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**Annual Report 2005 - 2006**

*Southern Latex Limited*  
*2005-2006*

***Board of Directors***

Mr. N.Neelaganda Pillai

Mr. A.P.Vetrivel

Mr. B.Thirumoolam

***Registered Office***

B-11/W, SIPCOT Industrial Complex,

Gummidipoondi

Tiruvallur District – 601201.

***Auditors***

O.S.Hariharan & Company  
Chartered Accountants,  
No.34, Veerabadran Street,  
Second Floor,Luz,Mylapore,  
Chennai – 600004.

***Banker***

State Bank of India

State Bank of Hyderabad

***Listing of Shares with***

Madras Stock Exchange (Regional)

Mumbai Stock Exchange

Coimbatore Stock Exchange (Regional)

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In view of the recommendation of a Working Group on the Companies Act, 1956 to debar the Companies from giving gifts to the Shareholders, it has been decided not to distribute Gift at the Annual General Meeting of the Company. This is for your kind information

**NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Company will be held on Saturday the 30<sup>th</sup> September 2006 at 12.00 Noon at the Registered Office of the Company at B-11/W SIPCOT Industrial Complex, Gummidipoondi – 601201 to transact the following business.

**ORDINARY BUSINESS**

1. To consider and adopt the audited Balance Sheet of the company as at 31<sup>st</sup> March 2006 the Profit and Loss Account for the year ended on that date, the report of the Auditors thereon and the report of the Board Directors.
2. To appoint a Director in place of Mr B.Thirumoolam i who retires by rotation and being eligible offers himself for reappointment.
3. To appoint auditors of the Company and to fix their remuneration.

Place : Gummidipoondi

By order of the Board

Date : 1<sup>st</sup> September 2006

A.P.VETRIVEL  
Director

**NOTES**

1. A member entitled to attend and at the meeting is entitled to appoint a proxy to attend and vote on a poll on his behalf and the proxy need not be a member. The proxy form duly completed and stamped must reach the Registered Office of the company not less than 48 hours before the time holding the aforesaid meeting.
2. The Register of Members and share Transfer Books of the Company shall remain closed from Monday 25<sup>th</sup> September 2006 to 30<sup>th</sup> September 2006 both days inclusive.
3. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
4. Members are requested to intimate change in their address, if any, to the company at its Registered office quoting their folio numbers
5. Members/Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the meeting.

Place : Gummidipoondi

By order of the Board

Date : 1<sup>st</sup> September 2006

A.P.VETRIVEL  
Director

## DIRECTORS REPORT

Your Directors present the Seventeenth Annual Report with the accounts for the year ended 31<sup>st</sup> March 2006

### CORPORATE RESULTS

The Financial Result of the company for the year ended 31<sup>st</sup> March 2006 are summarized below:

	31.03.2006 (Rs in Lakhs)	31.03.2005 (Rs in Lakhs)
Loss before Depreciation	(26.56)	(29.19)
Depreciation	(17.08)	(17.12)
Loss after Depreciation	(43.64)	(46.31)
Loss Brought Forward		
(Including prior period adjustments	(678.97)	(519.63)
Loss carried to Balance Sheet	(722.61)	(565.94)

### OPERATION

The gross turnover during the period under review was Rs.10.12 lakhs consisting of Rs.5.62 lakhs towards sale of products and Rs.4.50 lakhs towards other income.

### DIVIDEND

Your Directors do not recommend any dividend for the year.

### DEPOSITS

Your company has not accepted any deposits under sec- 58A of the companies Act 1956 during the year under review.

### Reference to BIFR

The company has become a sick Industrial unit within the meaning of clause (o) of subsection (I) of section 3 of the Sick Industrial Companies (Special Provisions) Act, 1985. The Company has filed an application before Board of Industrial and Financial Reconstruction (BIFR) under Reference No. 130/2005 seeking relief measures. The Company is awaiting a scheme of Rehabilitation from BIFR

### DIRECTORS

Mr.B.Thirumoolam retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.

## CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement the company is complying with SEBI Guidelines on Corporate Governance. A separate section on corporate Governance forms part of Annual Report.

### AUDITORS

M/s O.S.Hariharan & co, Chartered Accountants, Chennai the Auditors of the company retire at the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. Your Directors recommend their reappointment.

### INFORMATION AS PER SEC 217 (2A) OF THE COMPANIES ACT, 1956.

There are no employees falling within the purview of sec217 (2A) of companies Act 1956 your Directors confirm:

1. that in preparation of the Annual Accounts, the applicable accounting standards have been duly followed with suitable explanation where are material departures;
2. that the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss of the company for that period.
3. that the Directors had taken proper and sufficient care for the maintain of adequate accounting records in accordance with the provisions of the companies Act 1956 for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities and
4. that the Directors had prepared the annual accounts on a going concern basis.

### INFORMATION RELATING TO CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The company has no activity requiring conservation of energy or technology absorption. Foreign Exchange earning & outgo: NIL

### LISTING ARRANGEMENT

As per recent amendment made in the clause 32 of Listing Agreement with the Stock Exchanges where the Companies Securities are listed along with other required details are summarized below:

S.No	Name of the Stock Exchange where Securities are quoted	Listing Fees Paid up to
1	The Stock Exchange - Mumbai	Paid up to date
2	Madras Stock Exchange Ltd, - Chennai	Paid up to date
3	Coimbatore Stock Exchange	2001-2002

## **ACKNOWLEDGEMENT**

The Directors place on record their appreciation for the continued support received from the shareholders, Bank, Government Authorities, Employees and all the other concerned.

Place : Gummdipoondi  
Date : 1<sup>st</sup> Septemer 2006

By order of the Board

**A.P. VETRIVEL**  
Director



**STATEMENTS AND REPORTS ON CORPORATE GOVERNANCE:****MANDATORY REPTS ON CORPORATE GOVERNANCE:****Company's Philosophy on Corporate Governance:**

Company's philosophy of corporate governance is to advocate the theory of Transparency as well as pooling in and converging talents in different functional areas in a coordinated way so as to increase the profitability of the company.

**Board of Directors:**

The Board of Directors is comprised of one Executive Director and Two Non- Executive Directors who are Independent Directors.

Mr. A.P. Vetrivel is a Non – Executive Director.

Mr. N.Neelakanda Pillai is an Executive Director

Mr. B. Thirumoolam is a Non – Executive Director.

**Board Meetings:**

The details of the Board Meeting held were as follows:

30.04.2005, 29.07.2005, 20.10.2005 and 10.01.2006

Attendance of each Director at the Board Meeting and Last AGM:

Name of the Director	No of Board Meetings Attended	Attendance at the last AGM
Mr. A.P. Vetrivel	Four	Yes
Mr. N.Neelakanda Pillai	Four	Yes
Mr. B. Thirumoolam	Four	Yes

None of the Director is member in more than 10 committees or acting as Chairman of more than Five committees.

**AUDIT COMMITTEE MEETING**

A qualified and independent audit committee comprising of Mr.B.Thirumoolam, Mr.N.Neelakanda Pillai and Mr.A.P.Vetrivel has been constituted with Mr.A.P.Vetrivel being the Chairman of the Committee. The audit committee reviews the financial reporting system, disclosure requirements, appointment and remuneration of statutory auditors, financial accounts, adherence to accounting standards, internal control and internal audit and financial and risk management policies of the Company.



**SHAREHOLDERS GRIEVANCES COMMITTEE:-**

The Share Transfer cum investor Grievances committee was constituted under the Chairmanship of Mr.B.Thirumoolam non- executive Director and other members of the committee are Mr. A.P. Vetrivel and Mr.Neelakanda Pillai. Apart from looking into redressal of investors grievances the committee deals with various matters relating to the transfer and transmission of shares, issue of duplicate share certificates, approval of split and consolidation requests, other matters . The Company has not received any complaints from the Share holders.

**REMUNERATION COMMITTEE:-**

There exists a qualified and independent Remuneration committee comprised of Mr.A.P.Vetrivel, Mr. N.Neelakanda Pillai and Mr.B.Thirumoolm who is the chairman of the Committee.

The Committee oversees, interalia , the financial reporting system, disclosure requirements and matters relating to appointment and remuneration of executive and non-executive directors.

The committee met 3 times during the year.

**GENERAL BODY MEETING HELD IN THE LAST THREE FINANCIAL YEARS:-**

<b>General Body Meetings</b>	<b>Date</b>	<b>Venue</b>	<b>Time</b>	<b>Special Resolutions</b>
AGM	30.9.2005	B-11/W, SIPCOT Industrial Complex, Gummidipoondi, Thiruvalluvar District -601 201.	12:00 NOON	Nil
AGM	27.9.2004	-do-	11:00AM	Nil
AGM	26.9.2003	-do	11:00AM	Nil

**DISCLOSURE:-**

There are no materially significant transactions made by the Company with its promoters, the Directors or the management, their subsidiaries or relatives etc., which require separate disclosure.

No penalties / Strictures have been imposed on the Company by any regulatory authority for non – compliance of the law.