

AMS POLYMERS LIMITED

(Formerly known as SAI MOH AUTO LINKS LIMITED)

CIN: L34300DL1985PLC020510

Regd. Off.: C-582, Saraswati Vihar, Pitampura, Delhi-110034

Phone: 91-11-27017987; Fax: 91-11-27017987

Email: polymersams@gmail.com; Website: www.amspolymers.com

NOTICE IS HEREBY GIVEN THAT THE 35TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF AMS POLYMERS LIMITED (FORMERLY, SAI MOH AUTO LINKS LIMITED) WILL BE HELD ON MONDAY, THE 21ST DAY OF DECEMBER, 2020, AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT C-582, SARASWATI VIHAR, PITAMPURA, DELHI-110034 AT 09:00A.M. TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet as at 31st March, 2020 and the Statement of Profit and Loss and cash flow statement and other Annexures thereof for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Arpit Goel (DIN: 06405912), the Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.
3. To appoint M/s KVA & Company, Chartered Accountants, New Delhi, (Registration No. 017771C) as Statutory Auditors of the company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 139, 140, 142 and other applicable provisions of the Companies Act, 2013, read with relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and as recommended by the Board of Director(s) ('Board') in their meeting held on November 24, 2020, M/s KVA & Company, Chartered Accountants, New Delhi, (Registration No. 017771C), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s Kapil Dev & Associates, Chartered Accountants (Firm Reg. No.: 025812N).

RESOLVED FURTHER THAT pursuant to Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013, read with relevant rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and as recommended by the Board, , M/s KVA & Company, Chartered Accountants, New Delhi, (Registration No. 017771C), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company at the remuneration of Rs. 35,000 (Rupees Thirty-Five Thousand only) p.a. Plus applicable taxes and out of pocket expenses and as may be further approved by the Board of Directors from time to time.

RESOLVED FURTHER THAT any Board of Director and/or the Company Secretary of the Company be and are hereby jointly and severally authorized to do all such acts, deeds and things as may be

deemed necessary and incidental for giving effect to these resolutions including but not limited to filing of requisite forms and documents with the Registrar of Companies and any other authorities.”

Special Business:

4. To appoint Ms. Manila Goel (DIN: 08569365) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Ms. Manila Goel (DIN: 08569365), who was appointed as an Additional Director by the Board of Directors on 1st October, 2019 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, and 152 read with Schedule IV and all other 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Ms. Manila Goel (DIN: 08569365), who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, commencing 1st October, 2019 to 30th September, 2024, be and is hereby approved.”

5. To approve Related Party Transactions and in this regard, to consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (including any amendment, modification or re-enactment thereof), and subject to such other approvals from such Authorities as may be required in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering any services from related parties or appointment of such related party to any office or place of profit in the company or its associate companies, if any or reimbursement of any transaction or any other transaction of whatever nature with related parties:

Sr. No	Name of the Related Party	Type of Transactions	Maximum Value of Transactions per annum with effect from April 01, 2020 (Rs. in Crores)
1	Annu Industries Pvt. Ltd. (CINNo. U51909DL1996PTC076054)	Sale/Purchase/Supply of Goods/Services	Upto Rs.50.00*
2.	Shreshtha Securities Pvt. Ltd. (CIN No.U67120DL1996PTC083357)	Unsecured Loan	Upto Rs.10.00*

*Expected maximum annual value of transactions per related party over the year.

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

6. Empowering the Board to borrow money upto a limit of Rs. 20,00,00,000/- (Rupees Twenty Crores) u/s180(1)(c) and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other provisions as may be applicable, approval of the members be and is hereby accorded to authorise the Board of Directors (hereinafter referred to as "Board of Directors", which term shall include any committee thereof authorized for the purpose) of the Company to make borrowing from time to time as they may think fit, any sum or sums of money, together with the money already borrowed by the Company on such terms and conditions as the Board of Directors may deem fit, (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up share capital of the Company and its free reserves and securities premium provided, that the total amount so borrowed or raised shall not at any time exceed Rs. 20,00,00,000/- (Rupees Twenty Crores only), whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any manner whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties, movable and / or immovable, (both present and future) and/or any other assets or properties, either tangible or intangible), including stock in trade.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above, to negotiate with the entities from whom the monies are borrowed or raised, and to finalize and execute the documents and deeds as may be applicable for creating the appropriate mortgages, pledges, hypothecations and/or charges on any of the movable and/or immovable properties of the Company (both present and / or future) and/or any other assets or properties, either tangible or intangible, including stock in trade, on such terms and conditions as may be decided by the Board and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

RESOLVED FURTHER THAT all the Directors and/or the Company Secretary of the Company be and are hereby severally authorized to file requisite e-forms along with the relevant documents with Registrar of Companies.

**For and on Behalf of the Board of
AMS Polymers Limited
(Formerly, Sai Moh Auto Links Limited)**

Sd/-
(Anand Kumar)

Date: 24th November, 2020
Managing Director
Place: New Delhi
01381489

DIN:

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act proxy for any other person or member.

2. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed hereto and forms parts of notice.
3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, authorizing their representative to attend and vote on their behalf at this General Meeting.
4. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to keep the information ready at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 15th December, 2020 to Monday, 21st December, 2020 (both days inclusive) for the purpose of the AGM.
6. Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
8. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
9. The members are requested to intimate changes, if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.

10. All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, except Sunday between 2 P.M. to 4 P.M. upto the date of the 35th Annual General Meeting.
11. Members are requested:
- i) To quote their folio Nos. in all correspondence.
 - ii) To note that no gifts will be distributed at the meeting.
 - iii) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc from the Company electronically.
13. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH-13 to the Company/RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.
- 14. *Members/Promoters holding shares in demat form are requested to submit their Permanent Account Number (PAN), to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company as well as to get their shares on and before 5th December, 2018, pursuant to SEBI notification number SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018. Please note that as per the aforesaid SEBI's notification, the requests for effecting transfer of securities shall not be processed on or after 05th December, 2018 unless the securities are held in dematerialised form with a Depository. In view of the above all the shareholders holding shares in physical form are requested to open a de-mat A/c with a Depository participants and get their shares dematerialized. Necessary communication in this regard has already been sent separately to the shareholders by the Company.***

Members/Promoters holding shares, of the Company in demat form shall provide the details of their Bank Account and E-mail Id to the RTA i.e. MAS Services Limited having registered office is T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020 and those holding shares in physical form will provide their Bank A/c details and E-mail Id to the Company. Necessary communication in this regard has already been sent separately to the shareholders by the Company.

15. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the e-voting facility to the members to exercise their right to vote by electronic means. The Company has fixed 14th December, 2020 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the 35th Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules made thereunder. Consequently, the same cut-off date, i.e., 14th December, 2020 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 35th AGM on 21st December, 2020.

The e-voting period will commence at 09.00 A.M. on 18th December, 2020 and will end at 05.00 P.M. on 20th December, 2020. The Company has appointed Mr. Kundan Agrawal (Membership No. FCS -7631 & CP No. 8325), Company Secretary in Practice to act as Scrutinizer, for

conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given as Annexure to the Notice.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorised Agencies to provide e-voting facilities.

**For and on Behalf of the Board of
AMS Polymers Limited
(Formerly, Sai Moh Auto Links Limited)**

**Sd/-
(Anand Kumar)
DIN: 01381489**

**Date: 24th November, 2020
Managing Director
Place: New Delhi**

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item No.3 accompanying notice:

Item No. 2

In accordance with the provisions of the Companies Act, 2013, Mr. Arpit Goel (DIN:06405912), Director of the Company, retires by rotation at the forthcoming AGM, and being eligible, offers himself for re-appointment.

Considering the background and experience of Mr. Arpit Goel, the Board is of the opinion that his re-appointment will immensely benefit your Company. The Board recommends his appointment.

Details of Directors seeking Appointment/Re- Appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further, the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to appointment/re-appointment of Director, which are mentioned below:

Particulars	Mr. Arpit Goel
Age	31 years
Date of Appointment on Board	22-02-2017
Functional Expertise	Business of chemical manufacturing Company, footwear sole manufacturing company and hospitality
Qualifications	B. Tech in Biochemical and MBA in Marketing and Finance
Terms & Conditions of Appointment	As decided by the Board
Remuneration paid	NIL
Directorship in other Companies	He holds Directorship in M/s Annu Industries Private

	Limited, M/s Shreshtha Securities Private Limited and M/s AMS Specialties Private Limited
Chairman/ Member of Committee in other Companies	-
No. of Equity Shares held in the Company	3,43,501
Relationship with other directors, Manager and other KMP of the Company	Except Mr. Anand Kumar, Managing Director of the Company, Mr. Arpit Goel (DIN:06405912) does not have a relationship with any of the existing Directors and Key Managerial Personnel
No. of Meetings of the Board attended during the year	11

Item No. 3

M/s Kapil Dev & Associates, Chartered Accountants (Firm Regn. No.:025812N), had tendered their resignation on November 23, 2020, from the position of Statutory Auditors of the Company, resulting in a casual vacancy in the office of Statutory Auditors of the Company. Pursuant to Section 139(8) of the Companies Act, 2013, any casual vacancy occurring in the office of Statutory Auditors of the Company due to resignation thereof, shall be filled by the Board within 30 days, subject to the approval of members at the general meeting within 3 months of the recommendation of the Board. Such Statutory Auditors shall hold office upto the date of the next Annual General Meeting.

With respect to the afore-mentioned provision, the Board has, in its meeting held on November 24, 2020, recommended M/s. KVA & Company (Firm Registration No. 017771C) as the Statutory Auditors of the Company to fill the casual vacancy caused due the resignation of M/s Kapil Dev & Associates, Chartered Accountants (Firm Reg. No.: 025812N). Board has further approved and recommended appointment of M/s. KVA & Company (Firm Registration No. 017771C) as the Statutory Auditors of the Company from the conclusion of 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company.

The members are further informed that a certificate of eligibility along with independence and consent to act as the Statutory Auditors of the Company has been received from appointed M/s. KVA & Company.

In light of the above mentioned, pursuant to section 139 and other applicable provisions of the Companies Act, 2013, approval of members is required to appoint KVA & Company (Firm Registration No. 017771C) as the Statutory Auditors of the Company in order to fill the casual vacancy and further to hold the office from the conclusion of 35th Annual General Meeting until the conclusion of the 40th Annual General Meeting of the Company.

Members are hereby requested to consider approving the same by passing the afore-mentioned resolution mentioned in item no. 3 of the notice.

None of the Directors, Key managerial Personnel or their relatives, are, in any way, concerned or interested in the said resolution.

Item No. 4

To appoint Ms. Manila Goel (DIN: 08569365) as an Independent Director of the Company:

The Board of Directors of the Company at its Meeting held on 1st October, 2019 has appointed Ms. Manila Goel as an Additional Director designated as an Independent Director of the Company in terms of Provisions of the Companies Act, 2013.

Ms. Manila Goel does not hold any shares in the Company. As per Section 161 of the Companies Act, 2013 Ms. Manila Goel can hold office upto the date of ensuing Annual General Meeting. Ms. Manila Goel as Independent Director of the Company, not liable to retire by rotation. Consent to act as a Director as well as disclosure for non-disqualification and Disclosure of Independence as required under the Companies Act, 2013 have already been received from Ms. Manila Goel.

Details of Directors seeking Appointment/Re- Appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further, the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to appointment/re-appointment of Director, which are mentioned below:

Particulars	Ms Manila Goel
Age	30 years
Date of Appointment on Board	01-10-2019
Functional Expertise	She has 17 years of experience in various industries
Qualifications	Commerce Graduate, MBA
Terms & Conditions of Appointment	As decided by the Board
Remuneration paid	NIL
Directorship in other Companies	-
Chairman/ Member of Committee in other Companies	-
No. of Equity Shares held in the Company	-
Relationship with other directors, Manager and other KMP of the Company	-
No. of Meetings of the Board attended during the year	6

None of the Directors and Key Managerial Personnel of the Company, their relatives, except Ms. Manila Goel are concerned or interested, financially or otherwise in the resolution set out in Item No. 4. The Board of Directors recommends the resolutions set out in Item No. 4 for approval by the members as an Ordinary Resolution.

Item No. 5

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, require that for entering into any contract or arrangement as mentioned hereinbelow with the related party, the Company must obtain prior approval of shareholders for entering into following Related Party Transactions:

1. Sale, purchase or supply of any goods or materials,
2. Selling or otherwise disposing of, or buying, leasing of property of any kind,
3. Availing or rendering of any services,

4. Appointment of any agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering any services from related parties,
5. Appointment of such related party to any office or place of profit in the company or its associate companies, if any or reimbursement of any transaction or any other transaction of whatever nature with related parties.

The proviso to Section 188(1) also states that nothing in Section 188(1) will apply to any transaction entered into by the Company in the ordinary course of business and at arm's length basis.

The transactions as are mentioned in Section 188(1) of the Companies Act, 2013 and Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 that may become material in nature as these transactions may exceed 10% of the net worth of the Company or may exceed the other perimeters/criteria's as are mentioned in applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto.

The following contracts/arrangements/transactions require the approval of the unrelated shareholders of the Company by way of Ordinary resolution:

Sr. No	Name of the Related Party	Type of Transactions	Maximum Value of Transactions per annum with effect from April 01, 2020 (Rs. in Crores)
1	Annu Industries Pvt. Ltd. (CINNo. U51909DL1996PTC076054)	Sale/Purchase/Supply of Goods/Services	Upto Rs.50.00*
2.	Shreshtha Securities Pvt. Ltd. (CIN No.U67120DL1996PTC083357)	Unsecured Loan	Upto Rs.10.00*

* Expected maximum annual value of transactions per related party over the year

The annual value of the transactions proposed is estimated on the basis of the Company's current transactions and future business projections.

The members are further informed that members of the Company being a related party or having any interest in the resolution as set out in Item No. 5 not to vote to approve the relevant transaction on this resolution whether the entity is a related party to the particular transaction or not.

The Board of Directors recommends the resolution set forth in Item No. 5 for approval of the Member as an **Ordinary Resolution**.

Except Mr. Anand Kumar, Managing Director and Mr. Arpit Goel, Director of the Company, no other Director or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in passing of this resolution.

Item No. 6

In view of Company's consistent requirements in relation to expansion and modernization of business and partly to augment the long term capital requirements for Company's growing

activities and for smooth functioning of the business operations as well as for day to day funds requirements, it is necessary to raise funds from banks, financial or other institution(s), investors, body corporate(s), individual(s) or any other persons & entity.

Therefore, the consent and approval of the members by way of Special Resolution is sought in accordance with the provisions of Section 180(1) (c) of the Companies Act, 2013 to enable the Board to borrow money or raise debt, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 20,00,00,000/- (Rupees Twenty Crores) over and above the paid up share capital of the Company, its free reserves and securities premium.

None of the Directors or Key Managerial Personnel or their relatives, except to the extent of their shareholdings, if any, are interested in this resolution.

The Board recommends the special resolution set out under item no. 6 of the notice for approval by the members

**For and on Behalf of the Board of
AMS Polymers Limited
(Formerly, Sai Moh Auto Links Limited)**

**Sd/-
(Anand Kumar)
DIN: 01381489**

**Date: 24th November, 2020
Managing Director
Place: New Delhi**
