



Southern Latex Limited

CIN : L25199TN1989PLC017137

13th, February, 2025

Bombay Stock Exchange Ltd.,
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
Scrip: 514454

Dear Sirs,

Sub: Notice of Postal Ballot for seeking approval of the shareholders for appointment of Mr. Srinivasan Balasubramanian (DIN: 01223266) as an Independent Director of the Company by means of special resolution and Intimation of Remote E-voting.

We wish to inform you that pursuant to Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act read with the Companies (Management and Administration) Rule, 2014, the Postal Ballot Notice dated 12th February, 2025 are being sent through electronic mode today to all the members whose names appear in the Registrar of Members/ list of Beneficial Owner as on Friday, the 7th February, 2025 ("Cut-off date"), seeking their approval, for appointment of Mr. Srinivasan Balasubramanian (DIN: 01223266) as an Independent Director of the Company, for a period of five consecutive years effective 16th December, 2024, by means of a special resolution. The Postal Ballot Notice has been uploaded on the website of the Company.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), we enclose the Postal Ballot Notice being sent to the shareholders of the Company.



The following are the events in connection with the e-voting:	
Cut-off date for e-voting	Friday, 7 th Friday, 2025
E-voting start date and time	Friday, 14 th February, 2025, 9:00 am (IST)
E-voting end date and time	Saturday, 15 th March, 2025, 5:00 pm (IST)

Please take it on record.

Yours faithfully,
For Southern Latex Limited



Kavitha.C
Company Secretary



SOUTHERN LATEX LIMITED

CIN: L25199TN1989PLC017137

Regd. Office: B-11/W, SIPCOT Industrial Complex, Gummidipoondi, Tiruvallur District- 601 201

Corp. Office: No. 66, New Avadi Road 2nd Floor, S2 Kurunji Apartments Chennai 600 010

Tel: +91 44 26601313 | Website: www.southernlatex.in | email id: southernlatexltd@yahoo.com

NOTICE OF POSTAL BALLOT (Pursuant to section 110 of the Companies Act, 2013)

NOTICE is hereby given, that pursuant to the provisions of section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended, General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the following special business is proposed for approval of members of the Company through postal ballot (“the Postal Ballot”) as a Special Resolution by way of remote e-voting (“e-voting”). Accordingly, physical copies of the notice along with the Postal Ballot Forms and the prepaid business reply envelopes are not being sent to the members.

The Board of Directors of the Company, in its meeting held on 16th December, 2024, based on the recommendations of the Nomination and Remuneration Committee, have considered and recommended, to the members of the Company, appointment of Mr.Srinivasan Balasubramanian as an Independent Director of the Company, in terms of Section 149 of the Companies Act, 2013, for a period of five consecutive years effective 16th December, 2024. Mr.Srinivasan Balasubramanian shall not be liable to retire by rotation.

Pursuant to provisions of the Companies Act, 2013 and Regulations 17 (1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain approval of the members for appointment of a person on the Board of Directors, as an Independent Director, within a period of three months from the date of appointment, through a Special Resolution. Accordingly, the Company is seeking your approval, through postal ballot, for the aforesaid proposal as contained in the special resolution appended below.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions, pertaining to the aforesaid special resolution setting out material facts and reasons thereof, is also appended. The said resolution and explanatory statement are being sent to you along with the Postal Ballot Notice (the “Postal Ballot Notice” or the “Notice”) for your consideration.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Company has appointed Mr. Satyaki Praharaaj, FCS proprietor of S.Praharaaj & Associates (Membership No. 6458) Practicing Company Secretary, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner. The voting will commence on **Friday, 14th February, 2025 at 9:00 A.M. (IST) and will end on Saturday, 15th March, 2025 at 5:00 P.M. (IST)**

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the Central Depository Security Limited (“CDSL”) for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedures as stated in the Notes forming part of the Notice.

The Scrutinizer will submit his report to the Chairman of the Board (“the Chairman”) or in his absence a person authorized by him, after completion of scrutiny of the voting in fair and transparent manner. The results of voting by postal ballot will be announced by Monday, 17th, March 2024. The results of the voting will also be published within 48 hours of declaration of the results and will be placed on the website of the Company at www.southernlatex.in, for information of shareholders besides being communicated to stock exchanges on which the shares are listed. The members are requested to consider and pass the resolution.

SPECIAL BUSINESS

Appointment of Mr. Srinivasan Balasubramanian (DIN: 01223266) as an Independent Director

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

RESOLVED THAT Mr. Srinivasan Balasubramanian (DIN: 01223266) who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective 16th December, 2024, by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 (**‘Act’**) read with related Rules (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and Article 121 of the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification, amendment, or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), as amended, and the Articles of Association of the Company, and on the recommendation

of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Srinivasan Balasubramanian (DIN: 01223266), who has been appointed as an Additional Director (Non-Executive, Independent) of the Company, and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing from 16th December, 2024 to 15th December, 2029 (both days inclusive).

Place: Chennai
Date: 12/02/2025

By the Order of the Board of Directors
for SOUTHERN LATEX LIMITED
Sd/-
Kavitha.C
Company Secretary & Compliance Officer

NOTES:

1. Explanatory statement pursuant to sections 102 and 110 of the Act, SS-2 and the listing Regulations, MCA circulars, stating all the material facts and the reasons for the proposed resolution above, is annexed herewith for the consideration of members
2. All documents required to be kept open for inspection, if any, shall be open for inspection at the Registered Office of the Company, on all working days except Holidays till the date of announcement of the results of this Postal Ballot. The member may write to the Company on southernlatex@yahoo.com in this regard.
3. The Company has appointed Mr. Satyaki Praharaj, FCS proprietor of S.Praharaj & Associates (Membership No. 6458) Practicing Company Secretary, as the scrutinizer ("Scrutinizer") as the Scrutinizer for conducting the voting process in a fair and transparent manner. The Scrutinizer will submit his report after the completion of the scrutiny on or before Monday, 17th March, 2025 to the Chairman, or any other person authorised by the Chairman. The voting results will be communicated to BSE and shall also be available on the Company's website, www.southernlatex.com . The resolution, if assented by the requisite majority, shall be deemed to be passed on the last date specified for voting, i.e. Saturday, 15th March, 2025, in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.
4. In terms of Rule 20 and Rule 22 of the Management Rules read with the MCA Circulars and the Listing Regulations, the advertisement pertaining to this Postal Ballot is being published in one English national daily newspaper (in English language) and one Tamil daily newspaper (in vernacular language, i.e. Tamil).
5. CUT-OFF DATE:
The cut-off date for the purpose of ascertaining shareholder's entitlement for voting through this Postal Ballot is Friday, 7th February, 2025 (hereinafter referred to as the ("Cut-off Date")). A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only, shall be entitled to vote in this Postal Ballot. Members who have acquired the shares after the cut-off date i.e. 7th March, 2025, should consider this notice for information purpose only.

6. A copy of this Postal Ballot Notice, Explanatory Statement, remote e-voting instructions and Postal Ballot Forms are available on the Company's website, www.southernlatex.com and also on the website of BSE Limited (www.bseindia.com).
7. A member cannot exercise his/her vote through a proxy on the postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide proof of authorization (board resolution/authority letter/power attorney, etc.) in favour of their authorised representatives through e-mail to southernlatexltd@yahoo.com.

8. REMOTE E-VOTING:

In compliance with the provisions of Sections 108 and 110 of the Act, Rule 20 and 22 of the Management Rules, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular"), the Company is providing the facility to the shareholders to exercise their right to vote on the proposed resolution electronically ("remote evoting") through Central Depository securities Limited ("CDSL"). CDSL will provide the remote e-voting facility to enable the shareholders to exercise their right to vote on resolution proposed to be considered through this Postal Ballot Notice by electronic means.

9. The remote e-voting period:

Commencement of E-voting	:	Friday, 14th February, 2025 (9:00 A.M. IST)
End of E-voting	:	Saturday, 15th March, 2025 (5:00 P.M. IST)

During this period, the shareholders of the Company holding shares either in physical form or in Demat form, as on the Cut-off Date, i.e. Friday 7th February, 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

10. The voting rights of shareholders shall be in proportion to their shareholding with the paid-up equity share capital of the Company as on the Cut-off Date i.e. 7th February, 2025. Members who have acquired the shares after the cut-off date i.e. 7th February, 2025, should consider this notice for information purpose only.
11. In terms of the SEBI e-voting Circular, the e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of Depositories / DP. The detailed procedure for remote evoting is given below.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 14th February 2025, at 9.00 a.m. and ends on 15th March 2025, at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 7th February 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 cdsi website www.cdslindia.com and click on login icon & 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 evoting is in progress as per the information provided by company. On clicking the evoting 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 links provided to access the system of all e-Voting Service Providers, 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 cdsi website www.cdslindia.com and click on login & 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 a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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.nsd.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 or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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 Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name 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.</p>

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	Help desk 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 contact at 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 call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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 for the relevant SOUTHERN LATEX LIMITED on which you choose to vote.
- (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 BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- 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 favour 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; southernlaxltd@yahoo.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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/RTA email id**.
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 e-Voting from the CDSL e-Voting 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 voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cDSLindia.com or call at toll free no. 1800 22 55 33

STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the proposed Resolution mentioned in the accompanying Notice.

The Nomination and Remuneration Committee (**‘NRC’**) oversees the appointment for the Board of Directors (**‘Board’**) of the Company and towards this, it has adopted a fair and transparent process, to ensure that

it recommends the right candidate(s) to serve on the Board. The NRC had previously finalized the desired attributes and skills for the selection of the Independent Director(s). Aligned to these, the NRC reviewed the profiles of suitable prospects and based on discussions held with relevant stakeholders, identified Mr. Srinivasan Balasubramanian as a suitable candidate to be inducted as an Independent Director on the Board of the Company.

On 16th December 2024, based on the recommendations of the NRC, the Board of the Company, in terms of Section 161 of the Companies Act, 2013 ('Act'), appointed Mr. Srinivasan Balasubramanian (DIN: 01223266) as an Additional Director (Non-Executive, Independent) on the Board of the Company effective 16th December 2024.

Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, and Regulation 16 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), appointed Mr. Srinivasan Balasubramanian as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from 16th December, 2024 to 15th December, 2029 (both days inclusive).

The Board noted that Mr. Srinivasan Balasubramanian's background, qualification, experience, skills, attributes and personality is in coherence with the criteria, role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Mr. Srinivasan Balasubramanian is justified due to the following reasons:

- His experience in the various Manufacturing industries.
- His competency in the field of project management, tactical planning, and high-stake negotiations.
- His expertise in management and administration.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Srinivasan Balasubramanian: (i) a consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) an intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act, (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, (iv) a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority, and (v) a confirmation that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his name appearing in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Further, Mr. Srinivasan Balasubramanian has confirmed that he is independent of the Management of the Company and that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

The profile and specific areas of expertise of Mr. Srinivasan Balasubramanian and other relevant information as required under SEBI Listing Regulations and Secretarial Standard on General Meetings are provided in this Notice.

In the opinion of the Board, Mr. Srinivasan Balasubramanian is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as an Independent Director of the Company.

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, except Mr. Srinivasan Balasubramanian, to whom the resolution relates, are concerned or interested in the Resolution mentioned in the Notice.

In compliance with the provisions of Section 149 of the Act read with Schedule IV to the Act and Regulation 17 and 25 of the SEBI Listing Regulations, the approval of the Members is sought for the appointment of Mr. Srinivasan Balasubramanian as an Independent Director on the Board of the Company, as a special resolution as set out above.

The Board recommends the special resolution set forth in the Notice for the approval of the Members.

Details of Director seeking appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 - Secretarial Standard on General Meetings

Name	Mr. Srinivasan Balasubramanian
DIN	01223266
Date of First Appointment to the Board	16th December, 2024
Age	70 Years
Qualification	BE
Nature of Expertise in Specific Functional Areas	Mr. Srinivasan Balasubramanian has core competency in the field of project management, tactical planning, and high-stake negotiations
Directorship in the Boards of Other Indian Listed Entities	NIL
Membership/Chairmanship in Committees of Other Indian Listed Entities	NIL

Notes:

1. Directorships in unlisted entities, foreign companies and membership in governing councils, chambers and other bodies are not included.
2. The above director has not resigned from Indian listed companies in the last 3 years.
3. There is no inter-se relationship amongst the Directors and Key Managerial Personnel.
4. Mr. Srinivasan Balasubramanian does not hold any shares of the Company.
5. The skills and capabilities of Mr. Srinivasan Balasubramanian has been disclosed in the explanatory statement.

Place: Chennai
Date: 12/02/2025

By the Order of the Board of Directors
for SOUTHERN LATEX LIMITED
Sd/-
Kavitha.C
Company Secretary & Compliance Officer