



Shorter Notice of the 3rd Annual General Meeting

To
The Shareholders
Board of Directors and
Statutory Auditors

SHORTER NOTICE IS HEREBY GIVEN THAT 3rd ANNUAL GENERAL MEETING OF THE MEMBERS OF GLOTTIS LIMITED WILL BE HELD ON SATURDAY, SEPTEMBER 13, 2025 AT 10.00 A.M. AT CORPORATE OFFICE SITUATED AT NEW NO.164, 13TH CROSS STREET, DEFENCE OFFICERS COLONY, EKKADUTHANGAL, NANDAMBAKKAM, CHENNAI – 600 032. INDIA.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2025 and Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ramkumar Senthilvel (DIN: 07754138), who retires by rotation and, being eligible, offers himself for re-appointment.

AS SPECIAL BUSINESS

3. To consider the appointment of Mrs. Jayashree S Iyer, Company Secretary in Practice as Secretarial Auditors of the Company for a period of 5 years from Financial Year 2025-2026 to 2029-2030.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with circulars issued thereunder from time to time and Section 179, 204 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Act”), and as recommended by the Audit Committee (“AC”) and the Board, the consent of the members be and is hereby accorded for the appointment of Mrs. Jayashree S Iyer, Company Secretary in Practice (Membership No. F10394, CP No. 21403 of the ICSI) having Peer Review No. 1382/2021 and as Secretarial Auditors of the Company for a period of 5 consecutive years, from April 1, 2025 to March 31, 2030 (‘the Term’), at a remuneration of Rs. 2,00,000/- (Rupees Two Lakhs Only) per annum plus taxes as applicable and on such terms & conditions, including variation in remuneration as may be determined by the Board of Directors from time to time (hereinafter referred to as the ‘Board’ which expression shall include any Committee thereof or person(s) authorized by the Board in this regard).

Glottis Limited (Formerly Known as Glottis Private Limited)

Regd Off : New No.46, Old No.311, 1st Floor, Thambu Chetty Street, Chennai - 600 001. ☎ (044) 2525 0222 / 4266 5587

Corp. Office : New No.164, 13th Cross Street, Defence Officers Colony, Ekkatuthangal, Nandambakkam, Chennai - 600 032.

☎ (044) 4266 5586 / 4266 8366 ✉ info@glottislogistics.in 🌐 www.glottislogistics.in

CIN : U63090TN2022PLC151443 | GSTIN : 33AAJCG7091D1ZN



RESOLVED FURTHER THAT Mr. Ramkumar Senthilvel, Managing Director (DIN:07754138) and Mr. Kuttappan Manikandan, Managing Director (DIN: 07754137) and Ms. Rajasree Chief Financial Officer, Ms. Nibedita Panda Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient including filing of necessary forms to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

By Order of the Board of Directors

For Glottis Limited



Nibedita Panda

Company Secretary and Compliance Officer

M No. A68844

Place: Chennai

Date: 11.09.2025

Registered Office: New No.46, Old No.311, 1st Floor, Thambu Chetty Street, Chennai, Tamil Nadu, India, 600001

Corporate Office: Plot No 164 13th Cross Street, Defence Officers Colony, Nandambakkam, Ekkaduthangal, Chennai City Corporation, Tamil Nadu, India, 600032.

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NOTE:

1. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the Special business under Item No. 3 to the Notice, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. As per Section 105 of the Companies Act, 2013 and Rule 19, Sub-Rule (2) of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
3. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 24 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

Institutional / Corporate Members (i.e. other than individuals/HUF/NRI etc.) are required to send scanned copy of Board Resolution authorizing their representative to attend the AGM through on its behalf and to vote to the Company at the email address : rajasree@glottislogistics.in

4. Members are requested to affix their signatures at the space provided on the attendance slip annexed to proxy form and handover the slip at the entrance of the meeting hall.
5. Route map is enclosed for easy reference.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS.

Item No: 2 To appoint a Director in place of Mr. Ramkumar Senthilvel (DIN: 07754138), who retires by rotation and, being eligible, offers himself for re-appointment.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 3rd ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD- 2 ON GENERAL MEETINGS ARE AS UNDER:	
Name of the director	Ramkumar Senthilvel
DIN	07754138
Designation	Managing Director
Date of Birth & Age	December 08, 1977, 47 Years
Date of first appointment on the Board	18.04.2022
Directorships held in other companies	<p>Indian Companies</p> <ol style="list-style-type: none"> 1) Saccon Lines India Private Limited; and 2) Glottis Shipping Private Limited <p>Foreign Companies</p> <ol style="list-style-type: none"> 1) Continental Shipping and Consulting Pte. Ltd; 2) Continental Worldwide Shipping Service LLC; and 3) Continental Shipping and Consulting Vietnam Company Limited
Qualifications	He holds a bachelor's degree in commerce from University of Madras
Experience/Expertise in specific functional areas	<p>He has over eighteen years of experience in the logistics industry encompassing a broad range of functions including supply chain management, transportation operations, warehousing, distribution planning, freight forwarding, and third-party logistics (3PL) solutions.</p> <p>His expertise spans both domestic and international logistics, with a strong track record in managing end-to-end supply chain operations, vendor management, customer relationship management etc.</p>
Remuneration Last drawn (in Lakhs) or proposed	<p>Remuneration Last drawn: 130.73</p> <p>Proposed Remuneration: No change from previous Remuneration..</p>

Terms and conditions of appointment / reappointment	In terms of Section 152 of the Companies Act, 2013, Mr. Ramkumar Senthilvel is liable to retire by rotation.
Number of meetings of the Board attended during the financial year	12 out of 12 meetings
No. of Committees in which Director is member as on March 31, 2025	2
Shareholding in the Company (Number of Equity Shares)	3,95,92,000
Relationship with other Director / KMP in the Company	NA
Chairmanship / Membership of Committees in Companies including those in the Company	Stakeholder Relationship Committee – Member Corporate Social Responsibility Committee – Member IPO Committee- Chairman
Listed entities from which the Director has resigned in the past three year	Nil

Item No 3. To consider the appointment of Mrs. Jayashree S Iyer, Company Secretary in Practice as Secretarial Auditors of the Company for a period of 5 years from financial year 2025-2026 to 2029-2030.

Pursuant to the amended provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on September 01, 2025, have approved and recommended to the of Members of the Company for appointment of Mrs. Jayashree S Iyer, Company Secretary in Practice (Membership No. F10394, CP No. 21403 of the ICSI) having Peer Review No. 1382/2021 as Secretarial Auditors of the Company for a period of 5 consecutive years, from April 1, 2025 to March 31, 2030 ('the Term') subject to approval of the members at the ensuing Annual General Meeting on the following terms and conditions:

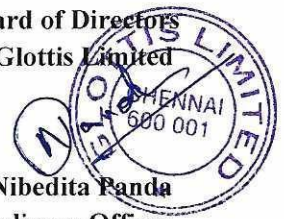
- a. **Brief Profile:** Mrs. Jayashree S Iyer, Company Secretary in Practice, A seasoned legal and compliance expert with over 35 years of experience in Corporate Laws, Securities Laws, RBI Regulations, FEMA, FCRA, Corporate Insolvency, Legal, and Insurance. Successfully spearheaded the IPO of a Chennai-based NBFC, demonstrating strong expertise in capital markets and regulatory compliance. Currently provides consultancy services to various companies on Corporate Laws, Securities Laws, and Insolvency matters. Known for a practical and solution-driven approach with deep regulatory insight.
- b. **Terms of appointment:** 5 (Five) consecutive years to hold office from April 1, 2025 till March 31, 2030.
- c. **Proposed Fees:** Rs.2,00,000/- (Rupees Two Lakhs only) plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for financial year ending March 31, 2026 and for subsequent year(s) of the term, or such other fees as determined by the Board of Directors upon recommendations of the Audit Committee. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditors. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Board of Directors or committee thereof.
- d. **Basis of recommendations:** The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility criteria & qualification prescribed under the Companies Act 2013 & rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), qualification, experience, independent assessment & expertise in providing Secretarial audit related services, competency of the staff and the previous experience based on the evaluation of the quality of audit work done by the secretarial auditor in the past.
- e. **Consent and Eligibility:** Mrs. Jayashree S Iyer, have given her consent to act as Secretarial Auditors of the Company and confirmed that her aforesaid appointment (if made) would be within the prescribed limits under the Companies Act 2013 & rules made thereunder and SEBI Listing

Regulation. They have also confirmed that she is not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and rules and regulations made thereunder, and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at item No. 3 of the Notice.

The Board of Directors of the Company are of the opinion that the aforesaid appointment of Mrs. Jayashree S Iyer, Company Secretary in Practice, as Secretarial Auditors of the Company is in the best interests of the Company and accordingly recommends the resolution as set out at Item No. 3 for approval of the Members as an Ordinary Resolution.

By Order of the Board of Directors
For Glottis Limited



Nibedita Panda
Company Secretary and Compliance Officer
M No. A68844

Place: Chennai
Date: 11.09.2025

Proxy form

Form No. MGT-11

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]**

CIN : U63090TN2022PLC151443
Name Of The Company : Glottis Limited
Registered Office : New No.46, Old No.311, 1st Floor Thambu Chetty
Street, Chennai- 600001, Tamil Nadu, India

Name of the member: _____

Registered address: _____

E-mail Id: _____

I, being the member of shares of the above named company, hereby appoint:

1. Name:

Address:

E-mail Id:

Signature:..... Or failing him,

As my proxy to attend and vote (on a poll) for me and on my behalf at the Annual General Meeting of the company, to be held on Saturday, September 13, 2025 at 10.00 A.M. at Corporate Office situated at New No.164, 13th Cross Street, Defence Officers Colony, Ekkattuthangal, Nandambakkam, Chennai – 600 032, India and at any adjournment thereof in respect of such resolutions as are indicated in Notice:

Signed this..... day of..... 2025

Signature of Shareholder

Signature of Proxy Holder(s)

NOTE: THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 24 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

ATTENDANCE SLIP

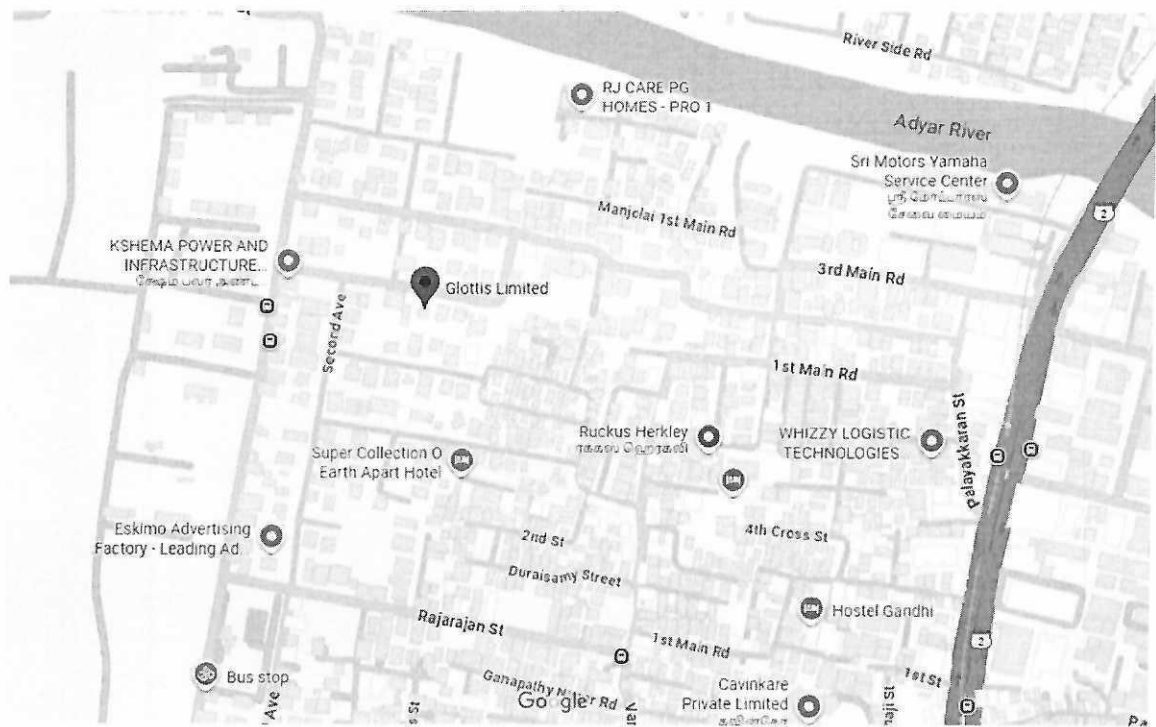
DP ID.	
CLIENT ID	

Name & Address of Shareholder / Proxy holder

FOLIO NO.	
NO. OF SHARES	

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company, held on Saturday, September 13, 2025 at 10.00 A.M. at Corporate Office situated at New No.164, 13th Cross Street, Defence Officers Colony, Ekkattuthangal, Nandambakkam, Chennai – 600 032, India.

ROUTE MAP



Link For the AGM: <https://maps.app.goo.gl/GKSGCLSeBja7QUST7>