



Southern Latex Limited

CIN : L25199TN1989PLC017137

18th August, 2025

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

Sub: Submission of Notice of 36th Annual General Meeting to be held on 10th September, 2025 at 11.30 A.M. through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM').

Sir,

Further to our letters dated 12th August, 2025 and 14th August, 2025, wherein we had informed that the 36th AGM of the Company will be held on Wednesday, 10th September, 2025 at 11:30 p.m. through Video Conference (VC)/ Other Audio-Visual Means (OAVM), in accordance with Ministry of Corporate Affairs General Circular No. 09/2024 dated 19th September 2024, in continuation with General Circular No. 20/2020 dated May 05, 2020 General circular No.2/2022 dated May 05, 2022, General Circular No.10/2022 dated December 28, 2022 (collectively referred to as MCA circulars') and Securities and Exchange Board of India ('SEBI') circular dated October 03, 2024 and other circulars issued by SEBI in this regard (SEBI Circulars).

We are enclosing herewith the Notice convening the 36th AGM , which is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar & Share Transfer Agent ('RTA')/Depository Participant(s) ('DPs'). The Notice of the AGM is also available on the website of the Company at www.southernlatex.in. This is for information of the Exchanges and the Members.

Kindly take the above on record.

Thanking you,

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 is hereby given that the 36th Annual General Meeting of the Members of Southern Latex Limited, CIN: L251991989PLC017137 will be held on Wednesday, 10th September, 2025 at 11.30 A.M. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business.

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 31st March 2025, together with the Reports of the Board of Directors and the Auditors thereon.

Item No 2: Appointment of Mr. Muralikrishnan as a director liable to retire by rotation.

To appoint a director in place of Mr. Muralikrishnan (DIN: 05312102) who retires by rotation and being eligible, seeks reappointment.

SPECIAL BUSINESS

Item No 3: Appointment of Ms. Ashitha K as an Woman Independent Director

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) Rules, 2014, Securities Exchange and Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 (including any Statutory modification(s) or enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Ashitha K (DIN: 07233606) Woman, 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 appointment as a Non-Executive Independent Director of the Company, be and is hereby appointed as Non -Executive Independent Director of the Company for First term of five year from 12th August, 2025 and not liable to retire by rotation and hold office up to 11th August, 2030.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds matters and things, as may be necessary, proper or expedient to give effect to this resolution.

Item No 4: Appointment of Secretarial Auditor of the Company

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

“RESOLVED THAT pursuant to the provisions of Regulation 24A and other applicable regulation of Securities Exchange and Board of India (Listing Obligation and Disclosure Requirement) Regulation,2015 read with Circulars issued thereunder from time to time and the provision of Section 204 and other applicable provisions, if any, of the Companies Act,2013 and Rules made thereunder (including any Statutory modification(s) or enactment(s) thereof, for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Span & Co., Company Secretaries LLP (FRN: L2016TN009000), be and are hereby appointed as the Secretarial Auditor of the Company to hold office for a period of Five consecutive years commencing from Financial year 2025-26 till Financial year 2029-30.”

RESOLVED FURTHER THAT the Board (or which term shall deemed to include any committee of the Board) be and is hereby authorized to fix remuneration of the Secretarial auditor and to do all such acts, deeds matters and things, as may be necessary, proper or expedient to give effect to this resolution.

Place: Chennai

Date: 12/08/2025

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

Sd/-

Kavitha.C

Company Secretary & Compliance Officer

Note to Shareholders:

1. The Ministry of Corporate Affairs (MCA) has vide General Circular No. 09/2024 dated 19th September 2024, in continuation with General Circular No. 20/2020 dated May 05, 2020 General circular No.2/2022 dated May 05, 2022, General Circular No.10/2022 dated December 28, 2022 (collectively referred to as ' MCA circulars') has allowed the Companies to convene their AGM's through VC/OAVM. Hence in compliance with the MCA circulars, the AGM of the Company is being held through VC/OAVM.
 2. The explanatory statement pursuant to section 102, of the Companies Act, 2013,as amended from time to time setting out material facts and reasons in respect of Special Businesses under Item no3 and 4 along with explanation and relevant details is annexed hereto and forms part of the Notice.
 3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- However, in terms of the provisions of Section 112 and Section 113 of the Act read with the said circulars, Corporate shareholders are entitled to appoint their authorized representative to attend the AGM through VC/OAVM on their behalf and participate thereat, including cast votes by electronic means. (Details are provided separately below)
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Institutional/ Corporate shareholders can authorise their representatives to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting.
 7. The MCA circulars read with the Securities and Exchange Board of India (SEBI) vide its circular dated October 03, 2024 and other circulars issued by SEBI in this regard (SEBI Circulars), has also dispensed with the requirement of sending physical copies of the notices and Annual Report to the Members., the Notice of the AGM along with the Annual report for FY 2024-25 are being sent ONLY through electronic modes to those members whose email address have been registered with the Company/ Registrar And Transfer Agents. The Notice and annual report has also been uploaded on the website of the Company at www.southernlatex.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
 8. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, 04th September, 2025 to Wednesday, 10th September 2025 (both days inclusive) for the purpose of determining the Members eligible for voting.

9. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form No. ISR-1 and other forms, quoting their folio number and enclosing the self-attested supporting document(s). Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in physical form are requested to de-materialize the shares in electronic form. 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.
10. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, any fresh transfer requests for securities shall be processed in demat/electronic form only. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.
3. 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.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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.

1. The voting period begins on Sunday, the 7th September, 2025 at 9.00 A.M. and ends on Tuesday, the 9th September, 2025. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, 3rd September, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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

4. 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 and joining virtual meetings 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 cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) 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 cdsl website www.cdslindia.com and click on login & My Easi New (Token) 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 | <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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | <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 or joining virtual meeting & voting during the meeting.</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 21 09911 |
| 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 : 022 - 4886 7000 and 022 - 2499 7000 |

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

5. Login method for e-Voting and joining virtual meetings 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

2. For CDSL: 16 digits beneficiary ID,

3. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

4. 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 | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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) | 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. <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. |

6. After entering these details appropriately, click on “SUBMIT” tab.

7. 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.

8. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
9. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
10. 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.
11. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
12. 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.
13. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
15. 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.
16. There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- 17. 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; southernlatex@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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/ EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 attending AGM & 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 21 09911

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 toll free no. 1800 21 09911.

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

Sd/-

Kavitha.C

Company Secretary & Compliance Officer

Place: Chennai

Date: 12/08/2025

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Resolution No.3:

The Board had, pursuant to the provisions of section 149 of Companies Act, 2013, appointed Ms Ashitha K , as the Woman independent Director of the Company.

The Nomination and Remuneration Committee (“NRC”) recommended the appointment of Ms.Ashitha K as a Woman Independent Director for a term of five consecutive years effective from 12th August,2025.

The Board of Directors, after considering the NRC recommendations and performance evaluation, in its meeting held on 12th August, 2025, appointed Ms. Ashitha K as Additional Director - Non- Executive (Woman) Independent. In the opinion of the Board, she is a person of integrity and considering her skills and relevant corporate experience over 15 years, her appointment would be in the interest of the Company. She fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Appointment Rules”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for her appointment as an Independent Director and she is independent of the management.

In view of the above, it is proposed to appoint Ms.Ashitha K as a Woman Independent Director on the Board of the Company for a term of five consecutive years, not liable to retire by rotation, commencing from 12th August,2025, to 11th August,2030 (both days inclusive).

In terms of the provisions of Section 160(1) of the Act, the Company has received a notice in writing proposing her candidature for appointment as an Independent Director of the Company.

The Company has received from Ms.Ashitha K (i) consent in writing to act as a Woman Independent Director in Form DIR-2 pursuant to the Appointment Rules, (ii) intimation in Form DIR-8 pursuant to the Appointment Rules, to the effect that she is not disqualified under Section 164(1) and 164(2) of the Act, and (iii) a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act. She has confirmed that she has not been debarred or disqualified by SEBI / Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as director of companies. She has also confirmed that she is in compliance with Rule 6(1) and 6(2) of Appointment Rules with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except Ms.Ashitha K and her relatives, are in any way concerned or interested, financially or otherwise in this Resolution.

The Board of Directors recommends the resolution as set out at Item No.3 for approval of the Members to be passed as a Special Resolution.

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

BRIEF PROFILE OF MS. ASHITHA K

Mrs. Ashitha K holds a Bachelor's degree in Commerce from the University of Madras and brings over 15 years of corporate experience, spanning fiscal management, human resources, strategic planning, and operational leadership. She has played a pivotal role in the establishment and growth of Tapco Pneumatics Pvt. Ltd., significantly enhancing its business operations for over a decade.

Driven by entrepreneurial passion and a strong commitment to innovation, she co-founded Elektra, a specialized division under Tapco Pneumatics Pvt. Ltd. Elektra focuses on advanced bus door automation solutions etc.

Mrs. Ashitha is affiliated with several professional organizations and is a frequent speaker at schools and colleges, where she delivers motivational talks. Her inspiring journey was featured under "Women of Mettle" in the January 2020 edition of MOTORINDIA magazine. In recognition of her achievements, she was honored with the 'Pride of Namma Chennai – Industrial' award by the Elite Women Confederation (EWC), Chennai.

Name of the Director : Ms.Ashitha K

DIN : 07233606

Date of Birth : 16/10/1980

Date of Appointment : 12/08/2025

Qualification : B.Com

Experience in specific functional Areas : Fiscal management, human resources, strategic planning, and operational leadership.

Directorship in other Indian Companies :

1) APCO ELEKTRA PRIVATE LIMITED

2) EASYFABS INTERIOR DESIGN STUDIO (OPC) PRIVATE LIMITED

Name of The listed Entities in which the Person holds Directorship : NIL

Membership in Board Committee of other Companies : NA

Name of the Listed entities from which the Directors has resigned in the past three years : NIL

Number of shares Held : NIL

Interse Relation with any other director : NIL

Item No. 7- Appointment of Secretarial Auditor of the Company.

In terms of Section 204 of the Companies Act 2013 ("Act") read with rules made thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is required to undertake secretarial audit by a Secretarial Auditor who shall be the Company Secretary in practice, and annex with its Board's report, a secretarial audit report given by the Secretarial Auditor. Further, as per Listing Regulations, the Company can appoint a Secretarial Auditor for not more than two terms of five consecutive years, with the approval of the Members on the recommendation of the Board of Directors at its Annual General Meeting ("AGM").

In view of the above, on the basis of the recommendations of the Audit Committee, and after considering various factors such as industry experience in conducting secretarial audits, due diligence audits, compliance audits, competency of the audit team, efficiency in conduct of audit, independence, etc. the Board of Directors at its meeting held on 12th August, 2025 approved the appointment of M/s. SPAN& Co., Company Secretaries LLP, (FRN: L2016TN009000), as the Secretarial Auditor for the Company to hold office for a term of five consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-2030, subject to the approval of the members of the Company.

M/s. SPAN& Co., Company Secretaries LLP has been the Secretarial Auditor of the Company since FY 2019-20. In terms of the Listing Regulation, any association of the firm as the Secretarial Auditor of the Company before March 31, 2025, shall not be considered for the purpose of calculating the tenure of the Secretarial Auditor. Accordingly, the first term of five consecutive years of M/s. SPAN& Co., Company Secretaries LLP as a Secretarial Auditor of the Company shall be commenced from the Financial year 2025-26.

The fees being paid to SPAN & Co. for Secretarial Audit and Stock Exchange Certification is Rs.1.50 lakhs for the financial year 2024-25. Further for other Statutory Certifications, their associate PCS Firm, M/s. S Praharaj & Associates, will be paid Rs.0.60 lakhs. There is a significant increase in regulatory and compliance requirements under the SEBI Listing Regulations and other applicable laws, the scope and frequency of the Secretarial Audit has been expanded considerably. So, it is proposed to give authority to the Board, on the recommendation of the Audit Committee, to agree, revise, review and vary the terms and conditions of appointment, remuneration and to fix the remuneration to be paid on annual basis during their tenure as the Secretarial Auditors of the Company with mutually agreed terms.

M/s. SPAN& Co., Company Secretaries LLP have given their consent to act as the Secretarial Auditor of the Company. They have confirmed that they are not disqualified for appointment and their appointment is within limits as prescribed under the Auditing Standards issued by the Institute of Company Secretaries of India and the Listing Regulations. Further, they are a peer reviewed firm. M/s. SPAN& Co., Company Secretaries LLP has not been associated with the Promoter and Promoter group of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise to this resolution.

The Board of Directors recommends the resolution as set out in Item No.4 for approval of the Members to be passed as an Ordinary Resolution.

Profile of M/s. SPAN& Co., Company Secretaries LLP

SPAN & Co. Company Secretaries LLP ("SPAN & Co.") is a firm of Practicing Company Secretaries, having firm registration number L2016TN009000. It is an integrated secretarial and legal service Firm having its core strength in compliance solutions and advisory. With the team of experienced and dynamic professionals, the Firm offers wide range of services including management, Due Diligence and Secretarial Audit, Drafting of Corporate Agreements, Appearance before authorities including NCLT.

Founders have rich experience in handling Corporate Secretarial and Legal Assignments and have been serving different Corporates over a decade. The Firm has its Head Office at Chennai and a Principal branch at Ahmedabad.

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

Sd/-

Kavitha. C

Company Secretary & Compliance Officer

Place: Chennai

Date: 12/08/2024