONSOLIDATED SCRUTINIZER'S REPORT

To,

The Chairman,

GTT Data Solutions Limited

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on voting through electronic means in terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 for Extra-Ordinary General Meeting ("EOGM/ the meeting") of the members of GTT Data Solutions Limited ("the Company") held on Thursday, February 12, 2026 at 9:00 A.M. IST through Video Conferencing ("VC") or Other Audio Visual Means (OAVM).

We, M/s. Mihen Halani & Associates, Practicing Company Secretaries appointed by the Board of Directors of the Company as Scrutinizer to scrutinize the e-voting process in accordance with section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and General Circular No. 14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023 ("MCA Circulars") and Circular No. 03/2025 dated September 22, 2025, Circular No. 09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 SEBI Circular No. SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023, and SEBI/ HO/CFD/CFD/-PoD-2/P/CIR/2023/167 dated October 07, 2023 ("SEBI Circulars"), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), for EOGM of the Company held through Video Conferencing ("VC").

1. As confirmed by the Company, the notice of EOGM was sent through electronic mode to those members whose email addresses were registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant(s).
2. The members of the Company as on cut-off date i.e. **Friday, February 06, 2026** were entitled to vote on the resolutions (as set out in the notice of EOGM of the Company).

3. The Company had availed the e-voting facility provided by Central Depository Services (India) Limited (CDSL). The remote e-voting period commenced on Monday, February 09, 2026 at 09:00 AM IST and ended on Wednesday, February 11, 2026 at 05:00 PM IST (both days inclusive) (“remote e-voting period”).
4. The Company had also availed e-voting facility provided by CDSL to the members present at the EOGM through VC and who had not cast their vote during the said remote e-voting period.
5. Post conclusion of the meeting, the votes cast during the remote e-voting period and during the meeting were unblocked in the presence of two witnesses, Ms. Maitri Dharod and Ms. Janhavi Kulkarni who are not in the employment of the Company and counted thereafter. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Ms. Maitri Dharod SD/- Signature	Name: Ms. Janhavi Kulkarni SD/- Signature
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6. On the basis of the votes exercised by the members of the Company by way of remote e-voting and e-voting at the EOGM, we have issued the Combined Scrutiniser’s Report dated February 16, 2026.
7. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or DP ID / Client ID of the members, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company. Hence, there is no requirement of maintaining the list of shares with differential voting rights.
8. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of the EOGM of the Company. Our responsibility as the scrutinizer for the remote e-voting / e-voting process is restricted to make a Scrutinizer Report of the vote cast in favour / against the resolutions stated above, based on the reports generated from the e-voting system provided by the CDSL, the authorized agency to provide e-voting facilities, engaged by the Company for the purpose.
9. The details containing, *inter alia*, list of equity shareholders, who voted “For” or “Against” each of the resolutions put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com/> and based on such reports generated, the result of the combined / consolidated e-voting is as under;

Sr. No.	Particulars of Resolution as given in the Notice of EOGM	Particulars of Votes Cast				Result Declared
		Members Voting				
		No. of members voted	No. of votes cast by them	% of total no. of votes cast		
SPECIAL BUSINESS						
1.	Increase the Authorised Share Capital of the Company and to make consequent alteration in Clause V of the Memorandum of Association	Votes Cast in favour	49	24987560	97.50	The resolution passed as an Ordinary Resolution
		Votes Cast against	1	2	0.01	
		*Votes Cast invalid	-	6,40,000	2.49	
		Total	50	25627562	100	
2.	Increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under Section 186 of the Companies Act, 2013	Votes Cast in favour	49	24987560	97.50	The resolution passed as a Special Resolution
		Votes Cast against	1	2	0.01	
		*Votes Cast invalid	-	6,40,000	2.49	
		Total	50	25627562	100	
3.	Acquisition of 1,63,35,593 Equity Shares of Antworks Solutions India Private Limited (ASIPL), and Approval of Related Party Transaction with Sangli Miraj Commercial Ventures Private Limited & Ebrahim Saifuddin Nimuchwala.	Votes Cast in favour	42	1633296	99.99	The resolution passed as a Special Resolution
		Votes Cast against	1	2	0.01	
		Votes Cast invalid	-	-	-	
		Total	43	1633298	100	
4.	Acquisition of 10,000 Equity Shares of M/s Insurants AI Limited ("IAL").	Votes Cast in favour	49	24987560	97.50	The resolution passed as a Special Resolution
		Votes Cast against	1	2	0.01	
		*Votes Cast invalid	-	6,40,000	2.49	
		Total	50	25627562	100	
5.	Preferential Issue of equity shares for consideration other than cash to certain selling shareholders of Antworks Solutions India Private Limited (ASIPL)	Votes Cast in favour	49	24987560	97.50	The resolution passed as a Special Resolution
		Votes Cast against	1	2	0.01	
		*Votes Cast invalid	-	6,40,000	2.49	
		Total	50	25627562	100	
6.	Preferential Issue of equity shares for consideration other than cash to certain selling shareholders of Insurants AI Limited.	Votes Cast in favour	49	24987560	97.50	The resolution passed as a Special Resolution
		Votes Cast against	1	2	0.01	
		*Votes Cast invalid	-	6,40,000	2.49	
		Total	50	25627562	100	



7.	Appointment of Mr. Hamad Jabor Jassim Al-Thani (DIN 11473252) as Non-Executive Non-Independent Director of the company	Votes Cast in favour	49	24987560	97.50	The resolution passed as an Ordinary Resolution
		Votes Cast against	1	2	0.01	
		*Votes Cast invalid	-	6,40,000	2.49	
		Total	50	25627562	100	
8.	Appointment of Mr. Deepak Abasaheb Shinde (DIN 00288460) as Non-Executive Independent Director	Votes Cast in favour	49	24987560	97.50	The resolution passed as a Special Resolution
		Votes Cast against	1	2	0.01	
		*Votes Cast invalid	-	6,40,000	2.49	
		Total	50	25627562	100	

***Note: Promoter group had transferred 3,30,000 Equity shares and 4,30,000 Equity shares respectively out of total 14,00,000 shares to be transferred to various parties through off-market transactions during the period from June 2025 to November 2025.**

However, due to technical difficulties, the pending shares (6,40,000) have not yet been credited to the respective transferee accounts. As a result, the said shares are still reflecting in the demat accounts of the aforementioned Promoters as on the record date. However, disclosures regarding these transfers were made by the respective individual promoters.

Votes were inadvertently cast on these shares, as they were still reflecting in the demat account as of the cut off date. Consequently, in compliance with applicable regulations and to ensure fair and accurate voting, a proportionate number of shares corresponding to the pending transfers have been excluded from the total votes polled and from the votes cast in favour of the resolution.

This adjustment has been made to reflect the true and fair voting position, avoiding any undue influence arising from shares that were no longer under the beneficial ownership of the Promoters at the time of voting.

Based on the above results of both remote e-voting and e-voting during the meeting, we hereby report that all the above eight (8) resolutions have been duly passed by the members of the Company with the requisite majority.

Notes:

- 1. The percentages are rounded off to the nearest decimals.**
- 2. No. of votes cast does not include no. of votes abstained & invalid votes.**
- 3. No. of shareholders are not grouped on the basis of PAN.**

**For Mihen Halani & Associates
(Practicing Company Secretaries)**

**Date: 16-02-2026
Place: Mumbai
UDIN: F009926G003943878**

**Mihen Halani
(Proprietor)
FCS No: 9926
CP No: 12015**

**Counter Signed by: Mr. Ebrahim Nimuchwala
For GTT Data Solutions Limited**

Company Secretary & Compliance Officer