

SOUTHERN LATEX LIMITED

CIN: L25199TN1989PLC017137

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

Tiruvalluvar District- 601 201

Phone No. +91-4119322334

website: www.southernlatexlimited.com, email id : southernlatexltd@yahoo.com

NOTICE TO THE 26TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Company will be held on Monday, 28th December 2015 at 10.30 a.m. at Sri Mini Kamakodi Thirumana Maligai, Agaththiar Nagar, Villivakkam, Chennai-600049 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 2015 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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the resolution passed by the members at the AGM held on 18.12.2014, the appointment of M/s. Kannan & Alamelu, Chartered Accountants (FRN 009087S), as the Statutory Auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2018 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year 2015-2016 as may be determined by the Board in consultation with the auditors."

SPECIAL BUSINESS :

3. APPOINTMENT OF MS. SANTHI (DIN: 07145742) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Shanthi (DIN: 07145742), Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years with effect from the date of approval of her appointment by the Board of Directors, i.e., from 31st March 2015 up to 31st March 2020."

By Order of the board

-Sd-

NEELAKANDA PILLAI

Managing Director

PLACE: CHENNAI

DATE : 27.11.2015

Notice 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 details of director in respect of Items 3 pursuant to clause 49 of the listing agreement with the Bombay Stock Exchange limited are annexed hereto.

4. The Register of beneficial owners, Register of Members and Share Transfer books of the Company will remain closed from **Tuesday 22nd December 2015 to Monday 28th December 2015** (both days inclusive).

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-600002

Phone No. +91 44 28460390 Fax No. +91 44 2846 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. 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 :

southernlatexltd@yahoo.com & investor@cameoindia.com

Members may also note that the aforesaid documents can be downloaded from the company

website :- www.southernlatexlimited.com

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.
2. Click on Shareholders.
3. Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DPID 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 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:

	For Members holding shares in Demat Form and Physical Form
PAN	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 sequence 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.
DOB	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.
Dividend Bank Details	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.

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 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.

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 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 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.

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 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.

- 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 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.

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, under help section or write an email to helpdesk.evoting@cdslindia.com.

20. Evoting Period begins on **Friday the 25th December 2015 at 10.00 am and ends on Sunday the 27th December 2015 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 Monday 21st December 2015), may cast their vote electronically. The e-voting module 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 evoting shall prevail and voting done at the meeting shall be treated as invalid.

23. Shri. P ThirumalaiKumar, Company Secretary in Practice (Membership No: ACS No 13376, CP No 9919) 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.southernlatexlimited.com 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 Board of Directors of the Company ('the Board') at its meeting held on Monday, 31st March 2015 on the basis of the recommendation of the Nomination & Remuneration Committee, approved the appointment of Ms. Santhi (DIN No. 07145742) as Independent Women Director of the Company in terms of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), as set out in the Resolutions relating to her respective appointment, subject to the approval of shareholders of the Company.

Ms. Santhi (hereinafter referred to as "the Director") was appointed in 'casual vacancy' on 31st March 2015, as Independent Director. General Circular No. 14/2014 dated 09 June 2014 of the Ministry of Corporate Affairs requires that the appointment of Independent Director is to be made expressly under the provisions of Section 149 of the Companies Act, 2013 for a fixed term.

In the view of your Board, the continued association of the said Director, would benefit the Company. The said Director is independent of the management of the Company.

The Company has received from the Director (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014; and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013; and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013, from member along the requisite deposit proposing the candidature of the said Director.

The Director is entitled to sitting fees and commission as may be determined by the Board.

Brief resume of the Director and additional information pursuant to Clause 49 of the Listing Agreement with Stock Exchanges is enclosed as Annexure I. It is proposed to appoint the Director for a period of Five years, from the date of approval of appointment by the Board of Directors, i.e., from 31st March 2015 to 31st March 2020.

Ms. Santhi is interested individually in the Resolutions relating to her appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in these Resolutions.

The Board recommends, the Ordinary Resolution set out at Item No.3 of the Notice for approval by the shareholders.

By Order of the Board
-Sd-

N.Neelakanda Pillai
Managing Director

PLACE: Chennai
DATE : 27.11.2015.

**Details of Directors seeking Appointment / Re-appointment at the Annual General Meeting
(In pursuance of Clause 49 of the Listing Agreement)**

Name of the Director	Ms. Santhi (DIN No. 07145742)
Date of Birth & Age	06/10/1974 & 41 years
Date of Appointment	31 st March 2015
Qualifications	B.Com
Number of Shares held	NIL
Expertise in specific functional areas	More than 20 years experience in Administration, Accounts Finance and versatile in strategic & crisis management.
Other Directorships	Nil
Committee positions in other Public companies	Nil
Relationship between Directors inter-se	Nil

PROXY FORM

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

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Tiruvalluvar District- 601 201. Phone No. +91-4119322334
website: www.southernlatexlimited.com, email id : southernlatexltd@yahoo.com

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

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 26th Annual General Meeting of the Company to be held on 28th December 2015 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, 2015 - 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 4 years and to Fix their remuneration - Ordinary Resolution
3. Appointment of Ms. Santhi as the Independent Women Director for a period of 5 (Five) Years Ordinary Resolution

Signed _____ this _____ day of _____ 2015

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.

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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Tiruvalluvar District- 601 201

BALLOT PAPER

Sl No	Particulars	Details
1	Name of the First Named Shareholder (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:

Sl. No	Resolution Number	No of Shares held by me	I assent to the Resolution	I dissent to the Resolution
1	1			
2	2			
3	3			

Place :

Date :

Signature.....

SOUTHERN LATEX LIMITED
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ATTENDANCE SLIP

To handover at the entrance of the Meeting Hall

DP ID CLIENT ID/ FOLIO NO.	
NAME & ADDRESS OF SOLE MEMBER	
NAME OF JOINT HOLDERS	
NO OF SHARES HELD	

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

I, hereby record my presence at the 26th Annual General Meeting of the Company on 28th December 2015 at 10.30 am at Sri Mini Kamakodi Thirumana Maligai, Agaththiar Nagar, Villivakkam, Chennai-600049

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.

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ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number	User ID	PAN / Seq. No

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 December 25, 2015 at 10.00 A.M and ends on December 27, 2015 at 5.00 P.M. The voting module shall be disabled by CDSL for voting thereafter.