NOTICE

NOTICE is hereby given that the 40th Annual General Meeting ("AGM / Meeting") of GTT Data Solutions Limited (formerly known as Cinerad Communications Limited) ("Company") will be held on Saturday, September 12, 2026 at 5.00 p.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2026, and the reports of the Board of Directors and Auditors thereon.

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2026, and the reports of the Auditors thereon.

3. To appoint a Director in place of Mr. Kaushal Uttam Shah (DIN: 02175130), who retires by rotation and being eligible, offers himself for re-appointment.

4. **Appointment of M/s. N A M M & Associates, Chartered Accountants (FRN: 037143C), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of the outgoing Statutory Auditors and for appointment for a fresh term of five consecutive years.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, and pursuant to the recommendation of the Board of Directors, of M/s. N A M M & Associates, Chartered Accountants (FRN: 037143C), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of the outgoing Statutory Auditors M/s. Mehta & Mehta, Chartered Accountants (FRN: 016513C), and to hold office until the conclusion of this 40th Annual General Meeting of the Company, at such remuneration as shall be fixed by the Board of Directors.

"**RESOLVED FURTHER THAT** pursuant to the provisions of Section 139(1) read with Section 139(2) and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the recommendation of the Board of Directors, M/s. N A M M & Associates (Firm Registration No. 037143C), Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company for a fresh term of five consecutive years, to hold office from the conclusion of this 40th Annual General Meeting until the conclusion of the 45th Annual General Meeting of the Company, at such remuneration as shall be fixed by the Board of Directors in consultation with the Statutory Auditors."

RESOLVED FURTHER THAT Mr. Pankaj Samani (DIN: 06799990), Managing Director and/or Mr. Ebrahim Nimuchwala, Company Secretary and Compliance Officer, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution, including filing of Form ADT-1 with the Registrar of Companies."

SPECIAL BUSINESS:

5. **Approval for re-designation of Dr. Ganesh Natarajan (DIN: 00176393) from Whole-time Director to Non-Executive Non-Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 196, 197 and other applicable provisions of the Companies Act, 2013, and in compliance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including Regulation 17, and based on the recommendation of the Nomination and Remuneration Committee, the consent of the Members be and is hereby accorded for re-designation of Dr. Ganesh Natarajan (DIN: 00176393) from Whole-time Director to Non-Executive Non-Independent Director of the Company, with effect from July 1, 2026.

RESOLVED FURTHER THAT consequent to the aforesaid re-designation, Dr. Ganesh Natarajan shall cease to hold office as Whole-time Director with effect from close of business hours on June 30, 2026 and shall continue as Non-Executive Non-Independent Director liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Pankaj Samani (DIN: 06799990), Managing Director and/or Mr. Ebrahim Nimuchwala, Company Secretary and Compliance Officer, be and are hereby severally authorized to file the necessary e-forms with the Registrar of Companies, intimate the Stock Exchange(s) and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

6. **Rescission of the Special Resolution passed for acquisition of equity shares of Antworks Solutions India Private Limited and approval of related party transactions.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT the Special Resolution passed by the Members at the Extraordinary General Meeting held on February 12, 2026 under Item No. 3 (acquisition of 1,63,35,593 equity shares of Antworks Solutions India Private Limited and approval of related party transaction with Sangli-Miraj Commercial Ventures Private Limited and Ebrahim Saifuddin Nimuchwala) be and is hereby rescinded in its entirety, owing to the re-negotiation and restructuring of the proposed acquisition.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution, including making necessary intimations to the Stock Exchange(s)."

7. **Rescission of the Special Resolution passed for preferential issue of equity shares for consideration other than cash to certain selling shareholders of Antworks Solutions India Private Limited.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT the Special Resolution passed by the Members at the Extraordinary General Meeting held on February 12, 2026 under Item No. 5 (preferential issue of equity shares for consideration other than cash to selling shareholders of Antworks Solutions India Private Limited) be and is hereby rescinded in its entirety, owing to the re-negotiation and restructuring of the existing transaction terms.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

8. **Approval for acquisition of equity shares of Antworks Solutions India Private Limited and approval of related party transaction with Sangli-Miraj Commercial Ventures Private Limited & Ebrahim Saifuddin Nimuchwala & Govind Paliwal.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 179, 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 Members of the Company be and is hereby accorded for the acquisition of 77,54,506 equity shares i.e. 47.47% of equity shareholding in M/s **Antworks Solutions India Private Limited (ASIPL)** for a total purchase consideration of ₹ 37,99,70,794/- (Rupees Thirty-Seven Crores Ninety-Nine Lakhs Seventy Thousand Seven Hundred and Ninety-Four Only).

RESOLVED FURTHER THAT in consideration of the above acquisition, the consent of the Members be and is hereby accorded for the issuance and allotment of up to 77,54,506 fully paid-up equity shares of the Company having a face value of ₹10/- each at a price of ₹ 49/- (Rupees Forty Nine Only) per equity share, including a premium of ₹ 39/- per share, to the shareholders of ASIPL by way of share swap, thereby discharging the entire purchase consideration for the acquisition of 47.47% of equity shares of ASIPL.

RESOLVED FURTHER THAT in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable provisions, including any amendment(s), modification(s), or reenactment(s) thereof for the time being in force, and in terms of the Company's Policy on Related Party Transactions, the consent of the members of the Company be and is hereby accorded to enter into a material related party transaction, with Sangli-Miraj Commercial Ventures Private Limited & Ebrahim Saifuddin Nimuchwala & Govind Paliwal, shareholders of ASIPL, being related parties as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for the acquisition of 4,03,948 (Four Lakhs Three Thousand Nine Hundred and Forty Eight) equity shares of ASIPL, for an amount not exceeding ₹1,97,93,452/- (Rupees One Crore Ninety Seven Lakhs Ninety Three Thousand Four Hundred and Fifty Two Only) on such terms and conditions as may be mutually agreed upon between the Company and the related party, for a consideration based on a fair valuation determined by an independent valuer, and such consideration to be discharged by way of share swap, on such terms and conditions as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT Mr. Pankaj Samani (DIN: 06799990), Managing Director and/or any Director and the Company Secretary be and are hereby authorized to execute the Share Swap Agreement and all related documents and to do all such acts, deeds and things as may be necessary to give effect to this resolution 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."

9. **Rescission of the Special Resolution passed for acquisition of equity shares of Insurants AI Limited.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT the Special Resolution passed by the Members at the Extraordinary General Meeting held on February 12, 2026 under Item No. 4 (acquisition of 10,000 equity shares of Insurants AI Limited) be and is hereby rescinded in its entirety, owing to the re-negotiation and restructuring of the proposed acquisition.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

10. Rescission of the Special Resolution passed for preferential issue of equity shares for consideration other than cash to certain selling shareholders of Insurants AI Limited.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT the Special Resolution passed by the Members at the Extraordinary General Meeting held on February 12, 2026 under Item No. 6 (preferential issue of equity shares for consideration other than cash to selling shareholders of Insurants AI Limited) be and is hereby rescinded in its entirety, owing to the re-negotiation and restructuring of the existing transaction terms.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

11. Approval for investment by way of acquisition of equity shares of Insurants AI Limited and approval of related party transaction with Mr. Hamad Jabor J J Al Thani

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 179(3)(e), 179(3)(j), 186 and other applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Overseas Investment) Rules and Regulations, 2022, and subject to all approvals, permissions and sanctions as may be required, the consent of the Members be and is hereby accorded to the Board of Directors to invest by way of acquisition of of 4895 equity shares i.e. 48.95% of equity shareholding in M/s **Insurants AI Limited ("IAL")** for a total purchase consideration of ₹ 9,33,03,595/- (Rupees Nine Crores Thirty-Three Lakhs Three Thousand Five Hundred and Ninety-Five Only) at a price of ₹ 19,061/- per equity share ("Purchase Consideration").

RESOLVED FURTHER THAT in consideration of the above acquisition, the consent of the Members be and is hereby accorded for the issuance and allotment of up to 19,04,155 (Nineteen Lakhs Four Thousand One Hundred and Fifty-Five) fully paid-up equity shares of the Company having a face value of ₹ 10/- (Rupees Ten Only) each at a price of ₹ 49/- (Rupees Forty-Nine Only) per equity share, including a premium of ₹ 39/- per share to the shareholders of IAL by way of share swap, thereby discharging the entire purchase consideration for the acquisition of 48.95% of equity shares of IAL.

RESOLVED FURTHER THAT in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable provisions, including any amendment(s), modification(s), or reenactment(s) thereof for the time being in force, and in terms of the Company's Policy on Related Party Transactions, the consent of the members of the Company be and is hereby accorded to enter into a material related party transaction, with Mr. Hamad Jabor J J Al Thani, shareholder of IAL, being related parties as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for the acquisition of 2238 (Two Thousand Two Hundred and Thirty Eight) equity shares of IAL, for an amount not exceeding ₹4,26,58,518/- (Rupees Four Crores Twenty Six Lakhs Fifty Eight Thousand Five Hundred and Eighteen Only) on such terms and conditions as may be mutually agreed upon between the Company and the related party, for a consideration based on a fair valuation determined by an independent valuer, and such consideration to be discharged by way of share swap, on such terms and conditions as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT Mr. Pankaj Samani (DIN: 06799990), Managing Director and/or any Director and the Company Secretary be and are hereby authorized to execute the Share Swap Agreement and all related documents and to do all such acts, deeds and things as may be necessary to give effect to this resolution 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."

12. **Approval for investment by way of acquisition of equity shares / ownership interest of M/s. STRATIS Management and IT Consulting Limited Liability Company (STRATIS Vezetői és Informatikai Tanácsadó Kft., Hungary) ("STRATIS"):**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 179(3)(e), 179(3)(j), 186 and other applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Overseas Investment) Rules and Regulations, 2022, and subject to all approvals, permissions and sanctions as may be required, the consent of the Members be and is hereby accorded to the Board of Directors to acquire 100% of the equity share capital of **STRATIS Management and IT Consulting Limited Liability Company (STRATIS Vezetői és Informatikai Tanácsadó Kft., Hungary) ("STRATIS"** on the following terms and conditions:

(a) To acquire **10,380 equity shares**, representing **10% of the total equity share capital** of STRATIS, for a purchase consideration of **₹ 10,42,67,100/- (Rupees Ten Crores Forty-Two Lakhs Sixty-Seven Thousand One Hundred Only)** at a price of **₹10,045 per equity share**, to be discharged **by way of consideration other than cash**, i.e., **through a share swap** by issue and allotment of 21,27,900 (Twenty-One Lakhs Twenty-Seven Thousand Nine Hundred) **fully paid-up equity shares** of **₹10/- each** of **GTT Data Solutions Limited** at an issue price of **₹49/- per equity share** , including a premium of ₹ 39/- per share to the shareholders of STRATIS and

(b) To acquire the balance **93,420 equity shares** of STRATIS, representing 90% of the total equity share capital, **for a cash consideration** payable by the GTT Data Solutions Limited or a wholly owned subsidiary of the Company, whether incorporated in India or abroad, in tranches, for a purchase consideration of up to **Euro 9 million (EUR 9,000,000) in exchange for their shareholding**.

RESOLVED FURTHER THAT Mr. Pankaj Samani (DIN: 06799990), Managing Director and/or any Director and the Company Secretary be and are hereby authorized to execute the Share Swap Agreement and all related documents and to do all such acts, deeds and things as may be necessary to give effect to this resolution 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."

13. **Preferential Issue of equity shares for consideration other than cash to certain selling shareholders Antworks Solutions India Private Limited**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant the provisions of Section 23, 42, 62 (1)(c) , 186 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")**, and in accordance with 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended **("SEBI Listing Regulations")**, and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 **(the "SEBI SAST Regulations"),** as amended from time to time, the equity listing agreement entered by the Company with the BSE Limited **("BSE")** (the **"Stock Exchange"**) on which the Equity Shares of the Company having face value of Rs. 10/- each **("Equity Share")** are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs **("MCA")**, the Reserve Bank of India **("RBI")**, the Securities and Exchange Board of India **("SEBI")** and/or any other competent authorities (hereinafter referred to as **"Applicable Regulatory Authorities"**) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association **("MOA")** and Articles of Association of the Company **("AOA")**, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company **("Members")** be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, up to 77,54,506 (Seventy-Seven Lakhs Fifty-Four Thousand Five Hundred and Six) fully paid-up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each **("Antworks-Swap Shares"),** at a price of ₹ 49**/- (**Rupees Forty Nine Only**)** per equity share, including a premium of ₹ **39/- (Rupees Thirty Nine Only)** per share **("Antworks-Swap Shares Issue Price")**, aggregating to amount not exceeding ₹ 37,99,70,794/- (Rupees Thirty-Seven Crores Ninety-Nine Lakhs Seventy Thousand Seven Hundred and Ninety-Four Only) for **("Antworks' Issue Size")**, which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, to the proposed allottees of the Company, being shareholder of ASIPL, for consideration other than cash being payment to be made towards the acquisition of 77,54,506 equity shares representing 47.47% of the equity shareholding of the Antworks Solutions India Private Limited **("Antworks/AISPL")** (hereinafter referred to as **"Antworks Swap of Shares"**) as listed in the table below, on a preferential issue basis **("Antworks Preferential Issue")** 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 in accordance with the SEBI ICDR Regulations and other applicable laws;

Sr. no	Name of Proposed Allottees - ASIPL	Category	No. of Shares of company proposed to be allotted for the acquisition of ASIPL Shares Private Limited	No. of Shares of ASIPL Shares to be acquired
1	Avinash Hariom Gupta	Non-Promoter	66,670	66,670
2	Muneesh Darshan Chadda	Non-Promoter	1,17,332	1,17,332
3	Shivani Muneesh Chadda	Non-Promoter	29,332	29,332
4	Kavita Hemant Aswani	Non-Promoter	58,668	58,668
5	Padarsh Pharmaceuticals Private Limited	Non-Promoter	34,668	34,668
6	Acing Languages LLP	Non-Promoter	17,332	17,332
7	Manojkumar Maroti Rane	Non-Promoter	22,668	22,668

8	Chadda & Chadda	Non-Promoter	34,668	34,668
9	Rasila Mahendra Vora	Non-Promoter	1,10,000	1,10,000
10	Charmi Nagda	Non-Promoter	46,668	46,668
11	Nikunj Pradip Nagda	Non-Promoter	46,668	46,668
12	Jayshree Niraj Shah	Non-Promoter	96,000	96,000
13	Chandan	Non-Promoter	28,000	28,000
14	Kavita K Vora	Non-Promoter	73,332	73,332
15	Amit Pravinkumar Masharu	Non-Promoter	1,46,668	1,46,668
16	Subramanian Muthukumar	Non-Promoter	1,46,668	1,46,668
17	Heer Vikramkumar Shah	Non-Promoter	55,000	55,000
18	Hem Vikramkumar Shah	Non-Promoter	55,000	55,000
19	Hrishikesh Narendra Barhate	Non-Promoter	5,33,336	5,33,336
20	Pournima Barhate	Non-Promoter	4,00,000	4,00,000
21	Umesh Vilas Patil	Non-Promoter	2,20,000	2,20,000
22	Prasanna Sanjeev Joshi	Non-Promoter	2,86,000	2,86,000
23	Chetan Rajendra Kulkarni	Non-Promoter	1,468	1,468
24	G D Chitale Ventures LLP	Non-Promoter	1,05,332	1,05,332
25	Nuevo Landmark Realty Llp	Non-Promoter	6,29,804	6,29,804
26	Sangli-Miraj Commercial Ventures Pvt Ltd	Promoter Group	3,78,612	3,78,612
27	Grishma Sanket Samani	Non-Promoter	2,20,000	2,20,000
28	Devayani Shrikant Rasane	Non-Promoter	2,00,000	2,00,000
29	Devdutt Ashit Parikh	Non-Promoter	5,99,985	5,99,985
30	Srikumar Kumar	Senior Management personnel	6,66,668	6,66,668
31	Venkatesh N Iyer	Non-Promoter	33,336	33,336
32	Rekha Rajshekara Dixit	Non-Promoter	28,668	28,668
33	Venkata Udaya K Kottakota	Non-Promoter	26,668	26,668
34	H Ananda Padmanabhan	Non-Promoter	26,668	26,668
35	Kumar Subramanian	Non-Promoter	26,668	26,668
36	Shekar Kothimbakkam	Non-Promoter	16,000	16,000
37	V Balaji Ramakrishnan	Non-Promoter	16,000	16,000
38	Govind Paliwal	KMP	14,668	14,668
39	Soumen Chakrabarty	Non-Promoter	13,336	13,336
40	Subir Sen	Non-Promoter	13,336	13,336
41	Ravi Prakash Gupta	Non-Promoter	13,336	13,336
42	Srinivasrikanta	Non-Promoter	13,336	13,336
43	Ebrahim S Nimuchwala	KMP	10,668	10,668
44	Naveen Kumar K	Non-Promoter	8,000	8,000
45	N S Sriram	Non-Promoter	8,000	8,000
46	S Prem Anand	Non-Promoter	7,336	7,336
47	Seema Raghunath	Non-Promoter	6,668	6,668
48	Thangadurai S	Non-Promoter	6,668	6,668
49	Ravichandran	Non-Promoter	6,668	6,668

50	Omkar Divakar Joshi	Non-Promoter	6,668	6,668
51	Amit Gordhan Limbasia	Non-Promoter	6,668	6,668
52	Josmin Jose	Non-Promoter	5,336	5,336
53	Jagtap Ashvini Vishnu	Non-Promoter	4,000	4,000
54	Tushar Deoram Khairnar	Non-Promoter	4,000	4,000
55	Marne Tushar Kisan	Non-Promoter	4,000	4,000
56	M A Rajesh	Non-Promoter	3,600	3,600
57	Rakesh Sarjerao Wagh	Non-Promoter	2,668	2,668
58	Sumer Charles Aanand	Non-Promoter	2,668	2,668
59	Raj Harlborn Thiyagarajan	Non-Promoter	2,668	2,668
60	Pramod Prabhakar Pange	Non-Promoter	2,668	2,668
61	Ganesh Lala Avaghade	Non-Promoter	1,800	1,800
62	Nitin Vishnu Sutar	Non-Promoter	1,800	1,800
63	Ravindra P Nigdikar	Non-Promoter	1,668	1,668
64	Amruta Chetan Deshpande	Non-Promoter	1,600	1,600
65	Paresh Jayantilal Gudhka	Non-Promoter	1,336	1,336
66	M Srinu	Non-Promoter	1,336	1,336
67	Sarathraj S	Non-Promoter	1,336	1,336
68	K Geetha	Non-Promoter	1,336	1,336
69	Navjyot Prakash Chitnis	Non-Promoter	1,336	1,336
70	Sapte Rupesh Vijay	Non-Promoter	1,336	1,336
71	Vinayak P Dhamankar	Non-Promoter	1,336	1,336
72	Onkar Shriprasad Risbud	Non-Promoter	1,336	1,336
73	Guinea Agrawal	Non-Promoter	1,336	1,336
74	Sathyanarayanan D	Non-Promoter	1,000	1,000
75	Rajdoot Subhash Herlekar	Non-Promoter	1,000	1,000
76	Kedar Vivekanand Kulkarni	Non-Promoter	1,000	1,000
77	Priyanka Vijay Nikam	Non-Promoter	1,000	1,000
78	Nikita Sunil Pokharna	Non-Promoter	1,000	1,000
79	Ritesh Bhimgonda Patil	Non-Promoter	936	936
80	Shreya Raju Shinde	Non-Promoter	936	936
81	Swapnil Prakash Mane	Non-Promoter	936	936
82	Sanchay Prashant Diwan	Non-Promoter	836	836
83	Om Yashwant Gaikwad	Non-Promoter	836	836
84	Joshi Pratik Pramod	Non-Promoter	736	736
85	Jasmine Jennifer Amalraj	Non-Promoter	668	668
86	Jeevanandham	Non-Promoter	668	668
87	Aswini S	Non-Promoter	668	668
88	Prasad Ganesh Mendhe	Non-Promoter	668	668
89	Deshbhushan Vijay Digambare	Non-Promoter	668	668
90	Priya	Non-Promoter	668	668
91	Aprajita Hardaya	Non-Promoter	668	668
92	Priyanka Basu	Non-Promoter	668	668
93	Riju Harikumar	Non-Promoter	668	668

94	Vidya Dattatraya Bhokse	Non-Promoter	1,336	1,336
95	Arati Suryaji Satre	Non-Promoter	536	536
96	Sharwari Ravindra Godsay	Non-Promoter	400	400
97	Mansing Deepak Shinde	Non-Promoter	3,33,593	3,33,593
98	Sanjana J Patwardhan	Non-Promoter	1,33,335	1,33,335
99	Kulkarni Amol Ganesh	Non-Promoter	1,33,333	1,33,333
100	Mehul Jitendra Dekhtawala	Non-Promoter	1,00,000	1,00,000
101	Raksha Mithil Jhanwar	Non-Promoter	66,667	66,667
102	Aarchit Maheshkumar Jhanwar	Non-Promoter	66,666	66,666
103	Pratyush Yogesh Goyal	Non-Promoter	56,000	56,000
104	Shilpa Ashish Chheda	Non-Promoter	66,667	66,667
105	Amit Kirtilal Shah (HUF)	Non-Promoter	66,667	66,667
106	Jadhav Dhanaji Dattatray	Non-Promoter	7,33,333	7,33,333
107	Purshottam Gopal Laddha	Non-Promoter	26,667	26,667
108	Lalit Prakash Pophale	Non-Promoter	26,667	26,667
109	Jadhav Savita Dinesh	Non-Promoter	20,000	20,000
110	Pooja Yogesh Goyal	Non-Promoter	46,667	46,667
111	Revati Santosh Doke	Non-Promoter	40,000	40,000
112	Mohite Shivaji Namdevrao	Non-Promoter	16,666	16,666
113	Ganesh Namdevrao Mohite	Non-Promoter	16,667	16,667
		Total Shares	**77,54,506**	**77,54,506**

RESOLVED FURTHER THAT the 'relevant date' for the purpose of determination of the floor price for issue of the Antworks-Swap Shares under the Antworks Preferential Issue, as above, in accordance with the Regulation 161 of Chapter V of the SEBI ICDR Regulations to be fixed as Thursday, August 13, 2026 **("Relevant Date")**, which is 30 day prior to the proposed date on which the meeting viz. this Annual General Meeting of members of the Company is proposed to be held to consider and approve the Antworks Preferential Issue.

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

a. The Antworks-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 Antworks-Swap Shares Issue Price is determined in accordance with the provisions of Regulation 164 of the SEBI ICDR Regulations;

c. The Antworks-Swap Shares shall be allotted by the Company to the Antworks Proposed Allottees 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 Antworks-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 Equity Shares so offered and issued to the Antworks Proposed Allottees, are being issued for consideration other than cash against the swap of shares, being the acquisition of 47.47% of equity share capital of Antworks Solutions India Private Limited from the Antworks Proposed Allottees for non-cash consideration and the transfer of such equity shares to the Company will constitute the consideration for the Equity Shares to be issued by the Company to the Antworks Proposed Allottees pursuant to this resolution; and

e. The Antworks-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;

f. The pre-preferential shareholding, if any, of the Antworks Proposed Allottees shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations; and

g. The Antworks-Swap Shares to be allotted to the Antworks Proposed Allottees 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 issued by M/s Mihen Halani & Associates, Company Secretaries certifying, inter alia, that the preferential issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record and will be available for inspection by the members by accessing the website of the Company at https://gttdata.ai/wp-content/uploads/2026/08/PCS-Certificate-under-regulation-163.pdf under Investor tab.

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 Antworks Proposed Allottees in Form PAS-5 and the Company be and is hereby authorized to make an offer to the Antworks Proposed Allottees 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 Antworks Preferential Issue 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 Antworks-Swap Shares under the Antworks 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 Antworks-Swap Shares to be allotted to the Antworks Proposed Allottees 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 Antworks-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 Antworks-Swap Shares, (f) listing of Antworks-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."

14. **Preferential Issue of equity shares for consideration other than cash to certain selling shareholders of Insurants AI Limited.**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant the provisions of Section 23, 42, 62 (1)(c) , 186 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")**, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated **("FEMA")**, and rules, circulars, notifications, regulations and guidelines issued under FEMA, 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended **("SEBI Listing Regulations")**, and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 **(the "SEBI SAST Regulations"),** as amended from time to time, the equity listing agreement entered by the Company with the BSE Limited **("BSE")** (the **"Stock Exchange"**) on which the Equity Shares of the Company having face value of Rs. 10/- each **("Equity Share")** are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs **("MCA")**, the Reserve Bank of India **("RBI")**, the Securities and Exchange Board of India **("SEBI")** and/or any other competent authorities (hereinafter referred to as **"Applicable Regulatory Authorities"**) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association **("MOA")** and Articles of Association of the Company **("AOA")**, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company **("Members")** be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, up to **19,04,155 (Nineteen Lakhs Four Thousand One Hundred Fifty Five)** fully paid-up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each **("Insurants-Swap Shares"),** at a price of₹ 49/- (Rupees Forty Nine Only) including a premium of ₹ **39/- (Rupees Thirty Nine Only)** per share **("Insurants-Swap Shares Issue Price")**, aggregating to amount not exceeding Rs. 9,33,03,595/- (Rupees Nine Crores Thirty-Three Lakhs Three Thousand Five Hundred and Ninety-Five Only)) **("Insurants's Issue Size")**, which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, to the proposed allottees, being shareholders of IAL, who are neither promoter(s) nor belong to the promoter Group of the Company, for consideration other than cash being payment to be made towards the acquisition of 4,895 shares representing 48.95% of the equity shareholding of the Insurants AI Limited **("Insurants")** (hereinafter referred to as **"Insurants Swap of Shares"**) as listed in the table below, on a preferential issue basis **("Insurants Preferential Issue")** on such terms and conditions and in such manner as the Board may think fit in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws;

Sr. No.	Name of Proposed Allottees ("Insurants 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 acquired
1	Hamad Jabor J J Al Thani	Non-Promoter	870,582	2238
2	Michael John Hobday	Non-Promoter	217,451	559
3	EHO LLC	Non-Promoter	816,122	2098
		Total	**19,04,155**	**4,895**

RESOLVED FURTHER THAT the 'relevant date' for the purpose of determination of the floor price for issue of the Insurants-Swap Shares under the Insurants Preferential Issue, as above, in accordance with the Regulation 161 of Chapter V of the SEBI ICDR Regulations to be fixed as Thursday, August 13, 2026 **("Relevant Date")**, which is 30 day prior to the proposed date on which the meeting viz. this Annual General Meeting of members of the Company is proposed to be held to consider and approve the Insurants Preferential Issue.

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

a. The Insurants-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 Insurants-Swap Shares Issue Price is determined in accordance with the provisions of Regulation 164 of the SEBI ICDR Regulations;

c. The Insurants-Swap Shares shall be allotted by the Company to the Insurants Proposed Allottees 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 Insurants-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 Equity Shares so offered and issued to the Insurants Proposed Allottees, are being issued for consideration other than cash against the swap of shares, being the acquisition of 48.95% of share capital of Insurants from the Insurants Proposed Allottees for non-cash consideration and the transfer of such equity shares to the Company will constitute the consideration for the Equity Shares to be issued by the Company to the Insurants Proposed Allottees pursuant to this resolution; and

e. The Insurants-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;

f. The pre-preferential shareholding, if any, of the Insurants Proposed Allottees shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations; and

g. The Insurants-Swap Shares to be allotted to the Insurants Proposed Allottees 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 issued by M/s Mihen Halani & Associates, Company Secretaries certifying, inter alia, that the preferential issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record and will be available for inspection by the members by accessing the website of the Company https://gttdata.ai/wp-content/uploads/2026/08/PCS-Certificate-under-regulation-163.pdf under Investor tab.

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 Insurants Proposed Allottees in Form PAS-5 and the Company be and is hereby authorized to make an offer to the Insurants Proposed Allottees 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 Insurants Preferential Issue 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 Insurants-Swap Shares under the Insurants 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 Insurants-Swap Shares to be allotted to the Insurants Proposed Allottees 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 Insurants-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 Insurants-Swap Shares, (f) listing of Insurants-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."

15. **Preferential Issue of equity shares for consideration other than cash to certain selling shareholders of M/s. STRATIS Management and IT Consulting Limited Liability Company (STRATIS Vezetői és Informatikai Tanácsadó Kft., Hungary) ("STRATIS")**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant the provisions of Section 23, 42, 62 (1)(c) , 186 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")**, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated **("FEMA")**, and rules, circulars, notifications, regulations and guidelines issued under FEMA, 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended **("SEBI Listing Regulations")**, and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 **(the "SEBI SAST Regulations"),** as amended from time to time, the equity listing agreement entered by the Company with the BSE Limited **("BSE")** (the **"Stock Exchange"**) on which the Equity Shares of the Company having face value of Rs. 10/- each **("Equity Share")** are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs **("MCA")**, the Reserve Bank of India **("RBI")**, the Securities and Exchange Board of India **("SEBI")** and/or any other competent authorities (hereinafter referred to as **"Applicable Regulatory Authorities"**) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association **("MOA")** and Articles of Association of the Company **("AOA")**, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company **("Members")** be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, up to **21,27,900 (Twenty One Lakhs Twenty Seven Thousand Nine Hundred)** fully paid-up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each **("Stratis-Swap Shares"),** at a price of₹ 49**/- (**Rupees Forty Nine Only**)** including a premium of ₹ **39/- (Rupees Thirty Nine Only)** per share **("Stratis-Swap Shares Issue Price")**, aggregating to amount not exceeding Rs.

10,42,67,100/- (Rupees Ten Crores Forty-Two Lakhs Sixty-Seven Thousand One Hundred Only), **("Stratis Issue Size")**, which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, to the proposed allottees, being shareholders of STRATIS, who are neither promoter(s) nor belong to the promoter Group of the Company, for consideration other than cash being payment to be made towards the acquisition of 10,380 shares representing 10% of the equity shareholding of the **M/s. STRATIS Management and IT Consulting Limited Liability Company (STRATIS Vezetői és Informatikai Tanácsadó Kft., Hungary) ("Stratis")** (hereinafter referred to as **"Stratis Swap of Shares"**) as listed in the table below, on a preferential issue basis **("Stratis Preferential Issue")** on such terms and conditions and in such manner as the Board may think fit in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws;

Sr. no	Name of Proposed Allottees	Category	No. of Shares of GTT Data Solutions Limited proposed to be allotted for the acquisition of STRATIS Shares	No. of Shares of STRATIS proposed to be acquired
1	Biro Zoltan	Non-Promoter	5,88,350	2,870
2	Bendek Peter	Non-Promoter	4,73,755	2,311
3	Lencse Zoltan Laszlo	Non-Promoter	3,91,755	1,911
4	Gero Peter	Non-Promoter	3,14,675	1,535
5	Torok Peter	Non-Promoter	1,88,190	918
6	Zombory Anett	Non-Promoter	94,095	459
7	Nanai Szucs Peter	Non-Promoter	77,080	376
		TOTAL	**21,27,900**	**10,380**

RESOLVED FURTHER THAT the 'relevant date' for the purpose of determination of the floor price for issue of the Stratis -Swap Shares under the Stratis Preferential Issue, as above, in accordance with the Regulation 161 of Chapter V of the SEBI ICDR Regulations to be fixed as Thursday, August 13, 2026 **("Relevant Date")**, which is 30 day prior to the proposed date on which the meeting viz. this Annual General Meeting of members of the Company is proposed to be held to consider and approve the Stratis Preferential Issue.

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

a. The Stratis -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 Stratis-Swap Shares Issue Price is determined in accordance with the provisions of Regulation 164 of the SEBI ICDR Regulations;

c. The Stratis-Swap Shares shall be allotted by the Company to the Stratis Proposed Allottees 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 Stratis-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 Equity Shares so offered and issued to the Stratis Proposed Allottees, are being issued for consideration other than cash against the swap of shares, being the acquisition of 10% of share capital of Stratis from the Stratis Proposed Allottees for non-cash consideration and the transfer of such equity shares to the Company will constitute the consideration for the Equity Shares to be issued by the Company to the Stratis Proposed Allottees pursuant to this resolution; and

e. The Stratis-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;

f. The pre-preferential shareholding, if any, of the Stratis Proposed Allottees shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations; and

g. The Stratis-Swap Shares to be allotted to the Stratis Proposed Allottees 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 issued by M/s Mihen Halani & Associates, Company Secretaries, certifying, inter alia, that the preferential issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record and will be available for inspection by the members by accessing the website of the Company at https://gttdata.ai/wp-content/uploads/2026/08/PCS-Certificate-under-regulation-163.pdf under Investor tab.

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 Stratis Proposed Allottees in Form PAS-5 and the Company be and is hereby authorized to make an offer to the Stratis Proposed Allottees 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 Stratis Preferential Issue 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 Stratis -Swap Shares under the Stratis 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 Stratis -Swap Shares to be allotted to the Stratis Proposed Allottees 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 Stratis-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 Stratis-Swap Shares, (f) listing of Stratis-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."

By order of the Board of
GTT Data Solutions Limited
(formerly known as Cinerad Communications Limited)

Sd/-

Ebrahim Nimuchwala
Company Secretary & Compliance Officer
Place: Pune
Date: August 21, 2026
CIN: L62099PN1986PLC249493
Regd. Office: 1143 Samani Compound, C.T.S No. 1143, North Shivaji Nagar, Timber Area, Sangli, Miraj, Maharashtra, India, 416416
Website: www.gttdata.ai E-mail: compliance@gttdata.ai

Notes:

1. Pursuant to the circular no. 03/2025 dated September 22, 2025 and Circular No. 09/2024 dated September 19, 2024, read with circular no(s). 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and other relevant circulars, issued by the Ministry of Corporate Affairs (MCA) ***("MCA Circulars")*** and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), the AGM of the Company shall be conducted through VC/OAVM.

2. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) ***("the Act")***, Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ***('SEBI Listing Regulations')*** (as amended) and MCA Circular dated September 25, 2023 read with other applicable Circulars issued by MCA in this regard, the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged Central Depository Services (India) Limited (CDSL) as the authorized e-voting service provider, for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM ('Venue Voting') will be provided by CDSL.

3. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 4 to 15 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 3 & 5 pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment and confirming the re-designation at this AGM are also annexed.

4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice. However, pursuant to the Section(s) 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

5. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to M/s. Kirti Sharma & Associates, Practicing Company Secretary (kirti.sharma2593@yahoo.com) with a copy marked to www.evotingindia.com. Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

6. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.gttdata.ai. The Notice can also be accessed from the websites of the stock exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-voting facility) i.e.www.evotingindia.com.

7. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with clarification / guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. 1143 Samani Compound, C.T.S No. 1143, North Shivaji Nagar, Timber Area. Sangli, Miraj, Maharashtra, India, 416416 which shall be the venue of the AGM. Since the AGM will be held through VC / OAVM, the route map for the Venue of the Meeting is not annexed in this Notice.

8. As per the MCA Circulars, the Notice calling AGM will not be sent in physical form. The AGM Notice will be sent in electronic mode to those Members who have registered their e-mail ID either with the Company or the Registrar & Share Transfer Agent (R&STA) or their respective Depository Participants.

9. The Members can join the AGM through VC/OAVM, 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the AGM Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis.

   This will however not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditors, who are allowed to attend the AGM without restriction on account of first come first served basis.

10. Those shareholders who have not registered their e-mail ID are requested to register or update their e-mail ID with their Depositories Participants (in case shares are held in Dematerialized form) /R&STA (in case shares are held in physical form).

11. The Institutional shareholders are requested and encouraged to attend and vote at the AGM of the Company.

12. No physical attendance is allowed at the AGM. The attendance of the Members attending the AGM through VC/OAVM shall only be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

13. All documents referred to in the accompanying AGM Notice and the explanatory statement as well as other documents as required under the provisions of the Companies Act, 2013 are open for inspection through electronic mode on all working days, except Saturdays, Sundays and holidays, between 11:00 am to 01:00 pm upto the date of this AGM.

14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

15. In case of joint holders attending the Meeting, only such joint holder whose name is registered as first holder will be entitled to vote through Remote e-voting or e-voting at AGM.

16. The Scrutinizer shall submit his report to the Chairman of the Meeting or any person authorised by him in writing. The result declared along with the Scrutinizer's Report will be submitted to BSE Limited and will be placed on the Company's website at www.gttdata.ai and on the website of CDSL at www.evotingindia.com, as well as displayed on the notice board at the Registered Office and Corporate Office of the Company, within the prescribed time.

17. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants (DPs).

18. In accordance with the proviso to Regulation 40(1) of the SEBI Listing Regulations, transfer of securities of the company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are requested to have their shares dematerialized.

INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

i. The remote e-voting period begins on Wednesday, September 9, 2026, at 9.00 A.M. (IST) and ends on Friday, September 11, 2026, at 5.00 P.M. (IST). During this period, shareholders of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date i.e. Saturday, September 5, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access eVoting facility.

iv. Pursuant to abovementioned SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit www.cdslindia.com and click on Login icon and select New System Myeasi Tab.

	2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also link provided to access the system of e-voting Service Provider i.e. CDSL, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com and click on Login icon and select New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of the respective e-voting Service Provider, i.e. CDSL
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name – GTT Data Solutions Limited or e-voting service provider name - CDSL and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name – GTT Data Solutions Limited or e-voting service provider name - CDSL

	and you will be redirected to CDSL's website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in Demat mode) login through their **Depository Participants**	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-Voting feature. Click on company name i.e. GTT Data Solutions Limited or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual Meeting & voting during the Meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login Type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or Toll Free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or Toll-Free No. 022-4886 7000 and 022-2499 7000

v. Login method for e-Voting and joining virtual meeting for Physical Shareholders and Shareholders other than Individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

vi. After entering these details appropriately, click on "SUBMIT" tab.

vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix. Click on the EVSN 260814007 for GTT Data Solutions Limited.

x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xv. If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi. There is also an optional provision to upload Board Resolution/ Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.

xvii. **Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. compliance@gttdata.ai, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & E-Voting on the day of the AGM is same as per the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops/iPad for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance at-least 7 days prior to AGM mentioning their name, Demat account number/folio number, email id, mobile number at compliance@gttdata.ai. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to AGM mentioning their name, Demat account number/folio number, email id, mobile number at compliance@gttdata.ai. These queries will be replied to by the Company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the AGM through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the AGM is available only to the shareholders attending the AGM.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders	Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at compliance@gttdata.ai. and RTA at nichetechpl@nichetechpl.com.
2. For Demat shareholders	Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL eVoting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800 22 55 33. All grievances connected with the facility for e-Voting may be addressed to:

Mr. Rakesh Dalvi
Senior Manager
Central Depository Services (India) Limited
A Wing, 25th Floor
Marathon Futurex, Mafatlal Mill Compounds
N M Joshi Marg, Lower Parel (East)
Mumbai - 400013
E-mail - helpdesk.evoting@cdslindia.com
Toll Free No. – 1800 22 55 33

OTHER INFORMATION:

A. Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. Saturday, September 5, 2026), shall be entitled to cast their vote either through remote e-voting or through venue voting through VC/OAVM at the AGM, as the case may be. Any person who is not a member as on the cutoff date should treat this Notice for information purposes only.

B. The remote e-voting period begins on Wednesday, September 9, 2026, at 9.00 A.M. (IST) and ends on Friday, September 11, 2026, at 5.00 P.M. (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter.

C. The Members who have cast their vote by remote E-voting may also attend and participate in the proceedings of the AGM through VC/OAVM but shall not be entitled to cast their votes again.

D. The shareholders can opt for only one mode of voting i.e. remote e-voting or venue voting through VC/OAVM at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting through VC/OAVM at AGM will not be considered.

E. The Board of Directors has appointed M/s. Kirti Sharma & Associates, Practicing Company Secretary as Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner and to submit report thereon.

F. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.gttdata.ai and on the website of CDSL at www.evotingindia.com immediately and on the Notice Board of the Company at its registered office after the result is declared. The Voting Results along with Scrutinizer's Report will also be submitted to the stock exchange i.e. BSE Limited.

G. The Members holding equity shares in physical form are requested to intimate to the nichetechpl@nichetechpl.com, regarding change of address, if any, at the earliest, quoting their registered folio number. Change of address in respect of shares held in dematerialized form is required to be intimated to the concerned Depository Participant.

H. Members holding shares in more than one folio in identical order of names are requested to write to R&STA enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.

I. Members are also requested to kindly update their PAN and Bank Account details with the R&STA / Depository Participants, as the case may be, for better investor related services and processing of claims w.r.t. unclaimed dividend amount, if any, lying with the Company. Shareholders are requested to visit the website at www.gttdata.ai for details.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 4 (Ordinary Business):

Appointment of Statutory Auditor to fill casual vacancy under Section 139(8) of the Companies Act, 2013:

The Statutory Auditors of the Company resigned from their office with effective from close of business hours on August 13, 2026. Pursuant to Section 140(2) of the Companies Act, 2013, the outgoing Statutory Auditors are required to file Form ADT-3 with the Registrar of Companies within 30 days of resignation.

The casual vacancy has been filled by the Board of Directors at its meeting held on August 13, 2026, by appointing M/s. N A M M & Associates (Firm Registration No. 037143C), Chartered Accountants, as Statutory Auditors. M/s. N A M M & Associates has given its consent and confirmed satisfaction of criteria specified under Section 141 of the Companies Act, 2013.

In accordance with Section 139(8), where a casual vacancy is caused by resignation, the appointment shall also be approved by the company at a general meeting convened within three months of the Board recommendation. Accordingly, the appointment is placed before the Members for approval. None of the Directors or KMP are concerned or interested in passing this resolution.

In addition to ratifying the appointment under Section 139(8), it is further proposed to appoint M/s. N A M M & Associates as Statutory Auditors of the Company for a fresh term of five consecutive years from the conclusion of this 40th Annual General Meeting until the conclusion of the 45th Annual General Meeting, pursuant to Section 139(1) of the Companies Act, 2013. M/s. N A M M & Associates has given its written consent to act as Statutory Auditors, and has provided a certificate confirming that their appointment would be in accordance with the provisions of Sections 139 and 141 of the Companies Act, 2013 and rules made thereunder, and that they are not disqualified from being appointed as auditors within the meaning of the said Act.

The Board of Directors recommends the resolution set out at Item No. 4 (Ordinary Business) for consideration and approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing this resolution, except to the extent of their shareholding in the Company, if any.

Item No. 5 (Special Business):

Re-designation of Dr. Ganesh Natarajan (DIN: 00176393) as Non-Executive Non-Independent Director:

Mr. Ganesh Natarajan was serving as Executive Chairman (Whole-time Director) of the Company. The Board of Directors, at its meeting held on May 26, 2026, based on the recommendation of the Nomination and Remuneration Committee, approved the re-designation of Dr. Ganesh Natarajan from Whole-time Director to Non-Executive Non-Independent Director of the Company with effect from July 1, 2026, subject to Members' approval.

Consequent to the re-designation, Dr. Ganesh Natarajan ceased to draw remuneration as Whole-time Director from July 1, 2026 and is entitled to receive sitting fees and/or commission as may be approved by the Board in accordance with applicable provisions of the Companies Act, 2013 and SEBI LODR Regulations. Mr. Ganesh Natarajan is not disqualified from holding office as Director under Section 164 of the Companies Act, 2013.

The Board of Directors recommends the resolution set out at Item No. 5 (Special Business) for consideration and approval of the Members.

Dr. Ganesh Natarajan is interested in this resolution to the extent of his re-designation. No other Director, Key Managerial Personnel or their relatives are concerned or interested in passing this resolution.

Item No. 6 (Special Business):

Rescission of Special Resolution for acquisition of Antworks Solutions India Private Limited:

The Members, at the Extraordinary General Meeting held on February 12, 2026, passed a Special Resolution (Item No. 3) approving acquisition of 1,63,35,593 equity shares of Antworks Solutions India Private Limited (ASIPL) and the related party transaction with Sangli-Miraj Commercial Ventures Private Limited and Ebrahim Saifuddin Nimuchwala. Subsequent to such approval, the terms of the proposed acquisition have been re-negotiated and substantially restructured, necessitating rescission of the earlier resolution before fresh approval (Item No. 8) is sought.

The Board at its meeting held on August 13, 2026 approved the rescission. This resolution involves no financial outlay and is procedurally necessary under applicable law.

The Board of Directors recommends the resolution set out at Item No. 6 (Special Business) for consideration and approval of the Members.

Except for Ebrahim Saifuddin Nimuchwala and Sangli-Miraj Commercial Ventures Private Limited and their promoters, none of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding in the company, if any.

Item No. 7 (Special Business):

Rescission of Special Resolution for preferential issue to shareholders of Antworks Solutions India Private Limited:

The Members, at the Extraordinary General Meeting held on February 12, 2026, passed a Special Resolution (Item No. 5) approving preferential issue of equity shares for consideration other than cash to selling shareholders of ASIPL. Following re-negotiation of transaction structure and revised share swap terms, the Board at its meeting on August 13, 2026 resolved to rescind the said resolution before fresh approval is sought under Item No. 12.

The Board of Directors recommends the resolution set out at Item No. 7 (Special Business) for consideration and approval of the Members.

Except for Ebrahim Saifuddin Nimuchwala and Sangli-Miraj Commercial Ventures Private Limited and their promoters, none of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding in the company, if any.

Item No. 8 (Special Business):

Approval for acquisition of equity shares of Antworks Solutions India Private Limited and approval of related party transaction with Sangli-Miraj Commercial Ventures Private Limited & Ebrahim Saifuddin Nimuchwala & Govind Paliwal.

The Company proposes to acquire 77,54,506 (Seventy Seven Lakhs Fifty Four Thousand Five Hundred and Six) equity shares of **M/s Antworks Solutions India Private Limited** ("ASIPL") representing 47.47% of its equity shareholding to strengthen its technology and services portfolio. The total purchase consideration for this acquisition is ₹ 37,99,70,794/- (Rupees Thirty-Seven Crores Ninety-Nine Lakhs Seventy Thousand Seven Hundred and Ninety- Four Only),at a price of ₹ 49/- (Rupees Forty Nine Only) per equity share. In consideration of this acquisition, the Company intends to issue and allot up to 77,54,506 (Seventy Seven Lakhs Fifty Four Thousand Five Hundred and Six) fully paid-up equity shares of the Company, having a face value of ₹ 10/- (Rupees Ten Only) each at a price of ₹ 49 (Rupees Forty Nine Only) per equity share (including a premium of ₹ 39/- per share), to the shareholders of ASIPL by way of share swap. This issuance will discharge the entire purchase consideration for the acquisition of 47.47% of ASIPL.

The proposed acquisitions are strategic initiatives aimed at strengthening GTT Data's AI-driven automation and Intelligent Document Processing (IDP) capabilities, creating cross-selling opportunities, expanding its business operations, and enhancing its market position. The acquisitions will support the Company's long-term growth in advanced automation solutions. The Board of Directors believes that these acquisitions align with the Company's growth strategy and are in the best interests of the Company and its shareholders.

Since certain shareholders of ASIPL, namely Sangli-Miraj Commercial Ventures Private Limited, Ebrahim Saifuddin Nimuchwala and Govind Paliwal, are related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI LODR Regulations, the transaction with such shareholders constitutes a material related party transaction requiring Members' approval under Regulation 23(4) of the SEBI LODR Regulations. The Audit Committee has reviewed and approved the related party transaction.

The aforesaid transaction is proposed to be undertaken on an arm's length basis and in compliance with the Company's Policy on Related Party Transactions, as well as the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The details of the transaction, as required under Regulation 23(4) of the SEBI Listing Regulations read with Section III-B of the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are set forth below:

Sr. No	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	a. Sangli-Miraj Commercial Ventures Private Limited; (Promoter Group) b. Ebrahim Saifuddin Nimuchwala, Key Managerial Personnel of the Company; and c. Govind Paliwal, Key Managerial Personnel of the Company Sangli-Miraj Commercial Ventures Private Limited is a promoter / promoter group entity of the Company. The other proposed allottees comprise (a) Ebrahim Saifuddin Nimuchwala, Key Managerial Personnel and (b) Govind Paliwal, Key Managerial Personnel of the Company, all of whom are related parties as defined under Regulation 2(1)(zb) of the

		SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said related party holds equity shares in Antworks Solutions India Private Limited, and is proposed to receive equity shares of the Company pursuant to the preferential issue, towards discharge of consideration for acquisition of such shares.
1	Type, material term, value and particulars of the proposed transaction.	The Company has agreed to acquire equity shares from the existing shareholders of Antworks Solutions India Private Limited ("ASIPL"). Three investors, namely Sangli-Miraj Commercial Ventures Private Limited -378,612 of AISPL; Govind Paliwal – 14,668 shares of AISPL; Ebrahim Saifuddin Nimuchwala -holding 10,668 Shares of AISPL, are a related party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The consideration payable to the said related party, shall not exceed to ₹1,97,93,452/-, which shall be discharged by way of issuance and allotment of equity shares of the Company on a preferential basis, in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time. Accordingly, the Company proposes to issue and allot 4,03,948 equity shares of face value ₹10/- each at an issue price of ₹49 per equity share. (Sangli-Miraj Commercial Ventures Private Limited - 378,612 shares; Govind Paliwal – 14,668 shares; Ebrahim Saifuddin Nimuchwala 10,668 Shares) The aforesaid transaction is proposed to be undertaken on an arm's length basis and in compliance with the Company's Policy on Related Party Transactions, as well as the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.
3	Tenure of the proposed transaction	Not applicable. The allotment of the shares of the Company for discharge of consideration for the acquisition by way of swap, will be completed within 15 days from: (i) the requisite shareholders approval in relation to the Preferential Issue, or (ii) receipt of the regulatory

<table>
<tr><td></td><td></td><td>approval of the Stock Exchanges for issuance of the Subscription Shares), whichever is later.</td></tr>
<tr><td>4</td><td>The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)</td><td><table><tr><td>Turnover FY 2024-25</td><td>1,612.84 lakhs</td></tr><tr><td>Amount of proposed transaction</td><td>197.93 Lakhs</td></tr><tr><td>% of turnover</td><td>Approx 12.27%</td></tr></table></td></tr>
<tr><td>5.</td><td>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:

i) details of the source of funds in connection with the proposed transaction; where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;
ii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and
iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT</td><td>The non cash consideration for the proposed transaction will be discharged by issuance and allotment of Equity shares of the company, on a preferential basis in terms of SEBI ICDR Regulation</td></tr>
<tr><td>6.</td><td>Justification as to why the RPT is in the interest of the listed entity</td><td>As explained in the explanatory statement to the notice under Item no 13.</td></tr>
</table>

7.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	The company has availed valuation report issued by a Registered Valuer, Experity Advisors LLP, IBBI Registered Valuer- Securities and Financial Assets, Registered Valuer (IBBI Registration No.: IBBI/RVE/06/2020/119) as required under SEBI ICDR Regulations
8.	Any other information that may be relevant	All relevant information forms part of the statement setting the material facts pursuant to Section 102 of the Companies Act, 2013. Prior approval of the members is being sought in terms of Regulation 23(4) of the SEBI Listing Regulations. All related parties shall abstain from voting on the resolution.

The Board of Directors recommends the resolution set out at Item No. 8 (Special Business) for consideration and approval of the Members.

Except for Ebrahim Saifuddin Nimuchwala, Govind Paliwal and Sangli-Miraj Commercial Ventures Private Limited and their promoters, none of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding in the company, if any.

Item No. 9 (Special Business):

Rescission of the Special Resolution passed for acquisition of equity shares of Insurants AI Limited.

The Members, at the Extraordinary General Meeting held on February 12, 2026, passed a Special Resolution (Item No. 4) approving acquisition of 10,000 equity shares of Insurants AI Limited. Following re-negotiation of transaction terms, the Board at its meeting on August 13, 2026 resolved to rescind the said resolution before fresh approval (Item No. 11) is sought. This resolution involves no financial outlay.

The Board of Directors recommends the resolution set out at Item No. 9 (Special Business) for consideration and approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing this resolution, except to the extent of their shareholding in the Company, if any.

Item No. 10 (Special Business):

Rescission of the Special Resolution passed for preferential issue of equity shares for consideration other than cash to certain selling shareholders of Insurants AI Limited.

The Members, at the Extraordinary General Meeting held on February 12, 2026, passed a Special Resolution (Item No. 6) approving preferential issue of equity shares for consideration other than cash to selling shareholders of Insurants AI Limited. Following re-negotiation of transaction terms, the Board at its meeting on August 13, 2026 resolved to rescind the said resolution before fresh approval is sought under Item No. 11.

The Board of Directors recommends the resolution set out at Item No. 10 (Special Business) for consideration and approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing this resolution, except to the extent of their shareholding in the Company, if any.

Item No. 11 (Special Business):

Approval for investment by way of acquisition of equity shares of Insurants AI Limited and approval of related party transaction with Mr. Hamad Jabor J J Al Thani

The Company proposes to acquire 4,895 (Four Thousand Eight Hundred Ninety Five) equity shares of M/s **Insurants AI Limited** ("IAL"), representing 48.95% of its equity shareholding. The total purchase consideration for this acquisition is ₹ 9,33,03,595/- (Rupees Nine Crores Thirty-Three Lakhs Three Thousand Five Hundred and Ninety-Five Only), at a price of ₹ 19,061/- (Rupees Nineteen Thousand Sixty One Only) per equity share. In consideration of this acquisition, the Company intends to issue and allot up to 19,04,155 (Nineteen Lakhs Four Thousand One Hundred and Fifty-Five) fully paid-up equity shares of the Company, having a face value of ₹ 10/- (Rupees Ten Only) each at a price of ₹ 49 (Rupees Forty Nine Only) per equity share (including a premium of ₹ 39/- per share), to the shareholders of IAL by way of share swap. This issuance will discharge the entire purchase consideration for the acquisition of 48.95% of IAL.

M/s **Insurants AI Limited** ("IAL"), was incorporated in the United Kingdom and engaged in artificial intelligence solutions for the insurance sector. The acquisition aligns with the Company's strategy to expand its global technology portfolio.

The proposed acquisition aims to expand GTT Data's presence in the global InsurTech market, strengthen its AI-driven service capabilities, enhance sector-specific offerings, and support long-term growth in AI-enabled insurance automation solutions. The target company, incorporated in the UK, provides AI-driven solutions to the commercial insurance industry, with a focus on automating and analysing insurance documents and workflows using machine learning and generative AI. The Board of Directors believes that these acquisitions align with the Company's growth strategy and are in the best interests of the Company and its shareholders.

As the acquisition involves an overseas direct investment under FEMA, the Company shall comply with applicable RBI guidelines including mandatory reporting requirements.

Since Mr. Hamad Jabor J J Al Thani, shareholders of IAL, is related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI LODR Regulations, the transaction with such shareholders constitutes a material related party transaction requiring Members' approval under Regulation 23(4) of the SEBI LODR Regulations. The Audit Committee has reviewed and approved the related party transaction.

The aforesaid transaction is proposed to be undertaken on an arm's length basis and in compliance with the Company's Policy on Related Party Transactions, as well as the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The details of the transaction, as required under Regulation 23(4) of the SEBI Listing Regulations read with Section III-B of the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are set forth below:

Sr. No	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. Hamad Jabor J J Al Thani is a Director of the Company, who is related party as defined under Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said related party holds equity shares in Insurants AI Limited and is proposed to receive equity shares of the Company pursuant to the preferential issue, towards discharge of consideration for acquisition of such shares.
1	Type, material term, value and particulars of the proposed transaction.	The Company has agreed to acquire equity shares from the existing shareholders of **Insurants AI Limited** ("IAL"). Mr. Hamad Jabor J J Al Thani - holding 2238 Shares of IAL, is a related party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The consideration payable to the said related party, shall not exceed to ₹4,26,58,518/-, which shall be discharged by way of issuance and allotment of equity shares of the Company on a preferential basis, in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time. Accordingly, the Company proposes to issue and allot 870,582 equity shares of face value ₹10/- each at an issue price of ₹49 per equity share. The aforesaid transaction is proposed to be undertaken on an arm's length basis and in compliance with the Company's Policy on Related Party Transactions, as well as the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.
3	Tenure of the proposed transaction	Not applicable. The allotment of the shares of the Company for discharge of consideration for the acquisition by way of swap, will be completed within 15 days from: (i) the requisite shareholders approval in relation to the Preferential Issue, or (ii) receipt of the regulatory

		approval of the Stock Exchanges for issuance of the Subscription Shares), whichever is later.
4	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Turnover FY 2024-25: 1,612.84 lakhs Amount of proposed transaction: 426.58 Lakhs % of turnover: Approx 26.45%
5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: j) details of the source of funds in connection with the proposed transaction; where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; ii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	The non cash consideration for the proposed transaction will be discharged by issuance and allotment of Equity shares of the company, on a preferential basis in terms of SEBI ICDR Regulation
6.	Justification as to why the RPT is in the interest of the listed entity	As explained in the explanatory statement to the notice under Item no 14.

7.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	The company has availed valuation report issued by a Registered Valuer, Experity Advisors LLP, IBBI Registered Valuer- Securities and Financial Assets, Registered Valuer (IBBI Registration No.: IBBI/RVE/06/2020/119) as required under SEBI ICDR Regulations
8.	Any other information that may be relevant	All relevant information forms part of the statement setting the material facts pursuant to Section 102 of the Companies Act, 2013. Prior approval of the members is being sought in terms of Regulation 23(4) of the SEBI Listing Regulations. All related parties shall abstain from voting on the resolution.

The Board of Directors recommends the resolution set out at Item No. 11 (Special Business) for consideration and approval of the Members.

Except for Mr. Hamad Jabor J J Al Thani, none of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding in the company, if

Item No. 12 (Special Business):

Approval for investment by way of acquisition of equity shares / ownership interest of M/s. STRATIS Management and IT Consulting Limited Liability Company (STRATIS Vezetői és Informatikai Tanácsadó Kft., Hungary) ("STRATIS"):

The Company proposes to acquire :

(a) 10,380 (Ten Thousand Three Hundred and Eighty) equity shares of M/s **STRATIS Management and IT Consulting Limited Liability Company (STRATIS Vezetőiés Informatikai Tanácsadó Kft., Hungary) ("STRATIS"),** representing 10% of its equity shareholding. The total purchase consideration for this acquisition is 10,42,67,100/- (Rupees Ten Crores Forty-Two Lakhs Sixty-Seven Thousand One Hundred Only), at a price of ₹ 10,045/- (Rupees Ten Thousand Forty Five Only) per equity share. In consideration of this acquisition, the Company intends to issue and allot up to 21,27,900 (Twenty-One Lakhs Twenty-Seven Thousand Nine Hundred) fully paid-up equity shares of the Company, having a face value of ₹ 10/- (Rupees Ten Only) each at a price of ₹ 49 (Rupees Forty Nine Only) per equity share (including a premium of ₹ 39/- per share), to the shareholders of STRATIS by way of share swap. This issuance will discharge the entire purchase consideration for the acquisition of 10% of STRATIS.

(b) To acquire the balance 93,420 equity shares of STRATIS, representing 90% of the total equity share capital, for a cash consideration payable by the GTT Data Solutions Limited or a wholly owned subsidiary of the Company, whether incorporated in India or abroad, in tranches, for a purchase consideration of up to Euro 9 million (EUR 9,000,000).

M/s. STRATIS Management and IT Consulting Limited Liability Company (STRATIS Vezetői és Informatikai Tanácsadó Kft., Hungary) ("STRATIS"),) (CRN: 01-09-676502), having its registered address at 1037 Budapest, Montevideo utca 8., Hungary, engaged in IT consulting and management advisory services. The acquisition aligns with the Company's international expansion strategy.

The proposed acquisitions is aimed to establish an EU-based delivery and client-facing presence and strengthen GTT Data's European consulting capabilities. The acquisition will bring STRATIS's established client base across key sectors, including energy, telecommunications, banking, insurance, public transport and government, along with expertise in IT consultancy, business intelligence, data warehousing and digital transformation. It aligns with GTT Data's core IT and digital transformation business and is expected to enable cross-selling, provide nearshore delivery capabilities and support the Company's European expansion strategy. The Board of Directors believes that these acquisitions align with the Company's growth strategy and are in the best interests of the Company and its shareholders.

As the acquisition involves an overseas direct investment under FEMA, the Company shall comply with applicable RBI guidelines including mandatory reporting requirements.

The Board of Directors recommends the resolution set out at Item No. 12 (Special Business) for consideration and approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing this resolution, except to the extent of their shareholding in the Company, if any.

Item No. 13 (Special Business):

Preferential Issue of equity shares for consideration other than cash to certain selling shareholders of Antworks Solutions India Private Limited (ASIPL).

The Board of Directors of the Company in their meeting held on Thursday, August 13, 2026, had approved the preferential issue of 77,54,506 fully paid-up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each, at a price of ₹ 49/- (Rupees Forty Nine Only) per equity share, including a premium of ₹ **39/- (Rupees Thirty Nine Only)** per share **("Antworks-Swap Shares Issue Price")**, to certain selling shareholders of Antworks Solutions India Private Limited **("Antworks/ASIPL")** being the Proposed Allottees **("Antworks Proposed Allottees")** for a consideration other than cash, which is not less than the price determined under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 on a preferential basis **("Antworks Preferential Issue")**.

The Antworks Preferential Issue is to discharge the Company's obligations towards purchase consideration for acquisition of 77,54,506 equity shares representing 47.47% shareholding of Antworks, being the payment towards the swap shares; and

Pursuant to the aforesaid Preferential Issue, 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 Proposed Allottees have confirmed their eligibility in terms of Regulation 159 of ICDR Regulations to subscribe to the Equity shares to be issued pursuant to the Preferential Issue.

Requisite information or details in respect of the proposed Preferential Issue of Equity shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") are as under:

a. Objects of the Issue:

The Object of the proposed issue and allotment is to discharge the purchase consideration payable to the proposed allottees, in relation to acquisition of 77,54,506 Equity shares of ₹10/- each of ASIPL, which represents 47.47% of ASIPL total equity share capital, from its existing shareholder who are the Proposed Allottees, pursuant to a share swap, in accordance with the SEBI ICDR Regulations.

Brief background and Justification:

GTT Data Solutions Limited ("**GTT**" or "**the Company**"), formerly known as Cinerad Communications Limited, is a technology solutions provider with deep expertise in data engineering, analytics, artificial intelligence, DevOps, IT service management, ERP, CRM and enterprise training services. Over the years, GTT has built strong capabilities in delivering end-to-end analytics and data-driven solutions to clients across domestic and international markets.

In line with its long-term strategic vision to evolve into a full-stack, AI-led data intelligence organisation, the Board of Directors of the Company has approved the proposal to acquire **Antworks Solutions India Private Limited ("ASIPL")** through a preferential issue of equity shares for consideration other than cash.

Strategic Rationale and Business Synergies

ASIPL is a global leader in Intelligent Document Processing (IDP) with proprietary Artificial Intelligence (AI), Machine Learning (ML) and Natural Language Processing (NLP) technologies. Its flagship platform, **CMR+**, enables their enterprise grade platform, understands and contextualises information with unrivalled accuracy and minimal intervention. Designed for flexibility, it is a low-code / no-code solution that can be-self configured by business users and processes hard-to-read, unstructured content from emails, contracts, reports, tables, images and handwriting without the need for templating, even in complex use cases.

The proposed acquisition is strategically aligned with GTT's core strengths and growth roadmap for the following reasons:

- The proposed acquisition complements the Company's existing data engineering, analytics and artificial intelligence capabilities by integrating Antworks' proprietary Intelligent Document Processing technology.
- The acquisition enables the Company to enter and scale operations in the high-growth enterprise document intelligence and automation segment.
- The integration of Antworks' low-code / no-code platform is expected to enhance the Company's ability to deliver scalable and efficient digital transformation solutions.
- The transaction is expected to result in operational and revenue synergies through cross-leveraging of technology platforms and customer relationships.

- The acquisition strengthens the Company's technology portfolio, intellectual property base and global competitive positioning in AI-led data solutions.

Rationale for Consideration Other Than Cash

The acquisition is proposed to be executed through a preferential allotment of equity shares of the Company to the shareholders of ASIPL for consideration other than cash, for the following reasons:

- It enables **optimal capital allocation** by preserving cash resources for ongoing operations and future growth initiatives.
- It aligns the interests of ASIPL's promoters and shareholders with the long-term performance and value creation of GTT, ensuring continuity of expertise and commitment.
- It facilitates a **tax-efficient and value-accretive transaction structure**, commonly adopted in strategic acquisitions within the technology sector.
- The valuation of the equity shares to be issued has been determined in accordance with applicable provisions of the Companies Act, 2013 and SEBI (ICDR) Regulations, supported by an independent valuation report.

b. **Particulars of the offer including kinds of securities offered, the total number of shares or other securities to be issued, the price at which security is being offered and amount which the Company intends to raise by way of such securities:**

The Board, in its meeting held on August 13, 2026 has approved the proposal for the creation, offer, issuance and allotment of upto 77,54,506 fully paid-up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each at a price of ₹ 49**/- (**Rupees Forty Nine Only**)** per equity share, including a premium of ₹ **39/- (Rupees Thirty Nine Only)** per share, aggregating to amount not exceeding ₹ 37,99,70,794/- (Rupees Thirty-Seven Crores Ninety-Nine Lakhs Seventy Thousand Seven Hundred and Ninety-Four Only), for consideration other than cash, which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations and the valuation report received from Registered Valuer, on a preferential basis, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

The equity shares are being allotted for consideration other than cash, to discharge the purchase consideration payable for the acquisition of the Sale Shares as mentioned above, pursuant to a share swap, in accordance with the SEBI ICDR Regulations.

c. **Basis on which the price has been arrived at and Justification of Price (including premium, if any) along with the report of the registered valuer:**

i. The Equity Shares of the Company are listed on BSE Limited and are frequently traded as on the Relevant Date and since the Equity Shares of the Company are listed on Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the price of the Equity Shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

a) 90 trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE preceding the relevant date i.e., Rs. 48.79/- per equity share;
b) 10 trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE preceding the relevant date i.e., Rs. 47.41/- per equity share;

The Floor Price of Rs. 48.79/- is determined as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Equity Shares.

ii. As required under Regulation 163 (3) of the SEBI (ICDR) Regulations, 2018, the valuation of Equity Shares of GDSL and AISPL has been done by Experity Advisors LLP, IBBI Registered Valuer-Securities and Financial Assets, Registered Valuer (IBBI Registration No.: IBBI/RVE/06/2020/119), having address at 202, Fortune House, Plot No. 17, Baner-Pashan Link Road, Baner, Pune – 411045 ("Valuation Report") being an Independent Registered Valuer to enable the companies to determine the swap ratio of Equity Shares of both the Companies vide report (the "Valuation Report"). The Valuation Report so obtained from the Independent Registered Valuer is available on the website of the Company at the following link: https://gttdata.ai/wp-content/uploads/2026/08/GTT-Data-Solution-Limited-Valuation-Report-13.08.2026.pdf under Investor tab

iii. The Articles of Association of the Company does not provide for a method of determination for issue price which results in a floor price higher than that determined under SEBI ICDR Regulations.

iv. The proposed allotment does neither result in any change in control nor any of the proposed allottee is been allotted shares that exceed five per cent of the post-issue fully diluted share capital of the Company. The Company is not required to obtain valuation report under Regulation 166A(1) of the SEBI ICDR Regulations.

v. The Company has also obtained a Pricing certificate from M/s Mihen Halani & Associates, Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR.

Based on the above, the Board proposes to issue Equity Shares of the Company at Rs. 49/- (Indian Rupees Forty Nine Only) per Equity Share, which is not less than the floor price determined in accordance with the SEBI ICDR Regulations.

d. Relevant Date with reference to which the price has been arrived at:

The 'relevant date' for the purpose of determination of the floor price for issue as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is Thursday, August 13, 2026 **("Relevant Date")**, being the 30 day prior to the date on which the meeting viz. this Annual General Meeting of members of the Company is proposed to be held i.e. Saturday, September 12, 2026.

e. The class or classes of persons to whom the allotment is proposed to be made:

The equity shares are proposed to be issued and allotted to Proposed Allottees who are all individual, who shall hold the equity shares in the Company under the Promoter and 'Non-Promoter / Public' category.

f. Intention of Promoters, Directors or Key Managerial Personnel or Senior Management to subscribe to the offer:

Except for the below mentioned, none of the existing promoters, directors, key managerial personnel or senior management of the Company are not going to subscribe under the Preferential Issue.

Sr. No.	Name of Proposed Allottees ("Antworks Proposed Allottees")	Category	No. of Antworks-Swap Shares proposed to be issued	No. of Shares of Antworks proposed to be transferred to GDSL
1	Srikumar Kumar	Senior Management Personnel	666,668	666,668
2	Govind Paliwal	KMP	14,668	14,668
3	Ebrahim Saifuddin Nimuchwala	KMP	10,668	10,668
4	Sangli-Miraj Commercial Ventures Private Limited	Promoter Group	3,78,612	3,78,612

g. The proposed time within which the allotment shall be completed:

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Equity shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

h. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them ALONGWITH The current and proposed status of the allottee of Equity share post the preferential issue namely, promoter or non-promoter investors

Sr. No.	Name of Proposed Allottee	Current Status of the proposed allottee	Proposed Status of the proposed allottee	Pre-preferential allotment		Preferential Issue	Post-preferential allotment*	
				No. of Equity Shares	%		No. of Equity Shares	%

1	Avinash Hariom Gupta	Non-Promoter	Non-Promoter	268	0.0006	66,670	66,938	0.12
2	Muneesh Darshan Chadda	Non-Promoter	Non-Promoter	6,100	0.0146	1,17,332	1,23,432	0.23
3	Shivani Muneesh Chadda	Non-Promoter	Non-Promoter	5,100	0.0122	29,332	34,432	0.06
4	Kavita Hemant Aswani	Non-Promoter	Non-Promoter	10,100	0.0242	58,668	68,768	0.13
5	Padarsh Pharmaceuticals Private Limited	Non-Promoter	Non-Promoter	6,100	0.0146	34,668	40,768	0.08
6	Acing Languages LLP	Non-Promoter	Non-Promoter	3,268	0.0078	17,332	20,600	0.04
7	Manojkumar Maroti Rane	Non-Promoter	Non-Promoter	4,568	0.0109	22,668	27,236	0.05
8	Chadda & Chadda	Non-Promoter	Non-Promoter	20,100	0.0481	34,668	54,768	0.10
9	Rasila Mahendra Vora	Non-Promoter	Non-Promoter	0	0.0000	1,10,000	1,10,000	0.21
10	Charmi Nagda	Non-Promoter	Non-Promoter	0	0.0000	46,668	46,668	0.09
11	Nikunj Pradip Nagda	Non-Promoter	Non-Promoter	0	0.0000	46,668	46,668	0.09
12	Jayshree Niraj Shah	Non-Promoter	Non-Promoter	0	0.0000	96,000	96,000	0.18
13	Chandan	Non-Promoter	Non-Promoter	0	0.0000	28,000	28,000	0.05
14	Kavita K Vora	Non-Promoter	Non-Promoter	0	0.0000	73,332	73,332	0.14

15	Amit Pravinkumar Masharu	Non-Promoter	Non-Promoter	3,433	0.0082	1,46,668	1,50,101	0.28
16	Subramanian Muthukumar	Non-Promoter	Non-Promoter	100	0.0002	1,46,668	1,46,768	0.27
17	Heer Vikramkumar Shah	Non-Promoter	Non-Promoter	0	0.0000	55,000	55,000	0.10
18	Hem Vikramkumar Shah	Non-Promoter	Non-Promoter	0	0.0000	55,000	55,000	0.10
19	Hrishikesh Narendra Barhate	Non-Promoter	Non-Promoter	100	0.0002	5,33,336	5,33,436	1.00
20	Pournima Barhate	Non-Promoter	Non-Promoter	50	0.0001	4,00,000	4,00,050	0.75
21	Umesh Vilas Patil	Non-Promoter	Non-Promoter	134	0.0003	2,20,000	2,20,134	0.41
22	Prasanna Sanjeev Joshi	Non-Promoter	Non-Promoter	118	0.0003	2,86,000	2,86,118	0.53
23	Chetan Rajendra Kulkarni	Non-Promoter	Non-Promoter	27	0.0001	1,468	1,495	0.00
24	G D Chitale Ventures LLP	Non-Promoter	Non-Promoter	2,68,000	0.6415	1,05,332	3,73,332	0.70
25	Nuevo Landmark Realty LLP	Non-Promoter	Non-Promoter	0	0.0000	6,29,804	6,29,804	1.18
26	Sangli-Miraj Commercial Ventures Pvt Ltd	Promoter Group	Promoter Group	200	0.0005	3,78,612	3,78,812	0.71
27	Grishma Sanket Samani	Non-Promoter	Non-Promoter	2,734	0.0065	2,20,000	2,22,734	0.42
28	Devayani Shrikant Rasane	Non-Promoter	Non-Promoter	0	0.0000	2,00,000	2,00,000	0.37

29	Devdutt Ashit Parikh	Non-Promoter	Non-Promoter	120	0.0003	5,99,985	6,00,105	1.12
30	Srikumar Kumar	Senior Management personnel	Senior Management personnel	3,83,538	0.9181	6,66,668	10,50,206	1.96
31	Venkatesh N Iyer	Non-Promoter	Non-Promoter	0	0.0000	33,336	33,336	0.06
32	Rekha Rajshekara Dixit	Non-Promoter	Non-Promoter	0	0.0000	28,668	28,668	0.05
33	Venkata Udaya K Kottakota	Non-Promoter	Non-Promoter	0	0.0000	26,668	26,668	0.05
34	H Ananda Padmanabhan	Non-Promoter	Non-Promoter	0	0.0000	26,668	26,668	0.05
35	Kumar Subramanian	Non-Promoter	Non-Promoter	0	0.0000	26,668	26,668	0.05
36	Shekar Kothimbakkam	Non-Promoter	Non-Promoter	0	0.0000	16,000	16,000	0.03
37	V Balaji Ramakrishnan	Non-Promoter	Non-Promoter	0	0.0000	16,000	16,000	0.03
38	Govind Paliwal	KMP	KMP	0	0.0000	14,668	14,668	0.03
39	Soumen Chakrabarty	Non-Promoter	Non-Promoter	0	0.0000	13,336	13,336	0.02
40	Subir Sen	Non-Promoter	Non-Promoter	0	0.0000	13,336	13,336	0.02
41	Ravi Prakash Gupta	Non-Promoter	Non-Promoter	0	0.0000	13,336	13,336	0.02
42	Srinivasrikanta	Non-Promoter	Non-Promoter	0	0.0000	13,336	13,336	0.02
43	Ebrahim S Nimuchwala	KMP	KMP	0	0.0000	10,668	10,668	0.02

44	Naveen Kumar K	Non-Promoter	Non-Promoter	0	0.0000	8,000	8,000	0.01
45	N S Sriram	Non-Promoter	Non-Promoter	0	0.0000	8,000	8,000	0.01
46	S Prem Anand	Non-Promoter	Non-Promoter	0	0.0000	7,336	7,336	0.01
47	Seema Raghunath	Non-Promoter	Non-Promoter	0	0.0000	6,668	6,668	0.01
48	Thangadurai S	Non-Promoter	Non-Promoter	0	0.0000	6,668	6,668	0.01
49	Ravichandran	Non-Promoter	Non-Promoter	0	0.0000	6,668	6,668	0.01
50	Omkar Divakar Joshi	Non-Promoter	Non-Promoter	40	0.0001	6,668	6,708	0.01
51	Amit Gordhan Limbasia	Non-Promoter	Non-Promoter	0	0.0000	6,668	6,668	0.01
52	Josmin Jose	Non-Promoter	Non-Promoter	0	0.0000	5,336	5,336	0.01
53	Jagtap Ashvini Vishnu	Non-Promoter	Non-Promoter	0	0.0000	4,000	4,000	0.01
54	Tushar Deoram Khairnar	Non-Promoter	Non-Promoter	0	0.0000	4,000	4,000	0.01
55	Marne Tushar Kisan	Non-Promoter	Non-Promoter	0	0.0000	4,000	4,000	0.01
56	M A Rajesh	Non-Promoter	Non-Promoter	0	0.0000	3,600	3,600	0.01
57	Rakesh Sarjerao Wagh	Non-Promoter	Non-Promoter	0	0.0000	2,668	2,668	0.00

58	Sumer Charles Aanand	Non-Promoter	Non-Promoter	0	0.0000	2,668	2,668	0.00
59	Raj Harlborn Thiyagarajan	Non-Promoter	Non-Promoter	0	0.0000	2,668	2,668	0.00
60	Pramod Prabhakar Pange	Non-Promoter	Non-Promoter	60	0.0001	2,668	2,728	0.01
61	Ganesh Lala Avaghade	Non-Promoter	Non-Promoter	0	0.0000	1,800	1,800	0.00
62	Nitin Vishnu Sutar	Non-Promoter	Non-Promoter	0	0.0000	1,800	1,800	0.00
63	Ravindra P Nigdikar	Non-Promoter	Non-Promoter	0	0.0000	1,668	1,668	0.00
64	Amruta Chetan Deshpande	Non-Promoter	Non-Promoter	0	0.0000	1,600	1,600	0.00
65	Paresh Jayantilal Gudhka	Non-Promoter	Non-Promoter	0	0.0000	1,336	1,336	0.00
66	M Srinu	Non-Promoter	Non-Promoter	0	0.0000	1,336	1,336	0.00
67	Sarathraj S	Non-Promoter	Non-Promoter	0	0.0000	1,336	1,336	0.00
68	K Geetha	Non-Promoter	Non-Promoter	0	0.0000	1,336	1,336	0.00
69	Navjyot Prakash Chitnis	Non-Promoter	Non-Promoter	0	0.0000	1,336	1,336	0.00
70	Sapte Rupesh Vijay	Non-Promoter	Non-Promoter	0	0.0000	1,336	1,336	0.00
71	Vinayak P Dhamankar	Non-Promoter	Non-Promoter	0	0.0000	1,336	1,336	0.00

72	Onkar Shriprasad Risbud	Non-Promoter	Non-Promoter	0	0.0000	1,336	1,336	0.00
73	Guinea Agrawal	Non-Promoter	Non-Promoter	0	0.0000	1,336	1,336	0.00
74	Sathyanarayanan D	Non-Promoter	Non-Promoter	0	0.0000	1,000	1,000	0.00
75	Rajdoot Subhash Herlekar	Non-Promoter	Non-Promoter	5	0.0000	1,000	1,005	0.00
76	Kedar Vivekanand Kulkarni	Non-Promoter	Non-Promoter	40	0.0001	1,000	1,040	0.00
77	Priyanka Vijay Nikam	Non-Promoter	Non-Promoter	0	0.0000	1,000	1,000	0.00
78	Nikita Sunil Pokharna	Non-Promoter	Non-Promoter	0	0.0000	1,000	1,000	0.00
79	Ritesh Bhimgonda Patil	Non-Promoter	Non-Promoter	0	0.0000	936	936	0.00
80	Shreya Raju Shinde	Non-Promoter	Non-Promoter	0	0.0000	936	936	0.00
81	Swapnil Prakash Mane	Non-Promoter	Non-Promoter	0	0.0000	936	936	0.00
82	Sanchay Prashant Diwan	Non-Promoter	Non-Promoter	0	0.0000	836	836	0.00
83	Om Yashwant Gaikwad	Non-Promoter	Non-Promoter	0	0.0000	836	836	0.00
84	Joshi Pratik Pramod	Non-Promoter	Non-Promoter	0	0.0000	736	736	0.00
85	Jasmine Jennifer Amalraj	Non-Promoter	Non-Promoter	0	0.0000	668	668	0.00

86	Jeevanandham	Non-Promoter	Non-Promoter	0	0.0000	668	668	0.00
87	Aswini S	Non-Promoter	Non-Promoter	0	0.0000	668	668	0.00
88	Prasad Ganesh Mendhe	Non-Promoter	Non-Promoter	0	0.0000	668	668	0.00
89	Deshbhushan Vijay Digambare	Non-Promoter	Non-Promoter	0	0.0000	668	668	0.00
90	Priya	Non-Promoter	Non-Promoter	0	0.0000	668	668	0.00
91	Aprajita Hardaya	Non-Promoter	Non-Promoter	0	0.0000	668	668	0.00
92	Priyanka Basu	Non-Promoter	Non-Promoter	0	0.0000	668	668	0.00
93	Riju Harikumar	Non-Promoter	Non-Promoter	0	0.0000	668	668	0.00
94	Vidya Dattatraya Bhokse	Non-Promoter	Non-Promoter	0	0.0000	1,336	1,336	0.00
95	Arati Suryaji Satre	Non-Promoter	Non-Promoter	0	0.0000	536	536	0.00
96	Sharwari Ravindra Godsay	Non-Promoter	Non-Promoter	0	0.0000	400	400	0.00
97	Mansing Deepak Shinde	Non-Promoter	Non-Promoter	0	0.0000	3,33,593	3,33,593	0.62
98	Sanjana J Patwardhan	Non-Promoter	Non-Promoter	0	0.0000	1,33,335	1,33,335	0.25
99	Kulkarni Amol Ganesh	Non-Promoter	Non-Promoter	5	0.0000	1,33,333	1,33,338	0.25

100	Mehul Jitendra Dekhtawala	Non-Promoter	Non-Promoter	0	0.0000	1,00,000	1,00,000	0.19
101	Raksha Mithil Jhanwar	Non-Promoter	Non-Promoter	0	0.0000	66,667	66,667	0.12
102	Aarchit Maheshkumar Jhanwar	Non-Promoter	Non-Promoter	0	0.0000	66,666	66,666	0.12
103	Pratyush Yogesh Goyal	Non-Promoter	Non-Promoter	0	0.0000	56,000	56,000	0.10
104	Shilpa Ashish Chheda	Non-Promoter	Non-Promoter	0	0.0000	66,667	66,667	0.12
105	Amit Kirtilal Shah (HUF)	Non-Promoter	Non-Promoter	0	0.0000	66,667	66,667	0.12
106	Jadhav Dhanaji Dattatray	Non-Promoter	Non-Promoter	18	0.0000	7,33,333	7,33,351	1.37
107	Purshottam Gopal Laddha	Non-Promoter	Non-Promoter	0	0.0000	26,667	26,667	0.05
108	Lalit Prakash Pophale	Non-Promoter	Non-Promoter	0	0.0000	26,667	26,667	0.05
109	Jadhav Savita Dinesh	Non-Promoter	Non-Promoter	0	0.0000	20,000	20,000	0.04
110	Pooja Yogesh Goyal	Non-Promoter	Non-Promoter	0	0.0000	46,667	46,667	0.09
111	Revati Santosh Doke	Non-Promoter	Non-Promoter	0	0.0000	40,000	40,000	0.07
112	Mohite Shivaji Namdevrao	Non-Promoter	Non-Promoter	0	0.0000	16,666	16,666	0.03
113	Ganesh Namdevrao Mohite	Non-Promoter	Non-Promoter	0	0.0000	16,667	16,667	0.03
TOTAL				714326	1.71	77,54,506	84,68,832	15.81

P=Promoter NP= Non-Promoter

** The post issue shareholding pattern figures are derived under the assumption that all proposed equity shares will be allotted in accordance with the shareholders' resolution No. 13,14 & 15. However, if any equity shares remain unsubscribed or unexercised, the figures will be adjusted accordingly.*

i. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:**

Sr. no	Name of Proposed Allottees	Names of ultimate beneficial owners of proposed allottee(s) of equity shares	PAN/Passport No of Ultimate Beneficial Owner
1	Nuevo Landmark Realty LLP	Deepak Shinde	ACGPS2776P
2	Sangli-Miraj Commercial Ventures Private Limited	Deepak Shinde	ACGPS2776P
3	Amit Kirtilal Shah (HUF)	Amit Shah	ALQPS0771B
4	Padarsh Pharmaceuticals Private Limited	Muneesh Darshan Chadda	AACPC5946M
5	Acing Languages LLP	Padam Darshan Chadda	AFEPC7401G
6	G D Chitale Ventures LLP	Girish Dattatray Chitale	AARPC9879J
7	Chadda & Chadda	Muneesh Darshan Chadda	AACPC5946M

j. **The change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in control in the Company, consequent to the allotment of equity shares under the Preferential Issue.

Furthermore, the proposed Preferential Issue does not trigger any obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations").

k. **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the year, the Company has not allotted any securities on a preferential basis.

l. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The allotment is proposed to be made to the Proposed Allottees, in lieu of discharge of the Company's obligation towards acquisition of 77,54,506 fully paid-up equity shares of Antworks from the Antworks Proposed Allottees;

As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation report is required to be undertaken by an Independent Registered Valuer where securities are issued on a preferential basis for consideration other than cash. The valuation of the equity shares of AISPL and the swap ratio is derived on the basis of valuation report received from Experity Advisors LLP, Registered Valuer (IBBI Registration No.: IBBI/RVE/06/2020/119) having its office at 202, Fortune House, Plot No. 17, Baner-Pashan Link Road, Baner, Pune – 411045, in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations. **("AISPL Valuation Report")**. A copy of Valuation Report will be available for inspection by the members by accessing the website of the Company at https://gttdata.ai/wp-content/uploads/2026/08/GTT-Data-Solution-Limited-Valuation-Report-13.08.2026.pdf under Investor tab.

The detailed justification for the proposed allotment has been elaborated under the section "Objects of the Issue" in Explanatory Statement point number 1 of Item number 13.

m. Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc.

The Equity shares being issued shall be pari-passu with the existing fully paid-up Equity shares of the Company. The Principal terms of assets charged as securities is not applicable

n. The pre issue and post issue shareholding pattern of the Company:

The shareholding pattern of the Company before and after considering the preferential issues under this Notice is provided **in Annexure B** forming part of this Notice.

o. Lock-in Period:

The Equity Shares proposed to be issued and allotted to the Proposed Allottees shall be subject to lock-in, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations. Further, the entire pre-preferential issue shareholding of the Proposed Allottees, if any, shall be under lock-in from the Relevant Date till the expiry of 90 trading days from the date of trading approval.

p. Listing:

The Equity Shares proposed to be allotted through Preferential Issue shall be listed and shall be admitted for trading on the main board of Stock Exchange viz. BSE Limited, subject to requisite approval from the Stock Exchange.

q. Practicing Company Secretary's Certificate:

The certificate from M/s Mihen Halani & Associates, Practicing Company Secretary, having her office at Office No. 312, 3rd floor, Kalpataru Avenue, Akurli Rd, opp. ESIS Hospital, Kandivali, Akurli Industry Estate, Kandivali East, Mumbai, Maharashtra 400101, In, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at https://gttdata.ai/wp-content/uploads/2026/08/PCS-Certificate-under-regulation-163.pdf under Investor tab.

r. Undertaking as to Re-computation of the share price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable. If the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

s. Undertakings / Confirmations:

1. The Company is in compliance with the conditions for continuous listing, and is eligible to undertake the Preferential Issue in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.

2. Neither the Company nor any of its promoters and/or directors are a fugitive economic offender as defined under the SEBI ICDR Regulations.

3. Neither the Proposed Allottees, nor the Company, its promoters and directors are a fugitive economic offender as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

4. Neither the Company nor its promoters nor the Directors of the Company have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.
5. The Proposed Allottees have confirmed that none of them have sold any Equity Shares of the Company during the 90 (ninety) trading days preceding the Relevant Date.

6. As the Equity Shares of the Company are listed on recognized Stock Exchange for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to re-compute the price. However, the Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the respective Proposed Allottees.

7. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.

8. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

Except for Ebrahim Saifuddin Nimuchwala, Govind Paliwal and Sangli-Miraj Commercial Ventures Private Limited and their promoters, none of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding in the company, if any.

The Board of Directors believes that the proposed issue and allotment of equity shares of Company to the shareholders of AISPL, in consideration other than cash, is considered **fair, reasonable, and in the best interests of the Company and its shareholders**, and is expected to generate long-term value through strategic integration and expansion of healthcare services.is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No.: 13 in the accompanying notice for approval by the Member.

Item No. 14 (Special Business):–

Preferential Issue of equity shares for consideration other than cash to certain selling shareholders of Insurants AI Limited.

The Board of Directors of the Company in their meeting held on Thursday, August 13, 2026, had approved the preferential issue of 19,04,155 (Nineteen Lakhs Four Thousand one hundred Fifty Five) fully paid-up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each at a price of ₹ 49**/-** **(**Rupees Forty Nine Only**)** per equity share, including a premium of ₹ **39/-** per share to certain selling shareholders of Insurants AI Limited (UK) ("IAL") being the Proposed Allottees **("IAL Proposed Allottees")** for a consideration other than cash, which is not less than the price determined under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 **("SEBI ICDR Regulations")** on a preferential basis **("IAL Preferential Issue")**.

The IAL Preferential Issue is to discharge the Company's obligations towards purchase consideration for acquisition of 4895 equity shares representing 48.95% shareholding of IAL, being the payment towards the swap shares; and

Pursuant to the aforesaid Preferential Issue, 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 Proposed Allottees have confirmed their eligibility in terms of Regulation 159 of ICDR Regulations to subscribe to the Equity shares to be issued pursuant to the Preferential Issue.

Requisite information or details in respect of the proposed Preferential Issue of Equity shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") are as under:

a. Objects of the Issue:

The Object of the proposed issue and allotment is to discharge the purchase consideration payable to the proposed allottees, in relation to acquisition of 4895 Equity shares of IAL, which represents 48.95% of IAL total equity share capital, from its existing shareholder who are the Proposed Allottees, pursuant to a share swap, in accordance with the SEBI ICDR Regulations.

Brief background and Justification:

GTT Data Solutions Limited ("**GTT**" or "**the Company**"), formerly known as Cinerad Communications Limited, is a technology solutions provider with deep expertise in data engineering, analytics, artificial intelligence, DevOps, IT service management, ERP, CRM and enterprise training services. Over the years, GTT has built strong capabilities in delivering end-to-end analytics and data-driven solutions to clients across domestic and international markets.

In line with its long-term strategic vision to evolve into a full-stack, AI-led data intelligence organisation, the Board of Directors of the Company has approved the proposal to acquire **IAL** through a preferential issue of equity shares for consideration other than cash.

Strategic Rationale and Business Synergies

Insurant AI Limited is actively engaged in providing AI-powered services and technology to insurance sector clients in the US, UK, and other countries, supported by technology and support team in India.

The proposed acquisition of **IAL**, a UK-incorporated information technology company, is strategically aligned with the Company's long-term vision of expanding its presence in high-value, AI-driven enterprise solutions and strengthening its footprint in international markets.

IAL is engaged in providing advanced **artificial intelligence–driven solutions for the commercial insurance industry**, with a core focus on automation and analytics of insurance documents and end-to-end workflows using **machine learning and generative AI technologies**. The acquisition is expected to create significant strategic and operational synergies for the Company for the following reasons:

- The acquisition enables the Company to **enter and strengthen its presence in the specialised commercial insurance technology segment**, which is witnessing rapid adoption of AI-led automation solutions globally.
- IAL's domain-specific expertise in insurance document analytics and workflow automation complements the Company's existing capabilities in data engineering, analytics and artificial intelligence.
- The integration of IAL's machine learning and generative AI platforms is expected to enhance the Company's ability to offer **end-to-end, industry-specific AI solutions** with higher value realisation.
- The acquisition provides the Company with an **established UK and European market presence**, facilitating access to international customers and improving global delivery capabilities.
- The transaction is expected to result in **revenue and operational synergies** through cross-selling of solutions, shared technology platforms and optimisation of development and delivery resources.
- The acquisition strengthens the Company's **intellectual property portfolio and sectoral expertise** in insurance technology, thereby improving its competitive positioning in regulated and complex industries.

The Board believes that the proposed acquisition of IAL will be **strategically beneficial and value-accretive**, enabling the Company to diversify its revenue streams, enhance its AI capabilities and create sustainable long-term shareholder value.

Rationale for Consideration Other Than Cash

The acquisition is proposed to be executed through a preferential allotment of equity shares of the Company to the shareholders of IAL for consideration other than cash, for the following reasons:

- the issuance of equity shares preserves the Company's cash resources, enabling continued deployment of funds towards working capital requirements, organic growth initiatives and future strategic investments.
- The equity-based consideration aligns the interests of the shareholders and key stakeholders of IAL with the long-term growth, performance and value creation objectives of the Company.
- The structure facilitates continuity of management expertise, technological know-how and strategic collaboration post-acquisition.
- Consideration other than cash represents a prudent and capital-efficient acquisition structure, commonly adopted in strategic technology acquisitions, particularly in innovation-driven and intellectual-property-led businesses.
- The transaction structure is expected to be value-accretive to the Company and its shareholders over the long term by integrating technology, intellectual property and market access without immediate cash outflow.
- The valuation of the equity shares proposed to be issued has been determined in accordance with the applicable provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, and other applicable laws, supported by an independent valuation report.

Accordingly, the Board is of the view that the proposed issuance of equity shares for consideration other than cash is fair, reasonable and in the best interests of the Company and its shareholders.

b. **Particulars of the offer including kinds of securities offered, the total number of shares or other securities to be issued, the price at which security is being offered and amount which the Company intends to raise by way of such securities:**

The Board, in its meeting held on August 13, 2026 has approved the proposal for the creation, offer, issuance and allotment of upto 19,04,155 fully paid-up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each at a price of ₹ 49/- (Rupees Forty Nine Only) per equity share, including a premium of ₹ 39/- per share, aggregating to amount not exceeding Rs. 9,33,03,595/- (Rupees Nine Crores Thirty-Three Lakhs Three Thousand Five Hundred and Ninety-Five Only), for consideration other than cash, to Proposed Allottees belonging to "Non-Promoter category", which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations and the valuation report received from Registered Valuer, on a preferential basis, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws

The equity shares are being allotted for consideration other than cash, to discharge the purchase consideration payable for the acquisition of the Sale Shares as mentioned above, pursuant to a share swap, in accordance with the SEBI ICDR Regulations.

c. **Basis on which the price has been arrived at and Justification of Price (including premium, if any) along with the report of the registered valuer:**

i. The Equity Shares of the Company are listed on BSE Limited and are frequently traded as on the Relevant Date and since the Equity Shares of the Company are listed on Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the price of the Equity Shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

a) 90 trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE preceding the relevant date i.e., Rs. _48.79/- per equity share;
b) 10 trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE preceding the relevant date i.e., Rs. 47.41/- per equity share;

The Floor Price of Rs. 48.79/- is determined as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Equity Shares.

ii. As required under Regulation 163 (3) of the SEBI (ICDR) Regulations, 2018, the valuation of Equity Shares of GDSL and IAL has been done by Experity Advisors LLP, IBBI Registered Valuer- Securities and Financial Assets, Registered Valuer (IBBI Registration No.: IBBI/RVE/06/2020/119), having address at 202, Fortune House, Plot No. 17, Baner-Pashan Link Road, Baner, Pune – 411045 ("Valuation Report") being an Independent Registered Valuer to enable the companies to determine the swap ratio of Equity Shares of both the Companies vide report (the "Valuation Report"). The Valuation Report so obtained from the Independent Registered Valuer is available on the website of the Company at the following link: https://gttdata.ai/wp-content/uploads/2026/08/GTT-Data-Solution-Limited-Valuation-Report-13.08.2026.pdf under Investor tab

iii. The Articles of Association of the Company does not provide for a method of determination for issue price which results in a floor price higher than that determined under SEBI ICDR Regulation
iv. since the proposed allotment does not result in any change in control and does not exceed five per cent of the post-issue fully diluted share capital of the Company to any allottee or allottees acting in concert, the Company is not required to comply with Regulation 166A(1)of the SEBI ICDR Regulations.
v. The Company has also obtained a Pricing certificate from M/s Mihen Halani & Associates, Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR

Based on the above, the Board proposes to issue Equity Shares of the Company at Rs. 49/- (Indian Rupees Forty Nine Only) per Equity Share, which is not less than the floor price determined in accordance with the SEBI ICDR Regulations.

d. Relevant Date with reference to which the price has been arrived at:

The 'relevant date' for the purpose of determination of the floor price for issue as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is Thursday, August 13, 2026 **("Relevant Date")**, being the 30 day prior to the date on which the meeting viz. this Annual General Meeting of members of the Company is proposed to be held i.e. Saturday, September 12, 2026.

e. The class or classes of persons to whom the allotment is proposed to be made:

The equity shares are proposed to be issued and allotted to Proposed Allottees who shall hold the equity shares in the Company under the Non-Promoter / Public' category.

f. Intention of Promoters, Directors or Key Managerial Personnel or Senior Management to subscribe to the offer:

Except for the below mentioned, none of the existing promoters, directors, key managerial personnel or senior management of the Company are not going to subscribe under the Preferential Issue.

Sr. No.	Name of Proposed Allottees	Category	No. of IAL-Swap Shares proposed to be issued	No. of Shares of IAL proposed to be transferred to GDSL
1	Hamad Jabor J J Al Thani	Director	870,582	2238

g. The proposed time within which the allotment shall be completed:

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Equity shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.
The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form

h. The names of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of post preferential offer capital that may be held by them ALONGWITH The current and proposed status of the allottee of Equity share post the preferential issue namely, promoter or non-promoter investors

Sr. No.	Names of the Proposed Allottees of Equity Shares	Current Status of the Proposed Allottees	Proposed Status of the Proposed Allottees post Preferential Issue	Pre-Issue Shareholding No. of Shares		Issue of Equity (Present Issue)	Post Issue Shareholding after issue of securities*	
				no. of shares	%age		no. of shares	%age
1	Hamad Jabor J J Al Thani	NP	NP	0	0	870582	8,70,582	1.63
2	Michael John Hobday	NP	NP	0	0	217451	2,17,451	0.41

3	EHO LLC	NP	NP	0	0	816122	8,16,122	1.52

NP-Non Promoter
** The post issue shareholding pattern figures are derived under the assumption that all proposed equity shares will be allotted in accordance with the shareholders' resolution No. 13,14 & 15. However, if any equity shares remain unsubscribed or unexercised, the figures will be adjusted accordingly.*

i. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:

Sr. no	Name of Proposed Allottees	Names of ultimate beneficial owners of proposed allottee(s) of equity shares	~~PAN~~/Passport No of Ultimate Beneficial Owner
1	EHO LLC	William Kenneth Hunt	A35526914

j. The change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in control in the Company, consequent to the allotment of equity shares under the Preferential Issue.

Furthermore, the proposed Preferential Issue does not trigger any obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations").

k. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment of any securities has been made to any person.

l. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The allotment is proposed to be made to the Proposed Allottees, in lieu of discharge of the Company's obligation towards acquisition of 4,895 fully paid-up equity shares of IAL from the IAL Proposed Allottees;

As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation report is required to be undertaken by an Independent Registered Valuer where securities are issued on a preferential basis for consideration other than cash. The valuation of the equity shares of IAL and the swap ratio is derived on the basis of valuation report received from Experity Advisors LLP, Registered Valuer (IBBI Registration No.: IBBI/RVE/06/2020/119) having its office at 202, Fortune House, Plot No. 17, Baner-Pashan Link Road, Baner, Pune – 411045, in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations. **("IAL Valuation Report")**. A copy of IAL Valuation Report will be available for inspection by the members by accessing the website of the Company at under Investor tab.

The detailed justification for the proposed allotment has been elaborated under the section "Objects of the Issue" in Explanatory Statement point number 1 of Item number 14.

m. Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc.

The Equity shares being issued shall be pari-passu with the existing fully paid-up Equity shares of the Company. The Principal terms of assets charged as securities is not applicable

n. The pre issue and post issue shareholding pattern of the Company:

The shareholding pattern of the Company before and after considering the preferential issues under this Notice is provided **in Annexure B** forming part of this Notice.

o. Lock-in Period:

The Equity Shares proposed to be issued and allotted to the Proposed Allottees shall be subject to lock-in, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations. Further, the entire pre-preferential issue shareholding of the Proposed Allottees, if any, shall be under lock-in from the Relevant Date till the expiry of 90 trading days from the date of trading approval.

p. Listing:

The Equity Shares proposed to be allotted through Preferential Issue shall be listed and shall be admitted for trading on the main board of Stock Exchange viz. BSE Limited, subject to requisite approval from the Stock Exchange.

q. Practicing Company Secretary's Certificate:

The certificate from M/s Mihen Halani & Associates, Practicing Company Secretary, having her office at Office No. 312, 3rd floor, Kalpataru Avenue, Akurli Rd, opp. ESIS Hospital, Kandivali, Akurli Industry Estate, Kandivali East, Mumbai, Maharashtra 400101, In, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at https://gttdata.ai/wp-content/uploads/2026/08/PCS-Certificate-under-regulation-163.pdf under Investor tab.

r. Undertaking as to Re-computation of the share price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable. If the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

s. Undertakings / Confirmations:

1. The Company is in compliance with the conditions for continuous listing, and is eligible to undertake the Preferential Issue in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.

2. Neither the Company nor any of its promoters and/or directors are a fugitive economic offender as defined under the SEBI ICDR Regulations.

3. Neither the Proposed Allottees, nor the Company, its promoters and directors are a fugitive economic offender as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

4. Neither the Company nor its promoters nor the Directors of the Company have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.
5. The Proposed Allottees have confirmed that none of them have sold any Equity Shares of the Company during the 90 (ninety) trading days preceding the Relevant Date.

6. As the Equity Shares of the Company are listed on recognized Stock Exchange for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to re-compute the price. However, the Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the respective Proposed Allottees.

7. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.

8. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors believes that the proposed issue and allotment of equity shares of Company to the shareholders of IAL, in consideration other than cash, is considered **fair, reasonable, and in the best interests of the Company and its shareholders**, and is expected to generate long-term value through strategic integration and expansion of healthcare services.is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No.: 14 in the accompanying notice for approval by the Member.

Item No. 15 (Special Business):

Preferential Issue of equity shares for consideration other than cash to certain selling shareholders of M/s. STRATIS Management and IT Consulting Limited Liability Company (STRATIS Vezetői és Informatikai Tanácsadó Kft., Hungary) ("STRATIS").

The Board of Directors of the Company in their meeting held on Thursday, August 13, 2026, had approved the preferential issue of 21,27,900 (Twenty one lakhs Twenty Seven Thousand Nine Hundred) fully paid-up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each at a price of ₹ 49/- (Rupees Forty Nine Only) per equity share, including a premium of ₹ **39/-** per share to certain selling shareholders of **M/s. STRATIS Management and IT Consulting Limited Liability Company (STRATIS Vezetői és Informatikai Tanácsadó Kft., Hungary) ("STRATIS"),** being the Proposed Allottees **("STRATIS Proposed Allottees")** for a consideration other than cash, which is not less than the price determined under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 **("SEBI ICDR Regulations")** on a preferential basis **("STRATIS Preferential Issue")**.

The STRATIS Preferential Issue is to discharge the Company's obligations towards purchase consideration for acquisition of 10,380 (Ten Thousand Three Hundred and eighty) equity shares representing 10% shareholding of STRATIS being the payment towards the swap shares; and

Pursuant to the aforesaid Preferential Issue, 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 Proposed Allottees have confirmed their eligibility in terms of Regulation 159 of ICDR Regulations to subscribe to the Equity shares to be issued pursuant to the Preferential Issue.

Requisite information or details in respect of the proposed Preferential Issue of Equity shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") are as under:

a. Objects of the Issue:

The Object of the proposed issue and allotment is to discharge the purchase consideration payable to the proposed allottees, in relation to acquisition of 10,380 Equity shares of STRATIS, which represents 10% of STRATIS total equity share capital, from its existing shareholder who are the Proposed Allottees, pursuant to a share swap, in accordance with the SEBI ICDR Regulations.

Brief background and Justification:

GTT Data Solutions Limited ("**GTT**" or "**the Company**"), formerly known as Cinerad Communications Limited, is a technology solutions provider with deep expertise in data engineering, analytics, artificial intelligence, DevOps, IT service management, ERP, CRM and enterprise training services. Over the years, GTT has built strong capabilities in delivering end-to-end analytics and data-driven solutions to clients across domestic and international markets.

In line with its long-term strategic vision to evolve into a full-stack, AI-led data intelligence organisation, the Board of Directors of the Company has approved the proposal to acquire **STRATIS** through a preferential issue of equity shares for consideration other than cash.

Strategic Rationale and Business Synergies

The proposed acquisition is aimed at establishing an EU-based delivery and client-facing presence, strengthening GTT Data's consulting capabilities across Europe, and leveraging STRATIS's established client base. The acquisition will create opportunities for cross-selling, enable efficient nearshore delivery, and enhance GTT Data's ability to serve European clients, thereby supporting its broader European expansion strategy and long-term growth.

Rationale for Consideration Other Than Cash

The acquisition is proposed to be executed through a preferential allotment of equity shares of the Company to the shareholders of STRATIS for consideration other than cash, for the following reasons:

Accordingly, the Board is of the view that the proposed issuance of equity shares for consideration other than cash is fair, reasonable and in the best interests of the Company and its shareholders.

b. Particulars of the offer including kinds of securities offered, the total number of shares or other securities to be issued, the price at which security is being offered and amount which the Company intends to raise by way of such securities:

The Board, in its meeting held on August 13, 2026 has approved the proposal for the creation, offer, issuance and allotment of upto 21,27,900 (Twenty one Lakhs Twenty Seven Thousand Nine hundred) fully paid-up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each at a price of ₹ 49/- (Rupees Forty Nine Only) per equity share, including a premium of ₹ 39/- per share, aggregating to amount not exceeding Rs. ₹ 10,42,67,100/- (Rupees Ten Crores Forty-Two Lakhs Sixty-Seven Thousand One Hundred Only), for consideration other than cash, to Proposed Allottees belonging to "Non-Promoter category", which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations and the valuation report received from Registered Valuer, on a preferential basis, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws

The equity shares are being allotted for consideration other than cash, to discharge the purchase consideration payable for the acquisition of the Sale Shares as mentioned above, pursuant to a share swap, in accordance with the SEBI ICDR Regulations.

c. Basis on which the price has been arrived at and Justification of Price (including premium, if any) along with the report of the registered valuer:

i. The Equity Shares of the Company are listed on BSE Limited and are frequently traded as on the Relevant Date and since the Equity Shares of the Company are listed on Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the price of the Equity Shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

a) 90 trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE preceding the relevant date i.e., Rs. 48.79/- per equity share;
b) 10 trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE preceding the relevant date i.e., Rs. 47.41/- per equity share;

The Floor Price of Rs. 48.79/- is determined as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Equity Shares.

ii) As required under Regulation 163 (3) of the SEBI (ICDR) Regulations, 2018, the valuation of Equity Shares of GDSL and STRATIS has been done by Experity Advisors LLP, IBBI Registered Valuer-Securities and Financial Assets, Registered Valuer (IBBI Registration No.: IBBI/RVE/06/2020/119), having address at 202, Fortune House, Plot No. 17, Baner-Pashan Link Road, Baner, Pune – 411045 ("Valuation Report") being an Independent Registered Valuer to enable the companies to determine the swap ratio of Equity Shares of both the Companies vide report (the "Valuation Report"). The Valuation Report so obtained from the Independent Registered Valuer is available on the website of the Company at the following link: https://gttdata.ai/wp-content/uploads/2026/08/GTT-Data-Solution-Limited-Valuation-Report-13.08.2026.pdf under Investor tab.

iii. The Articles of Association of the Company does not provide for a method of determination for issue price which results in a floor price higher than that determined under SEBI ICDR Regulation.

iv. since the proposed allotment does not result in any change in control and does not exceed five per cent of the post-issue fully diluted share capital of the Company to any allottee or allottees acting in concert, the Company is not required to comply with Regulation 166A(1)of the SEBI ICDR Regulations.

v. The Company has also obtained a Pricing certificate from M/s Mihen Halani & Associates, Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR

Based on the above, the Board proposes to issue Equity Shares of the Company at Rs. 49/- (Indian Rupees Forty Nine Only) per Equity Share, which is not less than the floor price determined in accordance with the SEBI ICDR Regulations.

d. Relevant Date with reference to which the price has been arrived at:

The 'relevant date' for the purpose of determination of the floor price for issue as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is Thursday, August 13, 2026 **("Relevant Date")**, being the 30 day prior to the date on which the meeting viz. this Annual General Meeting of members of the Company is proposed to be held i.e. Saturday, September 12, 2026.

e. The class or classes of persons to whom the allotment is proposed to be made:

The equity shares are proposed to be issued and allotted to Proposed Allottees who shall hold the equity shares in the Company under the Non-Promoter / Public' category.

f. Intention of Promoters, Directors or Key Managerial Personnel or Senior Management to subscribe to the offer:

None of the existing promoters, directors, key managerial personnel or senior management of the Company intends to subscribe under this Preferential Issue.

g. The proposed time within which the allotment shall be completed:

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Equity shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.
The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form

h. The names of the proposed allottees, and the percentage of post preferential offer capital that may be held by them ALONGWITH The current and proposed status of the allottee of Equity share post the preferential issue namely, promoter or non-promoter investors

Sr. No.	Names of the Proposed Allottees of Equity Shares	Current Status of the Proposed Allottees	Proposed Status of the Proposed Allottees post Preferential Issue	Pre-Issue Shareholding No. of Shares		Issue of Equity (Present Issue)	Post Issue Shareholding after issue of securities*	
				no. of shares	%age		no. of shares	%age
1	Biro Zoltan	NP	NP	0	0	588350	5,88,350	1.10
2	Bendek Peter	NP	NP	0	0	473755	4,73,755	0.88
3	Lencse Zoltan Laszlo	NP	NP	0	0	391755	3,91,755	0.73
4	Gero Peter	NP	NP	0	0	314675	3,14,675	0.59
5	Torok Peter	NP	NP	0	0	188190	1,88,190	0.35
6	Zombory Anett	NP	NP	0	0	94095	94,095	0.18
7	Nanai Szucs Peter	NP	NP	0	0	77080	77,080	0.14

NP-Non Promoter
** The post issue shareholding pattern figures are derived under the assumption that all proposed equity shares will be allotted in accordance with the shareholders' resolution No. 13,14 & 15. However, if any equity shares remain unsubscribed or unexercised, the figures will be adjusted accordingly.*

i. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee: Not Applicable

j. The change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in control in the Company, consequent to the allotment of equity shares under the Preferential Issue.

Furthermore, the proposed Preferential Issue does not trigger any obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations").

k. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment of any securities has been made to any person.

l. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The allotment is proposed to be made to the Proposed Allottees, in lieu of discharge of the Company's obligation towards acquisition of 10,380 fully paid-up equity shares of STRATIS from the STRATIS Proposed Allottees;

As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation report is required to be undertaken by an Independent Registered Valuer where securities are issued on a preferential basis for consideration other than cash. The valuation of the equity shares of STRATIS and the swap ratio is derived on the basis of valuation report received from Experity Advisors LLP, Registered Valuer (IBBI Registration No.: IBBI/RVE/06/2020/119) having its office at 202, Fortune House, Plot No. 17, Baner-Pashan Link Road, Baner, Pune – 411045, in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations. **("STRATIS Valuation Report")**. A copy of STRATIS Valuation Report will be available for inspection by the members by accessing the website of the Company at https://gttdata.ai/wp-content/uploads/2026/08/GTT-Data-Solution-Limited-Valuation-Report-13.08.2026.pdf under Investor tab.

The detailed justification for the proposed allotment has been elaborated under the section "Objects of the Issue" in Explanatory Statement point number 1 of Item number 15.

m. Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc.

The Equity shares being issued shall be pari-passu with the existing fully paid-up Equity shares of the Company. The Principal terms of assets charged as securities is not applicable.

n. The pre issue and post issue shareholding pattern of the Company:

The shareholding pattern of the Company before and after considering the preferential issues under this Notice is provided **in Annexure B** forming part of this Notice.

o. **Lock-in Period:**

The Equity Shares proposed to be issued and allotted to the Proposed Allottees shall be subject to lock-in, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations. Further, the entire pre-preferential issue shareholding of the Proposed Allottees, if any, shall be under lock-in from the Relevant Date till the expiry of 90 trading days from the date of trading approval.

p. Listing:

The Equity Shares proposed to be allotted through Preferential Issue shall be listed and shall be admitted for trading on the main board of Stock Exchange viz. BSE Limited, subject to requisite approval from the Stock Exchange.

q. Practicing Company Secretary's Certificate:

The certificate from M/s Mihen Halani & Associates, Practicing Company Secretary, having her office at Office No. 312, 3rd floor, Kalpataru Avenue, Akurli Rd, opp. ESIS Hospital, Kandivali, Akurli Industry Estate, Kandivali East, Mumbai, Maharashtra 400101, In, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at https://gttdata.ai/wp-content/uploads/2026/08/PCS-Certificate-under-regulation-163.pdf under Investor tab.

r. **Undertaking as to Re-computation of the share price:**

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable. If the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

s. Undertakings / Confirmations:

- The Company is in compliance with the conditions for continuous listing, and is eligible to undertake the Preferential Issue in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.

- Neither the Company nor any of its promoters and/or directors are a fugitive economic offender as defined under the SEBI ICDR Regulations.

- Neither the Proposed Allottees, nor the Company, its promoters and directors are a fugitive economic offender as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

- Neither the Company nor its promoters nor the Directors of the Company have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.
- The Proposed Allottees have confirmed that none of them have sold any Equity Shares of the Company during the 90 (ninety) trading days preceding the Relevant Date.

- As the Equity Shares of the Company are listed on recognized Stock Exchange for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to re-compute the price. However, the Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the respective Proposed Allottees.

- No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.

- The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors believes that the proposed issue and allotment of equity shares of Company to the shareholders of STRATIS , in consideration other than cash, is considered **fair, reasonable, and in the best interests of the Company and its shareholders**, and is expected to generate long-term value through strategic integration and expansion of healthcare services.is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No.: 15 in the accompanying notice for approval by the Member.

Annexure A

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards 2 -General Meetings are provided hereunder:

Name	Mr. Kaushal Uttam Shah	Dr. Ganesh Natarajan
DIN	02175130	00176393
Category	Non-Executive Non-Independent Director	Non - Executive Non - Independent Director
Date of Birth	December 25, 1977	January 18,1957
Age	50 Years	69 Years
Qualifications	Chartered Accountant	Mechanical Engineering from BIT Mesra, a post graduate degree in Industrial Engineering from NITIE Bombay and a Ph.D. from IIT Bombay
Experience / Nature of Expertise in specific functional areas	Refer Brief Profile / resume of Director as provided hereinbelow.	Refer Brief Profile / resume of Director as provided hereinbelow.
Date of first appointment on the Board	March 13, 2024	March 13, 2024
Shareholding in the Company	Mr. Kaushal Shah holds 29,78,720 equity shares of the Company.	Dr. Ganesh Natarajan holds 49,85,130 equity shares of the Company

Relationship with other directors and other Key Managerial Personnel	No Relationship with the Other Directors of the Company	No Relationship with the Other Directors of the Company
Number of Board Meetings attended during FY 2025-26	6	6
Names of listed entities in which the person holds directorship (excluding the director position holds in this Company)	Arvaya Healthcare Limited	• Hinduja Global Solutions Limited • Honeywell Automation India Limited • Cyient DLM Limited
Names of listed entities from which the person has resigned in the past three years	Nil	State Bank of India
Directorships held in other companies (excluding this Company, foreign companies and Section 8 companies)	1. Arvaya Healthcare Limited 2. Ukkhimji Foods Private Limited 3. Itarium Technologies India Private Limited 4. Sangli-Miraj Commercial Ventures Private Limited 5. Health Secure Hospitals Private Limited	1. Hinduja Global Solutions Limited 2. Honeywell Automation India Limited 3. Cyient DLM Limited 4. SBI Payment Services Private Limited 5. Zeva Capsol Private Limited 6. Global Talent Track Private Limited 7. 5F World Private Limited 8. Skills Alpha Learning Private Limited 9. Tablespace Technologies Limited 10. Inflexion Analytix Private Limited 11. EPPS Infotech Limited 12. SBI DFHI Limited 13. Simpleminds Digital Private Limited
Membership / Chairmanship of Committees in other Companies (Excluding Foreign Companies) Note: Includes Membership/Chairmanship of Audit Committee and Stakeholders' Relationship Committee only.	• **Arvaya Healthcare Limited** - Audit Committee (Member) - Stakeholders Relationship Committee (Member)	• **Hinduja Global Solutions Limited** -Audit Committee (Member) -Stakeholders Relationship & Share

		Allotment Committee (Member) • **Honeywell Automation India Limited** - Audit Committee (Chairman) -Stakeholders Relationship Committee (Member)
Terms and conditions of appointment	Director liable to retire by rotation.	Non-Executive Director
Remuneration last drawn	Nil	Remuneration paid to Dr. Ganesh Natarajan for FY 25-26 is Rs.130.34 Lacs
Brief Profile / resume of Director	Mr. Kaushal Uttam Shah is an Indian resident, aged 50 years. He holds the degree of Chartered Accountant from Institute of Chartered Accountants of India and has an experience of more than 26 years in the field of Commodities and Capital Markets.	He is an Indian resident, aged 69 years. He holds the degree in Mechanical Engineering from BIT Mesra, a post graduate degree in Industrial Engineering from NITIE Bombay and a Ph.D. from IIT Bombay and has an experience of more than 40 years in the field of advisory in digital reengineering and information technology.

ANNEXURE 'B'

(Shareholding pattern of the Company before and after the Preferential Issue)

Sr No	Category	Pre-Issue Shareholding (as on July 30, 2026)		Shareholding Post Preferential Issue	
		No. of Equity Shares held	% to total share capital	No. of Shares held *	% to total share capital *
A	Promoter Group				
	Promoter and Promoter Group Holding				
1	Indian				
	Individual	18,60,21,72	44.53	1,86,02,172	34.73
	Body Corporate	73,98,977	17.71	77,77,589	14.52
	Sub-Total	26001149	62.24	2,63,79,761	49.25
2	Foreign Promoters	0	0	0	0.00
	NRI	0	0	0	0.00
	Sub-Total – A (A1+A2)	2,60,01,149	62.24	2,63,79,761	49.25
B.	NON-PROMOTER HOLDING				
1	Institutional Investors				
	Mutual Funds/ FPI/ AIF	7700	0.02	7700	0.01
	Financial Institutions / Banks	0	0	0	0.00
	Insurance Companies	0	0.00	0	0
	Central Government	0	0.00	0	0
	Sub-Total - B1	7700	0.02	7700	0.01
2	Non-Institutional Investors				
	Individuals	1,42,87,332	34.20	2,39,90,688	44.79
	Body Corporate	14,78,236	3.54	23,29,026	4.35
	Others	2,526	0.01	856329	1.60
	Sub-Total - B2	1,57,68,094	37.74	2,71,76,043	50.74
	Total (B=B1+B2)	1,57,75,794	37.76	2,71,83,743	50.75
	GRAND TOTAL (A+B)	41776943	100.00	53,563,504	100

** The post issue shareholding pattern figures are derived under the assumption that all proposed equity shares will be allotted in accordance with the shareholders' resolution No. 13,14 & 15. However, if any equity shares remain unsubscribed or unexercised, the figures will be adjusted accordingly.*

By order of the Board of
GTT Data Solutions Limited
(formerly known as Cinerad Communications Limited)

Sd/-

Ebrahim Nimuchwala
Company Secretary & Compliance Officer
Place: Pune
Date: August 21, 2026
CIN: L62099PN1986PLC249493
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