

## **SOUTHERN LATEX LIMITED**

CIN: L25199TN1989PLC017137

Regd. Office: B-11/W, SIPCOT Industrial Complex,

Gummidipoondi, Tiruvallur District- 601 201

Phone No. +91- 44 2660 1313,

website: www.southernlatex.in, email id : southernlatexltd@yahoo.com

**NOTICE** is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of Southern Latex Limited, CIN: L251991989PLC017137 will be held on Thursday, 19th September, 2019 at 3.30 P.M. at Sivam G.R. Thirumana Mandapam, Sivanandhapuram, Rettambedu Salai, Gumidipoondi - 601201 to transact the following businesses:

### **ORDINARY BUSINESS**

#### **Item no 1: Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2019, together with the Reports of the Board of Directors and the Auditors thereon. .

#### **Item No 2: Appointment of Mr. Neelakanda Pillai as a director liable to retire by rotation.**

To appoint a director in place of Mr. Neelakanda Pillai (DIN: 00084550) who retires by rotation and being eligible, seeks reappointment.

### **SPECIAL BUSINESS**

#### **Item No 3: Re appointment of Mr. Neelakanda Pillai as a Managing Director of the Company**

RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014 [including any statutory modification[s] or re-enactment thereof, for the time being in

force] and pursuant to the Articles of Association of the Company and subject to such consents and permissions, as may be required, approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Neelakanda Pillai (DIN: 00084550), as the Managing Director of the Company, for a period till 31<sup>st</sup> March 2022 from 18<sup>th</sup> December 2019, on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto and payment of such remuneration, as may be determined by the Board within the maximum limits of remuneration for Managing Director approved by the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this resolution and/or to make modification as may be deemed to be in the best interest of the Company.

#### **Item No 4: Re appointment of Mr. VK Balaji as an Independent Director of the Company**

To consider and if thought fit to pass with or without modifications the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors)

obligations and Disclosure Requirements, Regulation 2015, Mr. V K Balaji (DIN: 00084412), a Non- Executive Director of the Company, who was appointed as an Independent Director and who holds office of Independent Director upto 17<sup>th</sup> December, 2019 and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby reappointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of Five consecutive years from 18<sup>th</sup> December 2019 to 18<sup>th</sup> December 2024.

**Item No 5: Reappointment of Mr. Muralikrishnan, as an Independent Director of the Company**

To consider and if thought fit to pass with or without modifications the following resolution as a Special Resolution:

Place: Chennai  
Date : 08/08/2019

RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and qualifications of Directors) Rules,2014 and Regulation 17 of the Listing obligations and Disclosure Requirements, Regulation 2015, Mr. Muralikrishnan (DIN: 05312102), a Non- Executive Director of the Company , who was appointed as an Independent Director and who holds office of Independent Director upto 17<sup>th</sup> December, 2019 and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby reappointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of Five consecutive years from 18<sup>th</sup> December 2019 to 18<sup>th</sup> December.

By the Order of the Board of Directors  
For SOUTHERN LATEX LIMITED

-Sd/-

**Kavitha. C**  
Company Secretary

**Note to Shareholders:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of a maximum of 50 members and holding in the aggregate not more than 10 % of the total share capital of the company. A member holding more than 10 % of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
  2. Corporate members intending to send their representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing their representative to attend and vote on behalf at the Meeting.
  3. The instrument appointing the proxy duly completed, must be deposited at the companys registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
  4. The Register of Members and the Share Transfer books of the Company will remain closed from Friday 13th September 2019 to Thursday 19th September 2019 (both days inclusive) for the purpose of determining the Members eligible for voting.
  5. Members are requested to bring their copies of the Annual Report to the meeting. Please bring the Attendance slip with you duly filled in and handover the same at the entrance of the Meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
  6. Members are requested to notify immediately any change in their address to the Company in case their shares held in dematerialized form; this information should be passed so that the information required can be made readily available at the meeting.
  7. Members holding shares in physical form are requested to de-materialize the shares in electronic form to facilitate faster transfer and avoid rejections for bad deliveries. The Share Certificates may be sent to the Registrar & Share Transfer Agent i.e., M/s. Cameo Corporate Services Ltd, "Subramanian Building" No. 1, Club House Road, Chennai - 600 002, Phone No. +91 44 2846 0390, Fax No. +91 442846 0129. Email : investor@cameoindia.com
  8. Members seeking any information or clarifications on the Annual Report are requested to send in their written queries to the company at least one week before the meeting to enable the company compile the information and provide replies at the meeting.
  9. We request the members to support our commitment to environmental protection by choosing to receive the Companys Communication through e-mail. You can do this updating your E-mail addresses with your Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following : southernlatextld@yahoo.com & investor@cameoindia.com
- Members may also note that the aforesaid documents can be downloaded from the website :- [www.southernlatex.in](http://www.southernlatex.in)

10. Voting through electronic means Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014, the company is pleased to offer e-voting facilities to the members to cast their votes electronically on all resolutions set forth in this notice. Members who do not have e-voting facility can take the benefit of ballot form enclosed herewith. Complete instructions on e-voting and ballot are annexed herewith and forms part of this notice.

**Instructions for e-voting**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on Shareholders.
3. If you are a first time user follow the steps given below:

4. After entering these details appropriately, click on “SUBMIT” tab.
5. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
6. For Members holding shares in physical form, the details can be used only for

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
<b>DOB</b>	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</p>

- e-voting on the resolutions contained in this Notice.
7. Click on the EVSN for the relevant "SOUTHERN LATEX LIMITED" on which you choose to vote.
  8. 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.
  9. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  10. 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.
  11. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  12. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  13. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  14. Note for Non – Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - 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.
  15. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  16. Evoting Period begins on Monday the 16<sup>th</sup> September 2019 at 9.00 am and ends on Wednesday, the 18<sup>th</sup> September 2019 at 5.00 pm.
  17. 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 Thursday, 12<sup>th</sup> September, 2019), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  18. Members have an option to vote either electronically (availing services provided by CDSL) or by using the poll slips to be distributed at the meeting. If the members

have cast their vote electronically, then they should not cast their vote at the meeting. However if a member has voted electronically and has again voted at the meeting, then the voting done through e-voting shall prevail and voting done at the meeting shall be treated as invalid.

19. Mr. Satyaki Praharaj, Company Secretary in Practice (Membership No: FCS No 6458, CP No 10755) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
20. The Results shall be declared after the Annual General Meeting (AGM) held. The results declared along with the scrutinizers report shall be placed on the company's website [www.southernlatex.in](http://www.southernlatex.in) and on the website of CDSL within two(2) working days of passing the resolutions at the AGM of the company and communicated to the Bombay Stock Exchange Limited on which the shares of the company are listed.
21. Now Enter your User ID  
For CDSL: 16 digits beneficiary ID.  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
22. Members holding shares in Physical Form should enter Folio Number registered with the Company.
23. Next enter the Image Verification as displayed and Click on Login.
24. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:**

As required under section 102 of the Companies Act, 2013, the following explanatory statement

sets out all material facts relating to the business mentioned under resolution Nos. 3, 4 & 5

**Resolution No.3:**

Mr. Neelakanda Pillai was appointed as the Managing Director of the Company for a period of five years with effect from 18th December 2014, post approval of the Members. Mr. Neelakanda Pillai was appointed as Director liable to retire by rotation. His appointment as Managing Director was continued upon his reappointment as Director every three years. The present term of Mr. Neelakanda Pillai as Managing Director comes to an end on 17<sup>th</sup> December 2019. The Board has proposed, subject to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, the re-appointment of Mr. Neelakanda Pillai as Managing Director for a further period ending on 31<sup>st</sup> March 2022, aligning to financial year end and within his appointed term. Mr. Neelakanda Pillai is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Managing Director of the Company. Mr. Neelakanda Pillai satisfies all the conditions as set out in Section 196[3] of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

**Resolution No.4 & 5:**

The Company had, pursuant to the provisions of section 149 of Companies Act, 2013 and Regulation 17 LODR Regulation 2015, appointed Mr. V.K Balaji And Mr. Muralikrishnan, as the independent Directors of the Company holding office till 18th December 2019.

Mr. V.K Balaji and Mr. Murali Krishnan, the non- executive independent directors of the Company have furnished their declaration to the Board that they meet criteria of independence as provided under section 149(6) of the Act.

In the opinion of the Board, these Directors fulfill the conditions specified in the Act and the rules framed there under for appointment as Independent Director and they are independent of the Management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the proposed appointments of these directors as Independent Directors will be approved. This will be Second and Final term for appointment of the above Directors.

Mr. V.K Balaji And Mr. Muralikrishnan are deemed to be interested in their respective appointments. No other Director or Key managerial Personnel of the Company or their relatives are interested, financially or otherwise in the aforesaid Special Resolution.

The Board recommends, the **Special Resolution** set out at Item no 4 and 5 of the Notice for approval by the shareholders.

**ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR APPOINTMENT/ REAPPOINTMENT AS REQUIRED UNDER REGULATION 36 OF LISTING REGULATION AND APPLICABLE SECRETARIAL STANDARDS**

A) Mr. Neelakanda Pillai  
Name of the Director : N Neelakanda Pillai  
DIN: 00084550  
Date of Birth : 04/04/1963  
Date of Appointment : 05/11/2003  
(Initial Appointment)  
Qualification: Bachelor in Science  
Experience in specific functional Areas:  
Mechanical  
Directorship in other Indian Companies: Nil  
Membership in Board Committee of other Companies: NIL  
Number of shares Held: Nil  
Interse Relation with any other director: Nil

B) Mr. V K Balaji  
Name of the director : V K Balaji  
DIN: 00084412  
Date of Birth : 17/03/1961  
Date of Appointment : 29/09/2012  
(Initial Appointment)  
Qualification: Graduate  
Experience in specific functional Areas: He has more than 20 years of industry experience.  
Directorship in other Indian Companies: Nil  
Membership in Board Committee of other Companies: NIL  
Number of shares Held: Nil  
Interse Relation with any other director: Nil

C) Mr. Muralikrishnan  
Name of the director : Muralikrishnan  
DIN: 05312102  
Date of Birth : 07/12/1962  
Date of Appointment : 30/06/2012  
(Initial Appointment)  
Qualification: Graduate  
Experience in specific functional Areas: He has more than 20 years of industry experience.  
Directorship in other Indian Companies: Nil  
Membership in Board Committee of other Companies: NIL  
Number of shares Held: Nil  
Interse Relation with any other director: Nil

## Route map of AGM venue

From CMBT, Chennai





A) FORM MGT-11

**PROXY FORM**

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

**SOUTHERN LATEX LIMITED**

**CIN: L25199TN1989PLC017137**

Regd. Office: B-11/W, SIPCOT Industrial Complex,

Gummidipoondi, Tiruvallur District- 601 201

Phone No. +91- 44 2660 1313,

website: www.southernlatex.in email id : southernlatexltd@yahoo.com

<b>Name of the Member(s)</b>	
<b>Registered Address</b>	
<b>Email Id</b>	
<b>Folio Id / Client Id</b>	
<b>DP Id</b>	
<b>No. of Shares held</b>	

I/We, being a Member (s) Members of ..... shares of the above named Company, hereby appoint

1	Name	
	Address	
	Email Id	
	Signature	

Or failing him

2	Name	
	Address	
	Email Id	
	Signature	

Or failing him

3	Name	
	Address	
	Email Id	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company to be held on 19th September 2019 at 3.15 PM at Sivam G R Thirumana Mandapam, Sivanandapuram , Rettampedu salai, Gummidipoondi -601201 and at any adjournment thereof in respect of such resolutions indicated below

1. Adoption of Financial Statements and Report of Board of Directors and Auditors thereon, for financial year ended March 31, 2019 - Ordinary Resolution.
2. Reappointment of Mr. Neelakanda Pillai as a Director liable to retire by rotation - Ordinary Resolution.
3. Reappointment of Mr. Neelakanda Pillai as Managing Director - Ordinary Resolution.
4. Reappointment of Mr. V.K Balaji as Independent Director for a term of five consecutive years - Special Resolution.
5. Reappointment of Mr. Muralikrishnan as Independent Director for a term of five consecutive years - Special Resolution.

Signed \_\_\_\_\_ this \_\_\_\_ day of \_\_\_\_\_ 2019

Signature of the Shareholder

Signature of Proxy holder(s)

Note: The proxy form duly completed must be deposited at the Registered Office of the Company addressed to Secretarial Department, M/s. Southern Latex Limited, B-11/W, SIPCOT Industrial Complex, Gummidipoondi, Tiruvalluvor District- 601 201 not less than 48 Hrs. before the time for holding the meeting. A proxy need not be Member.

**SOUTHERN LATEX LIMITED**  
**CIN: L25199TN1989PLC017137**  
 Regd. Office: B-11/W, SIPCOT Industrial Complex,  
 Gummidipoondi, Tiruvallur District- 601 201

**ATTENDANCE SLIP**

To handover at the entrance of the Meeting Hall

<b>DP ID - CLIENT ID / FOLIO NO.</b>	
<b>NAME &amp; ADDRESS OF SOLE MEMBER</b>	
<b>NAME OF JOINT HOLDERS</b>	
<b>NO OF SHARES HELD</b>	

I hereby certify that I am a Member / Proxy for the member of the Company.

I, hereby record my presence at the 30th Annual General Meeting of the Company on 19th September 2019 at 3.15 PM at at Sivam G. R. Thirumana Mandapam, Sivanandhapuram, Rettambedu Salai, Gummidipoondi - 601201

.....  
 Member's / Proxy Signature

Note: Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.

.....Cut Here.....

**ELECTRONIC VOTING PARTICULARS**

<b>EVSN (Electronic Voting Sequence Number)</b>	<b>User ID</b>	<b>PAN / Seq. No</b>

Note: Please read the complete instructions given under the Note (the instructions for shareholders voting electronically) to the Notice of Annual General Meeting.

The e-Voting time starts from 16th September, 2019 at 9.00 A.M and ends on 18th September 2019 at 5.00 P.M. The voting module shall be disabled by CDSL for voting thereafter.

