

# SOUTHERN LATEX LIMITED

CIN: L25199TN1989PLC017137

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

Tiruvallore District- 601 201

Phone No. +91-4119322334,

website: [www.southernlatex.in](http://www.southernlatex.in), email id : [southernlatexltd@yahoo.com](mailto:southernlatexltd@yahoo.com)

## NOTICE TO THE 27<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Seven Annual General Meeting of the Company will be held on Wednesday, 07<sup>th</sup> September 2016 at 10.30 a.m. at Sri Mini Kamakodi Thirumana Maligai, Agaththiar Nagar, Villivakkam, Chennai-600 049 for transacting the following business:-

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements including Profit and Loss Account of the Company for the year ended 31st March 2016 and the Balance Sheet as on that date together with the Schedules and Notes attached thereto along with Directors' Report and Auditors' Report thereon.

2. To consider and if thought fit to pass with or without modification, the following resolution as an ordinary Resolution:

**RESOLVED THAT** pursuant to the provision of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Kannan & Alamelu, Chartered Accountants (FRN 009087S), who were appointed as the Auditors of the Company at the Annual General Meeting of the Company held on 18.12.2014 for holding office

till the conclusion of Annual General Meeting of the Company to be held for the Financial Year 2017-18, be and is hereby ratified and confirmed for continuance of M/s. Kannan & Alamelu, Chartered Accountants (FRN 009087S) as Auditors of the Company till the conclusion of next annual General Meeting and that they shall be paid a remuneration as fixed by the Board of Directors of the Company in consultation with the auditors.”

### SPECIAL BUSINESS :

#### 3. RECLASSIFICATION OF PROMOTERS GROUP

To consider and, if thought fit to pass, with or without modification(s) the following Resolution for reclassification of promoters group of company as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions if any of the Companies act, 2013, the consent of the members of the Company be and are hereby accorded to reclassify the following individuals from “Promoter Category” to “Public Category”.

Name of Individual	Letter Date	No. of Shares Held	% of total equity capital
KUMARESAN G	25.07.2016	40010	0.5437
NIRMAL JOSEPH J	25.07.2016	10010	0.1360
BOHRA S M	25.07.2016	100	0.0014
PADMANABHAN K	25.07.2016	100	0.0014
PADMANABHAN V K	25.07.2016	100	0.0014
RAGHAVAN T R S	25.07.2016	12600	0.1712
RAMAKRISHNAN P A	25.07.2016	137200	1.8643
ANBALAGAN S	25.07.2016	10000	0.1359
HEMA RAMESH	25.07.2016	5000	0.0679
KRISHNAMURTHY SRINIVASAN	25.07.2016	10000	0.1359
RAGHURAMAN	25.07.2016	5000	0.0679
RAJALAKSHMI S	25.07.2016	2500	0.0340
RAMANUJAM R	25.07.2016	6300	0.0856
SWAMINATHAN	25.07.2016	10000	0.1359
SWAMY	25.07.2016	15000	0.2038
KUMARASWAMY S	25.07.2016	15000	0.2038
<b>TOTAL</b>		<b>278920</b>	<b>3.790</b>

**RESOLVED FURTHER THAT** It is hereby confirmed that

i) The aforesaid persons do not hold more than 10% of paid-up equity share Capital of the Company. In fact, the aggregate shareholding of all of the above 16 persons is only 3.790% of the share capital of the Company . Due to their existing shareholding in the Company is very less and they do not exercise any control over the Company and are also not engaged in the management of the Company.

ii) That the aforesaid persons/ Individuals have not and will continue to not exercise direct or indirect control over the Company.

iii) That no director of above entities and aforesaid persons have been or would be appointed as key managerial personnel of the Company.

iv) That no special right were even held and would not be ever held by the above reclassified promoters.

**RESOLVED FURTHER THAT** an application be made to the Bombay Stock Exchange Limited (BSE) seeking their consent from reclassifying above persons/individuals from promoter shareholder to public shareholder”.

By Order of the board

-sd-

**Soubhagya Mohakhud**  
Company Secretary & Compliance officer

PLACE: CHENNAI

DATE :06/08/2016

## **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 and the proxy need not be a member. the proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the registered office of the company, not later than 48 hours before the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10 % of the total share capital of the company carrying voting rights. 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 Register of beneficial owners, Register of Members and Share Transfer books of the Company will remain closed from **Thursday 01<sup>st</sup> September 2016 to Wednesday 07<sup>th</sup> September 2016** (both days inclusive).

4. 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.

5. 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.

6. 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-600002.

Phone No. +91 44 28460390

Fax No. +91 44 2846 0129.

Email : investor@cameoindia.com

7. 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.

8. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following :

Southernlaxltd@yahoo.com

&

investor@cameoindia.com

Members may also note that the aforesaid documents can be downloaded from the company website :- [www.southernlax.in](http://www.southernlax.in)

9. 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. Now Enter your User ID  
For CDSL: 16 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
4. Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. 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.
7. If you are a first time user follow the steps given below:

9. 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 fore-voting through CDSL platform. It is strongly recommended not to share your password with anyother person and take utmost care to keep your password confidential.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the relevant "SOUTHERN LATEX LIMITED" on which you choose to vote.
12. On the voting page, you will see "RESOLUTION DESCRIPTION" and against

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	Enter your 10 digit alpha - numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  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.  In case the s equence number is less than 8 digits enter the applicable number of 0s 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.
<b>DOB</b>	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.
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  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)

8. After entering these details appropriately, click on "SUBMIT" tab.

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.

13. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
14. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation 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.
15. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
17. 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.
18. 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 mailed 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.
19. 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).
20. Evoting Period begins on **Sunday the 4<sup>th</sup> September 2016 at 10.00 am** and ends on **Tuesday, the 6<sup>th</sup> September 2016 at 5.00 pm.**
21. 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 Wednesday 31<sup>st</sup> August 2016),** may cast their vote electronically. **The e-voting shall be disabled by CDSL for voting thereafter.**
22. 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.
23. Shri. 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.

24. 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 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.

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

**Item No 3**

The individual Promoters who have applied for reclassification as non promoters are not related to any person having control over management nor they are related to major shareholders of the Company. The individuals are not involved in the management and also do not hold any controlling

stake in the Company. There is no existing Shareholders' Agreement with the Company and they do not have any Special Voting Rights or any other Special Rights and privileges as shareholders. Hence the Board of Directors at their meeting held on 06.08.2016 has accepted the request and recommended for approval of the shareholders.

The Directors recommend the resolution as set out in Item No.3 of the notice for your approval as Special Resolution.

None of the Directors, Key Managerial personnel of the Company or relatives are interested or concerned in the said resolution.

By Order of the board

-sd-

**Soubhagya Mohakhud**  
Company Secretary & Compliance officer

PLACE: CHENNAI

DATE : 06/08/2016

**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, Tiruvalluvar District- 601 201

Phone No. +91- 4119322334

website: [www.southernlatex.in](http://www.southernlatex.in)

email id : [southernlatexltd@yahoo.com](mailto:southernlatexltd@yahoo.com)

<b>Name of the Member (s)</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

1	Name	
	Address	
	Email Id	
	Signature	

or failing him

1	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 27<sup>th</sup> Annual General Meeting of the Company to be held on 07<sup>th</sup> September 2016 at 10.30 am at Sri Mini Kamakodi Thirumana Maligai, Agaththiar Nagar, Villivakkam, Chennai- 600049 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, 2016 - Ordinary Resolution.
2. Ratification of Resolution passed for Appointment of M/s Kannan & Alamelu, Chartered Accountant (Firm Registration No:009087S) as Auditors of the Company for the financial year 2016 - 2017 and to Fix their remuneration - Ordinary Resolution
3. Re-classification of Promoters Group of the Company – Special Resolution

Signed \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

Signature of the Shareholder

Signature of Proxyholder(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, Tiruvalluvar District- 601 201 not less than 48 Hrs. before the time for holding the meeting. A proxy need not be Member.

FORM NO. MGT-12

**POLLING PAPER**

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]*

**SOUTHERN LATEX LIMITED**

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**BALLOT PAPER**

<b>S.No.</b>	<b>Particulars</b>	<b>Details</b>
1	Name of the First Named Share holder (in block letters)	
2	Postal Address	
3	Registered Folio No/Client ID)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary/Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

<b>S.No.</b>	<b>Resolution Number</b>	<b>No. of Shares held by me</b>	<b>I assent to the Resolution</b>	<b>I dissent to the Resolution</b>
1	1			
2	2			
3	3			

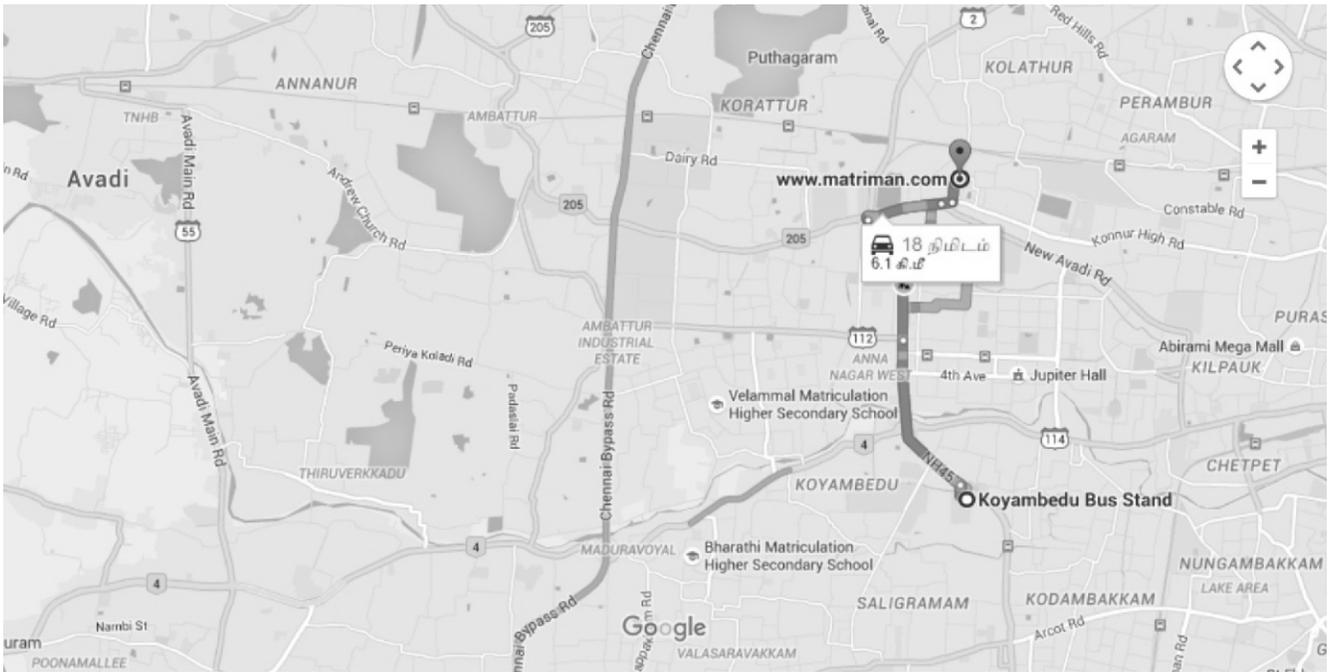
Place :

Date :

Signature.....

## Route MAP of AGM Venue

Google Koyambedu Bus Stand, Chennai, Tamil Nadu



**SOUTHERN LATEX LIMITED**

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Regd. Office: B-11/W, SIPCOT Industrial Complex, Gummidipoondi, Tiruvalluvar 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 27<sup>th</sup> Annual General Meeting of the Company on 07<sup>th</sup> September 2016 at 10.30 am at Sri Mini Kamakodi Thirumana Maligai, Agaththiar Nagar, Villivakkam, Chennai-600049.

\_\_\_\_\_  
Member's / Proxy Signature

.....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 September 4, 2016 at 10.00 A.M and ends on September 6, 2016 at 5.00 P.M. The voting module shall be disabled by CDSL for voting thereafter.

