

*THE COMPANIES ACT, 2013
(A Company Limited by Shares)
MEMORANDUM OF ASSOCIATION

OF

***GLOTTIS LIMITED**
(Incorporated under the Companies Act, 2013)

- I. The Name of the Company is **"GLOTTIS LIMITED"**
- II. The Registered Office of the Company will be situated in the State of **TAMIL NADU**.
- III. **(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**
 1. To carry on both in India and abroad the business as general carriers and freight forwarders and to provide carrier freight transport, couriers, taxi, truck, light or heavy haulage and delivery services by land, road, railway, sea, river, canal, water, or air or any other mode for and in connection with any containers, packages, parcels, mails, goods or bulk commodities and to carry passengers by air, road, rail, land, sea or water, and to operate any taxi service and to construct, equip, maintain, work, purchase, sell, export, import, lease, hire, let on hire, repair, refurbish, or otherwise deal in any aircraft, ship, car, bus, train or any kind of vehicle or any other mode of transport
 2. To establish, organize, manage, run, charter, conduct, contract, develop, handle, own, operate, and to do business both in India and abroad as transporters in all its branches on land, air, water and space for transporting goods, passengers, articles, or things on all routes and lines on national and international level, through all sorts of carriers like trucks, lorries, trawlers, dumpers, coaches, tankers, tractors, haulers, jeeps, trailers, motor buses, omnibuses, motor taxis, railways, tramways, aircrafts, hovercrafts, rockets space shuttles, ships, vessels, boats, barges etc. whether propelled by petrol, diesel, electricity, steam, oil, atomic power or any other form of power and to act as commission agents, booking agents, indenting agents, travel agents, fleet owners & operators, garage owners, service station owners, cargo superintendents, cargo owners, stevedores, loading & unloading contractors, cartage contractors, C & F agents, ropeway owners, liasoners, middlemen, mukadams, munshis, storekeepers, warehousemen, couriers, conductors, charterers, cab owners, package tour operators.

****Amended vide Special Resolution passed by the Members at the Extra Ordinary General Meeting held on 16th February, 2024.***

3. To carry on both in India and abroad the business of providers of service, consultants, advisors, trainers, and facilitators in field of transport & logistics by all means & methods, warehousing, storage, consignment, supply chain management, distribution services, international freight forwarding, customs clearing, bar- coding, imaging, including the business of warehousing services, logistics services, goods storage, commercial activities with regard to goods storage & transport, commission agents, selling agents, distribution agents, sole selling agents, transport agents, for all goods & services needed by any industry, trade,
4. To provide both in India and abroad the facilities for the storage, warehousing, carriage and distribution of merchandise by land, sea and air and to purchase, hire, take on lease or otherwise acquire any lands, docks, canals, waterways, warehouses, wharves, buildings or machinery, and to construct and equip them and to build, purchase, hire or take on charter any ships, tugs, barges, lorries, vans, trailers and other vessels or vehicles of any description including as shipping, chartering, forwarding and transport agents; as stevedores, wharfingers, transport contractors and agents, cargo superintendents, packers and haulers; as warehousemen and proprietors of warehouses, and to establish and carry on business as tourist agency, travel bureau and booking office, and also to act as clearing agents.
5. To carry out in India and abroad the activities of Breakbulk Cargo including of Loading and Unloading of all types of cargo and to render the services of chartering of ships including voyage charter, time charter, passenger cruiseship charter, trip time charter, bareboard yacht charter including the business of providing consultancy services.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE: -

1. To take over the Business of M/s. Glottis, a registered Partnership Firm under the Indian Partnership Act, 1932
2. To open current account, fixed deposit account or any account with any banker or bankers, shroff or merchant and to draw, make, accept, endorse, discount, execute and issue promissory notes, cheques, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments and to avail all such fund based and/or non-fund based facilities that may be granted to the Company by such bank(s).

3. Subject to the provisions of the Act, to borrow or raise money with or without security in such manner as may be thought fit, and in particular by mortgages of the undertaking and all or any or the immovable and movable property (present or future) and the uncalled capital of the Company or by the creation and issue, on such terms, as may be thought expedient, of debentures or debenture stock, perpetual or otherwise, or other securities of any description including but not limited to availing and utilizing all fund based and/or non-fund based facilities either with or without security(ies) that may be granted to the Company.
4. To remunerate any person or persons or company or any employee of the Company by a fixed sum or percentage or profits or commission or by issue of fully or partly paid shares or debentures or otherwise in the Company for services rendered to the Company.
5. Subject to the provisions of the Act, to invest any surplus funds of the Company from time to time in Government Securities (including bonds issued by State and/or Central Government or any other authority or Government Department, Banks, financial institutions) or in debentures or other securities or money issued by or on behalf of any municipal body or of any corporate body established in India under authority of any Act or Legislature established in India or in any shares, debentures or securities of public or private company in India and in the shares and debentures of co-operative societies and in mutual funds authorised by SEBI, as may, from time to time, be determined by the Directors or on the mortgage of immovable properties whether freehold or leasehold or of any other tenure in India or elsewhere on the pledge of movable property in India or elsewhere or as the Directors may, from time to time, determine or in fixed deposits of companies or banks (including the agents of the Company) or in such other securities, as may, from time to time, be determined by the Directors and from time to time to sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
6. To purchase or otherwise acquire and undertake the whole or any part of the business, goodwill, assets and liabilities of any firm or company or person carrying on or possessing to carry on any business which this company is authorized to carry on or possessed of properties suitable for.
7. To invest and deal with the monies of the Company not immediately required in any investment, movable or immovable, and in such manner, as may, from time to time seem expedient.
8. To purchase, take on lease, exchange, hire or otherwise acquire any immovable property, patents, licenses, rights and privileges which the Company may think necessary or convenient for the purpose of its

business and to pay for the same either in cash or in shares or securities and to sell, let, lease or otherwise dispose of or grant rights over any immovable property belonging to the company.

9. To purchase or otherwise acquire, maintain or reconstruct any buildings, offices, workshops, mills, plant, machinery and other things found necessary and/or convenient for the purpose of the Company, including assets like plant & machinery, whether grouted to the floor or otherwise, vehicles of all kinds, computers and all accessories, printers & scanners, furniture & fittings of all types and such other assets that the Directors think necessary for the carrying out the business of the Company or otherwise.
10. To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit and in particular, for shares, (whether fully or partly paid-up), debentures or securities of any other company having objects altogether or in part similar to those of this Company.
11. To join collaborate, amalgamate, merge, acquire, enter into partnership or any arrangement whether terminable or otherwise, for sharing profits, union of interests, joint adventure, reciprocal concessions, co-operation, foreign or Indian and to carry on or about to carry on or engaged in or about to engage in any business or transaction which the company is authorized to carry on.
12. To obtain any provisional order or Act of the Government for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution.
13. To acquire or amalgamate or merge with any other company having objects altogether or in part similar to those of this Company.
14. To distribute any of the property of the Company in species among the members in the event of winding up of the Company.
15. To pay all preliminary expenses of this Company, to contract with any persons, firm or company to pay the same, and to pay the cost, expenses of or incidental to the winding up of the company.
16. To give any guarantee or indemnity for the payment of money for or the performance of any obligation or undertaking, including providing guarantees (of all kinds) or warranties for the products/services that are provided/manufactured by the Company.
17. To receive money, securities, valuables of all kinds for custody on such terms and conditions as may be expedient.

18. To pay, satisfy or compromise, claims, made against the Company, which may be necessary or seem expedient to pay, satisfy or compromise.
19. To employ any person(s) either as support staff or otherwise for carrying out the operations of the Company including skilled or semi-skilled or unskilled person(s) either directly or through agencies, either on contract basis or otherwise or engage (as employee or otherwise) including technical advisers, experts, engineers, technologists, technicians, artisans or craftsmen to advise, supervise, devise, design and /or plan any project, process or scheme and to remunerate any person or persons for services rendered or to be rendered by cash, other assets or by allotment of fully or partly paid shares.
20. To provide for the welfare of shareholders, ex-shareholders, directors and ex-directors and employees or ex-employees of the Company or its predecessors in business and the wives, widows or families and dependents or connections of such persons by building or contributing to the building of houses, dwellings, or by creating and from time to time subscribing or contributing to any funds or to funds or trusts and by providing or subscribing or contributing towards places of instruction and recreations, hospitals and dispensaries, medical and other assistance as the Company shall think fit and to subscribe or contribute for or otherwise to assist or grant money to charitable and other trusts whether private, public, discretionary, vested to specific, benevolent, religious, scientific, national or to other institutions or objects, which shall have any moral or other claims to support or aid by the Company subject to the provisions of the Companies Act, 2013.
21. To grant pensions or gratuities and all other statutory benefits to any employee of the Company or dependents of any such person(s), and trusts to benefit any such persons(s) or otherwise advance the interestsof the Company or its members.
22. To accept donations, gifts, with or without such condition, restrictions, obligations, stipulations and liabilities as are not derogative to the provisions of the law.
23. To engage agents, distributors, resellers, canvassers, representatives, employees and sub-agents, including technically qualified staff for the purpose of the Company's business and to undertake to train such staff, employees, sub-agents and representatives.
24. To advertise, demonstrate, exhibit, broadcast, organise/ participate in seminars, conclaves, exhibitions, business promotion events, meetings and media publicity function at any place or places or in whatsoever manner found expedient for the purpose of popularizing or advancing the interest of the Company, in any way that may be thought advisable including the positing of bills in relation thereto and the issue of the books,

pamphlets and price lists and the conducting of competitions and the giving prizes there for.

- 25.** To join and participate in any chamber of commerce or commercial institutions or bodies as members or associate member and to pay all subscriptions and other accounts for such purpose.
- 26.** To insure the whole or any part of the property of the Company, either fully or partially to protect from liability or loss either fully or partially and also insure and protect and indemnify any part or portion thereof either on mutual principles or otherwise.
- 27.** To create any depreciation fund, reserve fund, insurance fund, sinking fund or any other special funds, whether for depreciation or repairs, replacement improving extending or maintaining any of the properties of the Company or for any other purpose conducive to the interest of Company.
- 28.** To refer to or agree to refer any claims, demand, dispute by or against the Company or in which the Company is interested or concerned and whether between the Company and the members or his or their representatives or between the Company and third parties, to arbitration, compromise & settle and to observe and perform and to do all acts, matters and things to carry out or enforce the awards.
- 29.** To cause the Company to be registered in any foreign country or place as an independent entity or as a branch of the Company as may be deemed fit and proper.
- 30.** To make donations to such persons or institutions and in such cases and either in cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and to subscribe, contribute or otherwise assist or guarantee money for research and development, training, education and corporate social responsibility, charitable, scientific, religious or benevolent, public or cultural educational or other institutions objects or for any exhibition or for any public, general or other objects.
- 31.** To undertake, aid, promote and to co-ordinate project studies, arrange collaboration to extend technological assistance and services, prepare schemes, project reports market research and studies, to have technical, financial arrangements to make agreements and arrangements to provide management, personal and set up production techniques, assist and to source funds from any foreign institutions/ individuals or domestic institutions for finding market for manufactured goods of India and foreign origin, secure sound investments of foreign capital in Indian undertakings and enterprises and to act as agents or render assistance to any person, firm, company, association or government.

IV. The liability of the member(s) is limited and this liability is limited to the extent of amount unpaid, if any, on the shares held by them.

V. ^{1|2|3}**The Authorized Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crore only) divided into 12,50,00,000 (Twelve Crore Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two Only) each**, with power to increase, issue further capital or reduce the capital of the Company and to divide or consolidate the shares in the capital for the time being into several classes and to attach thereto respectively such rights whether preferential, deferred or qualified or to abrogate any such rights, privileges or conditions in such manner as may be provided or determined from time to time.

¹Amended vide Ordinary Resolution passed by the Members at the Extra Ordinary General Meeting held on 4th January, 2023 INR 15,00,000 (Indian Rupees Fifteen lakhs Only) divided into 1,50,000 (One lakh Fifty thousand) Equity Shares of INR 10 each (Indian Rupees Ten rupees only) to INR 1,00,00,000 (Indian Rupees One Crore Only) divided into 10,00,000 (Ten Lakhs) Equity Shares of INR 10 each (Indian Rupees Ten rupees only)

²Amended vide Ordinary Resolution passed by the Members at the Extra Ordinary General Meeting held on 23rd May, 2024 from INR 1,00,00,000 (Indian Rupees One Crore Only) divided into 10,00,000 (Ten Lakhs) Equity Shares of INR 10 each (Indian Rupees Ten rupees only) to INR 25,00,00,000/- (Indian Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore and Fifty Lakhs only) equity shares of INR 10/- (Indian Rupees Ten rupees only).³

³Amended vide Ordinary Resolution passed by the Members at the Extra Ordinary General Meeting held on 02nd September, 2024 from INR 25,00,00,000 (Indian Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two crore fifty Lakhs) Equity Shares of INR 10 each (Indian Rupees Ten rupees only) to INR 25,00,00,000/- (Indian Rupees Twenty Five Crores Only) divided into 12,50,00,000 (Twelve Crore and Fifty Lakhs only) equity shares of INR 2/- (Indian Rupees Two rupees only).

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We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:

Sl. No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN / Passport Number	No. Of Shares	Place	DSC	Dated
1.	MANIKANDAN KUTTAPAN S/o: Mr. Kuttapan Nationality: INDIAN Pan: ALTPM0858J Date of birth: 22 nd January, 1978 Place of birth: Salem and Tamilnadu Occupation: Business Educational Qualification: MIBA Permanent & Permanent Residential Address: No. 100, 2 nd Floor, 1 st Street, Pallava Garden, Pallavaram, Kancheepuram, Old Pallavaram, Chennai – 600 117 Mobile number: +91- 95000 35571 Email id: mani@glottislogistics.in	DIN: 07754137	5,000	Chennai	Digitally Signed	13-APR-2022
2.	RAMKUMAR S/o: Mr. Senthivel Nationality: INDIAN Pan: AJPPR3107F Date of birth: 08 th December, 1977 Place of birth: Tuticorin and Tamilnadu Occupation: Business Educational Qualification: B. Com	DIN: 07754138	5,000	Chennai	Digitally Signed	13-APR-2022

	Permanent & Permanent Residential Address: No. 100, 1 st Street, Pallava Garden, Pallavaram, Kancheepuram, Tamil Nadu – 600 117 Mobile number: +91- 98400 18755 Email id: ram@glottislogistics.in					
TOTAL SHARES TAKEN			10,000	EQUITY		
SIGNED BEFORE ME						
	NAME	ADDRESS	PLACE	DIN/PAN/ MEMBERSHIP NUMBER	DSC	DATE
FCS	T P SHRIDAR S/o. Mr. T A G CHARI	"Sreekrishna" No.18, (New No.38), 12 th Avenue, Ashok Nagar, Chennai 600 083 PRACTICING COMPANY SECRETARY	Chennai	FCS No : 7389 CP No : 4530	Digitally signed	13- APR- 2022