



# CNGSN & ASSOCIATES LLP

## CHARTERED ACCOUNTANTS

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#### 4. Statement of tax benefits

Date:

To,

##### The Board of Directors

##### Glottis Limited

New No. 46, Old No. 311,  
1<sup>st</sup> Floor, Thambu Chetty Street,  
Chennai - 600 001,  
Tamil Nadu, India.

##### Pantomath Capital Advisors Private Limited

Pantomath Nucleus House, Saki Vihar Road,  
Andheri East, Mumbai – 400 072,  
Maharashtra, India.

(the “Book Running Lead Manager”)

**Re: Proposed initial public offering of equity shares (the “Equity Shares”) of Glottis Limited (the “Company” and such offer, the “Offer”)**

Dear Sir(s),

We, CNGSN & Associates LLP, (Firm Registration Number: 004915S/S200036), Statutory Auditor of the Company, report that the enclosed statement in the **Annexure**, states the possible special tax benefits, available to the Company and its shareholders, under the direct and indirect tax laws presently in force in India, as on the date of this certificate. Several of these benefits are dependent on the Company and its shareholders, fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company or its shareholders face in the future, the Company and its shareholders may or may not choose to fulfil.

We confirm that as on date of this certificate, the Company does not have any subsidiaries.

The benefits discussed in the enclosed **Annexure** are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer. We are neither suggesting nor advising the investor to invest in the Offer based on this statement.

We do not express any opinion or provide any assurance as to whether:

- (i) the Company and its shareholders will continue to obtain these benefits in future; or
- (ii) the conditions prescribed for availing the benefits have been/would be met with.



The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

We also consent to the references to us as “Experts” as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013 to the extent of the certification provided hereunder and included in the red herring prospectus of the Company or in any other documents in connection with the Offer.

We hereby give consent to include this statement of special tax benefits in the red herring prospectus, and in any other material used in connection with the Offer.

We hereby confirm that while providing this certificate we have complied with the Code of Ethics and the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the Institute of Chartered Accountants of India.

We have conducted our examination in accordance with the ‘Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016)’ issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

We confirm that the information in this certificate is true, fair and correct, and is in accordance with the requirements of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable law, and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context. We confirm that the information in this certificate is adequate to enable investors to make a well-informed decision, to the extent that such information with respect to us is relevant to the prospective investor to make a well-informed decision.

This certificate is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, the Book Running Lead Manager and the legal advisor in relation to the Offer. We hereby consent to the submission of this certificate as may be necessary to SEBI, the Registrar of Companies, Tamil Nadu at Chennai (“RoC”), the relevant stock exchanges, any other regulatory authority and/or for the records to be maintained by the Book Running Lead Manager and in accordance with applicable law. We hereby consent to this certificate being disclosed by the Book Running Lead Manager, if required (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.



We confirm that we will immediately communicate any changes in writing in the above information to the Book Running Lead Manager until the date when the Equity Shares commence trading on the relevant stock exchanges. In the absence of any such communication from us, the Book Running Lead Manager and the legal advisor, can assume that there is no change to the above information until the Equity Shares commence trading on the relevant stock exchanges pursuant to the Offer. All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,  
For and on behalf of CNGSN & Associates LLP

*Vivek Anand*

**V Vivek Anand**  
**Partner**

Membership No.: 208092  
Firm Registration No: 004915S/S200036  
UDIN: 25208092BMKYCE2058  
Date: 16-09-2025



**Encl: As above**

Cc:

**Legal counsel to the Offer**  
**T&S Law**  
15, Logix Technova,  
Block B, Sector 132, Noida – 201 304,  
Uttar Pradesh, India.



**ANNEXURE**

**Annexure to the statement of special tax benefits available to Glottis Limited ("the Company") and its Shareholders**

The information provided below sets out the possible special direct tax & indirect tax benefits available to the Company, and its shareholders in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership, and disposal of Equity Shares, under the current tax laws presently in force in India. Several of these benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company, and the shareholders of the Company to derive the direct and indirect tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company, and the shareholders of the Company may or may not choose to fulfil. Further, certain tax benefits may be optional, and it would be at the discretion of the Company or the shareholders of the Company to exercise the option by fulfilling the conditions prescribed under the tax laws.

The following overview is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

The tax benefits stated below are as per the Income Tax Act, 1961 ("IT Act") as amended from time to time and applicable from financial year 2024-25 relevant to Assessment year 2025-26 (AY 2025-26) and Indirect tax laws as amended from time to time and applicable for the financial year 2024-25.

**I. Under the IT Act**

**1. Special tax benefits available to the Company under the Act**

- **Lower corporate tax rate under Section 115BAA**

A new Section 115BAA has been inserted by the taxation laws (amendment) Act, 2019 ("The Amendment Act, 2019") granting an option to Domestic Companies to compute corporate tax at a reduced rate of 25.17% (22% plus surcharge of 10% and cess of 4%) from the financial year 2019-20, provided such Companies do not avail specified exemptions/incentives (e.g. Deduction under Section 10AA, 32(1)(iia), 33ABA, 35(2AB), 80-IA etc.)

The Amendment Act, 2019 also provides that Domestic Companies availing such option will not be required to pay Minimum Alternate Tax ("MAT") under Section 115JB. The CBDT has further issued circular 29/2019 dated October 02, 2019 clarifying that since the mat provisions under Section 115JB itself would not apply where a Domestic Company exercises option of lower tax rate under Section 115BAA, mat credit would not be available corresponding amendment has been inserted under Section 115JAA dealing with MAT Credit.

The Company has exercised the above option.



### **Deductions from Gross Total Income**

#### *Section 80 JJAA - Deduction in respect of employment of New Employees*

Subject to fulfilment of prescribed conditions, the Company is entitled to claim deduction, under the provisions of Section 80JJAA of the Act, of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided.

#### *Section 80M - Deduction in respect of inter-corporate dividends*

A new Section 80M has been inserted by the Finance Act, 2020 w.e.f. April 1, 2020 providing for Deduction from Gross Total Income of a Domestic Company, of an amount equal to dividends received by such Company from another Domestic Company or a Foreign Company or a Business Trust as does not exceed the amount of dividend distributed by it on or before one month prior to the date of filing its tax return as prescribed under Section 139(1) of the Act.

Where the Company receives any such dividend during a financial year and also, distributes dividend to its shareholders before the aforesaid date, as may be relevant to the said financial year, it shall be entitled to the deduction under Section 80M of the Act.

### **2. Special tax benefits available to shareholders**

There are no special tax benefits available to the shareholders (other than resident corporate shareholder) of the Company.

With respect to a Resident Corporate shareholder, a new Section 80M is inserted in the Finance Act, 2020, to remove the cascading effect of taxes on Inter-corporate dividends during Financial Year 2020-21 and thereafter. The Section provides that where the gross total income of a Domestic Company in any previous year includes any income by way of dividends from any other Domestic Company or a Foreign Company or a business trust, there shall, in accordance with and subject to the provisions of this Section, be allowed in computing the total income of such Domestic Company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other Domestic Company or Foreign Company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The "Due date" means the date one month prior to the date for furnishing the return of income under sub-Section (1) of Section 139.

#### **Notes:**

- *The above statement of possible special tax benefits sets out the provisions of tax laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership, and disposal of shares.*
- *The above statement covers only certain special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This*



*statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian Company.*

- *The above statement of possible special tax benefits is as per the current direct tax laws relevant from the assessment year 2024-25. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the tax laws.*
- *In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant double taxation avoidance agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.*
- *As the Company has opted for Concessional Corporate Income tax rate in previous years as prescribed under Section 115BAA of the Act, it will not be allowed to claim any of the following deductions:*
  - *Deduction under the provisions of Section 10AA (Deduction for units in special economic zone)*
  - *Deduction under clause (iia) of sub-Section (1) of Section 32 (additional depreciation)*
  - *Deduction under Section 32AD or Section 33AB or Section 33ABA (investment allowance in backward areas, investment deposit account, site restoration fund)*
  - *Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section or sub-section (2AA) or sub-Section (2AB) of Section 35 (expenditure on scientific research)*
  - *Deduction under Section 35AD or Section 35CCC (Deduction for specified business, agricultural extension project)*
  - *Deduction under Section 35CCD (expenditure on skill development)*
  - *Deduction under any provisions of chapter vi-a other than the provisions of Section 80JJAA or Section 80M;*
  - *No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred above*
  - *No set off of any loss or allowance for unabsorbed depreciation deemed so under Section 72A, if such loss or depreciation is attributable to any of the deductions referred above*
- *This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.*





## **II. Under the Indirect Tax Laws**

### **1. Special Indirect tax benefits available to the Company**

The Company is not entitled to any special tax benefits under indirect tax laws

### **2. Special Tax benefits available to shareholders**

The shareholders of the Company are not entitled to any special tax benefits under indirect tax laws

#### **Notes:**

1. These benefits are dependent on the Company fulfilling the conditions prescribed under the relevant provisions of the tax laws.

2. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

3. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

#### **Limitation:**

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the tax laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company, and any other person in respect of this statement, except as per applicable law.

