

MINUTES OF THE 32nd ANNUAL GENERAL MEETING OF THE SOUTHERN LATEX LIMITED HELD ON WEDNESDAY, THE 29TH SEPTEMBER, 2021, AT 3:30 P.M., THROUGH VIDEO CONFERENCING ("VC") AND OTHER AUDIO VISUAL MEANS ("OVAM").

PRESENT:

Mr. V K Balaji	Chairman
Mr. N. Neelakanda Pillai	Managing Director
Mr. Murali Krishnan	Non- Executive Independent Director
Ms. Santhi	Woman Director

In attendance:

Ms. Kavitha.C	Company Secretary
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Special invitee:

Mr. A.B. Kannan	Statutory Auditors, Partner, M/s Kannan & Alamelu, Chartered Accountants, Chennai
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Mr. Satyaki Praharaj	Secretarial Auditor and Scrutinizer
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Proceeding of the Meeting:

1. CHAIRMAN:

Mr. V.K. Balaji, being the Independent Director of the Company was elected as chairman of the 32nd Annual General Meeting.

2. QUORUM:

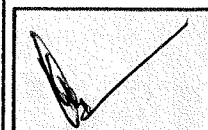
The Company Secretary informed that the adequate quorum for the Meeting is present.

35 members were present at the meeting.

Then Ms. Kavitha.C, Company Secretary, welcomed the Directors, Members, Auditors and Scrutinizer to the Meeting.

Mr. V. K Balaji, Chairman of the meeting stated that the meeting to be in order and that the Proceeding of the Meeting be Commenced.

The Chairman acknowledged attendance of Statutory Auditors, M/s. Kannan And Alamelu & Co., Chartered Accountants, represented by Mr. A B Kannan, Partner; the Secretarial Auditors, SPAN & Co., Company Secretaries LLP represented by Mr. Satyaki Praharaj, Principal Partner who was also the Scrutinizer for e-voting at this AGM. He then he gave an overview of the financial performance of the Company for the financial year ended 31st March 2021 and its future outlook.



CHAIRMAN'S
INITIALS

The Chairman informed that the Auditor's Report and the financial statement of the Company for the year ended 31st March, 2021; , did not have qualifications, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company. However, the Secretarial Audit Report has adverse comment on Independent Director and the same was addressed by a reply in the Board's Report.

The Chairman stated that, in view of the present situation due to COVID-19 global pandemic, and as per the guidelines issued by the Ministry of Corporate Affairs (MCA) has vide Circular dated January 13, 2021 read with circulars No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, the Company has decided to convene the AGM through video conferencing (VC) or other Audio Visual Means (OAVM).

The Chairman further stated that in compliance with the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and in terms of section 108 of the Companies Act, 2013 read with rules made there under, the Company had provided to its Members, remote e-voting facility to exercise their right to vote at the 32nd Annual General Meeting by electronics means and the Business was transacted through remote e- voting Service provided by Central Depository Services (India) Limited (CDSL). The remote e- voting facility was kept open from 26th September, 2021 (9.00 AM) to 28th September, 2021 (5.00 PM).

The Chairman further informed that the company had appointed Mr. Satyaki Praharaj, Company secretary in Practice (FCS No.6458, CP No 10755), Chennai as a Scrutinizer for E- voting and polling purpose. The Scrutinizer had submitted his report on the E-voting results to the Chairman after the AGM completed.

3. NOTICE OF THE 32nd ANNUAL GENERAL MEETING:

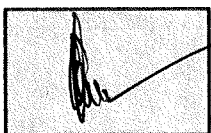
The Chairman informed that the Notice convening the 32nd Annual General Meeting along with the Audited Financial Statements, Report of the Board of Directors and the Corporate Governance and the Auditors Report have already been dispatched to the Shareholders and taken as read.

4. BOOKS & STATUTORY REGISTERS

The Chairman further stated that the Statutory Registers, Auditor's Report, Secretarial Audit Report and inspection documents were available for inspection during the Annual General Meeting through the link provided in the website of the Company.

5. APPROVAL OF RESOLUTIONS:

The Chairman then proceeded with the agenda as per the Notice of the AGM. He further informed that the businesses for consideration and approval of the members were obtained through e-voting poll and informed that the results of the meeting would be announced within 2 working days and the same shall be posted in the website of the Company and filed with Stock exchange.



CHAIRMAN'S
INITIALS

6. VOTE OF THANKS:

There being no other business the Meeting concluded with a Vote of Thanks to the Chair.

The Chairman conveyed his sincere thanks to the Directors, invitees, employees and Members present at this meeting for their presence and cooperation for the orderly conduct of the Meeting.

The following resolutions were passed by the Shareholders as per the Scrutinizers' report.

The scrutinizer had submitted his report on the E-voting results to the Chairman after the AGM was completed and within the statutory time limit.

ORDINARY BUSINESS:

- 1. Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors thereon for the year ended 31st March, 2021.**

RESOLVED THAT the Stand Alone Balance Sheet as at 31st March 2021 and Statement of Profit and Loss and the Cash Flow Statement for the Year ended 31st March, 2021 along with the Board of Directors and the Corporate Governance Report and the Auditors Report thereon as circulated to the Members and submitted to the meeting.

The results of Voting were as under

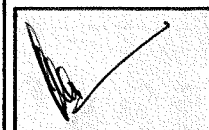
S No	Total Votes Cast (Electronic and Ballot)	Votes Cast in Favour	Votes Cast Against	Result
1	32	2443302	2	Passed

- 2. Reappointment of Mr. Neelakanda Pillai as a director of the Company, liable to retire by rotation.(ORDINARY RESOLUTION)**

RESOLVED THAT pursuant to the provision of Section 152 of the Companies Act, 2013, Mr. Neelakanda Pillai (DIN:00084550), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

The results of Voting were as under

S No	Total Votes Cast (Electronic and Ballot)	Votes Cast in Favour	Votes Cast Against	Result
1	32	2443,302	2	Passed



CHAIRMAN'S
INITIALS

SPECIAL BUSINESS:

3. Re appointment of Mr. Neelakanda Pillai as an Managing Director of the Company (SPECIAL RESOLUTION)

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 of five years with effect from 1st April 2022, till 31st March, 2027 on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors be and hereby authorized to determine and pay the remuneration to the Managing Director, within the maximum limits of remuneration for managing Director as per schedule V of the Companies Act, 2013.

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.

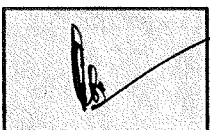
The results of Voting were as under

S No	Total Votes Cast (Electronic and Ballot)	Votes Cast in Favour	Votes Cast Against	Result
1	32	2443302	2	Passed

4. Re Appointment of Mrs. Santhi as Independent Director(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) Rules, 2014, Ms. Santhi (DIN: 07145742), an Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for re-appointment, be and is hereby appointed as Independent Director of the Company for second term of five year from 1st April 2020 and not liable to retire by rotation and hold office up to 31st March 2025.

Supplied by : C. Sitarman & Bros., Chennai - 600 014
Ph : 28111516 / 28113950



CHAIRMAN'S
INITIALS

RESOLVED FURTHER THAT the appointment made by the Board on 12th February 2020 and continuance till the date of this approval is ratified.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things necessary to give effect to the above resolution.

The results of Voting were as under


S No	Total Votes Cast (Electronic and Ballot)	Votes Cast in Favour	Votes Cast Against	Result
1	32	2443102	2	Passed

Date: 17/10/2021

Place: Chennai



Chairman



CHAIRMAN'S
INITIALS