

AMS POLYMERS LIMITED
(FORMERLY, SAI MOH AUTO LINKS LIMITED)
CIN: L34300DL1985PLC020510
C-582, SaraswatiVihar,Pitampura, Delhi-110034
Phone: 011-27017987, Fax : 011-27017987
Email: polymersams@gmail.com, Website: www.amspolymers.com

Notice

NOTICE IS HEREBY GIVEN THAT THE 39TH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF AMS POLYMERS LIMITED (FORMERLY, SAI MOH AUTO LINKS LIMITED) WILL BE HELD ON MONDAY, THE 30TH DAY OF SEPTEMBER, 2024, AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT C-582, SARASWATI VIHAR, PITAMPURA, DELHI-110034 AT 10:00 A.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, 2024 and the Statement of Profit and Loss and cash flow statement and other Annexures thereof for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Arpit Goel (DIN: 06405912), who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152(6) of the Companies Act, 2013.

SPECIAL BUSINESS:

3. To approve Related Party Transactions.

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, 2023 (Rs. in Crores)
1	Annu Industries Pvt. Ltd. (CIN No. U51909DL1996PTC076054)	Sale/Purchase/Supply of Goods/Services	Upto Rs.100.00*
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.”

4. Empowering the Board to borrow money upto a limit of Rs. 20,00,00,000/- (Rupees Twenty Crores) u/s180(1)(c).

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.

5. Appointment of Mr. Amber Goel (DIN:08065459) Additional Director as Director of the Company.

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) Mr. Amber Goel (DIN: 08065459), who, on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Director (Whole Time Director) by the Board of Directors of the Company, be and is hereby appointed as a Director of the Company and that he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Appointment of Mr. Amber Goel (DIN:08065459) as Whole Time Director of the Company.

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Special Resolution**:

“RESOLVED THAT the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) and the Articles of Association of the company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the appointment of Mr. Amber Goel (DIN: 08065459), as Whole Time Director of the Company who has attained the age of 31 years, for a period of 5 years commencing from 02nd September, 2024 to 01st September 2029 (liable to retire by rotation) at a remuneration as set out in the statement annexed to the notice, with full liberty to the Board of Directors (hereinafter referred to as the “Board” which shall be deemed to include the Nomination & remuneration Committee of the Board) to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed to by the Board and Mr. Amber Goel within the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Whole Time Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

7. To Approve Payment of managerial remuneration in case of no profit or inadequate profit.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:-**

Pursuant to the provisions section 197 and 198 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the said act, and the Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and subject to such other approvals as may be necessary, the Company hereby accords its approval for payment of minimum remuneration to managerial personnel in case of no profit or inadequate profit in any financial year, during the 3 financial years commencing from April 01, 2024 upto an amount as the Board of Directors (including its Committee thereof) may approve from time to time within the overall limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof.

8. Re-appointment of Ms. Manila Goel (DIN: 08569356) as Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 149, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (the 'Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof to the Act and the Listing Regulations) and based on the recommendation of the Nomination and Remuneration Committee and of the Board of Directors of the Company, Ms. Manila Goel (DIN: 08569356) be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of Five (5) years commencing from 01st October 2024 upto 30th September, 2029.

"RESOLVED FURTHER that any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

**For and on Behalf of the Board of
AMS Polymers Limited
(Formerly, Sai Moh Auto Links Limited)
Sd/-
(Chiranjivi Ramuka)
Company Secretary**

**Date: 02nd September, 2024
Place: New Delhi**

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, 24th September, 2024 to Monday, 30th September, 2024 (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 5 P.M. upto the date of the 39th 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**

AMS POLYMERS LIMITED (Formerly, Sai Moh Auto Links Ltd) | 39TH ANNUAL REPORT
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. A route map showing directions to the venue of the 39th AGM is given at the end of this Notice as per the requirement of the Secretarial Standard-2 on "General Meetings".
16. 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 23rd September, 2024 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the 39th Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules made thereunder. Consequently, the same cut-off date, i.e., 23rd September, 2024 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 39th AGM on 30th September, 2024.

The e-voting period will commence at 09.00 A.M. on 27th September, 2024 and will end at 05.00 P.M. on 29th September, 2024. 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.

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

**For and on Behalf of the Board of
AMS Polymers Limited
(Formerly, Sai Moh Auto Links Limited)
Sd/-
(Chiranjivi Ramuka)
Company Secretary**

**Date: 02nd September, 2024
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 and 4 accompanying notice:

Item No. 3

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 herein below 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, 2023 (Rs. in Crores)
1	Annu Industries Pvt. Ltd. (CINNo. U51909DL1996PTC076054)	Sale/Purchase/Supply of Goods/Services	Upto Rs.100.00*
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. 3 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. 3 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. 4

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. 4 of the notice for approval by the members.

Item No. 5 & 6

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on 02nd September, 2024 appointed Mr. Amber Goel (DIN: 08065459) as an Additional Director (Whole Time Director) of the Company, for a period of period of 5 (five) years with effect from 02nd September, 2024, subject to approval of the Members of the Company.

Your Company has diversified business activities and is primarily engaged in the businesses of manufacturing and trading of Polyurethane chemical, Sealants, Epoxy and chemicals for automobile, Construction chemicals, footwear, textile industries, chemical elements, compounds and byproducts thereof, including without limiting the generality of the forgoing laboratory and other scientific chemicals.

Mr. Amber Goel has expertise, knowledge and business acumen in managing the overall business of the company and his appointment would be beneficial for the Company given the paucity of experienced and skilled personnel. The remuneration proposed for Mr. Amber Goel is commensurate with the industry and size of the Company. Mr. Amber Goel has no pecuniary relationship directly or indirectly with the Company. However he is related to Mr. Anand Kumar as a son and Mr. Arpit Goel as Brother.

The terms and conditions are set out herein below:

1. TENURE OF APPOINTMENT:

The Appointment of Mr. Amber Goel as Whole Time Director is for a period of 5 years with effect from 02nd September 2024.

2. DUTIES AND RESPONSIBILITIES:

Mr. Amber Goel, the 'Whole Time Director' of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

3. REMUNERATION:

At present Remuneration of Whole time Director is Nil for his tenure of Five Years. However the Board or Nomination and remuneration committee thereof in its absolute discretion may from time to time will review the salary that may be payable to Mr Amber Goel subject to the provisions of Section 196 and 197 and schedule V of the Companies Act 2013 and other applicable provisions of the Companies Act, 2013.

4. OTHER TERMS OF APPOINTMENT:

- a) Mr. Amber Goel shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.
- b) The terms and conditions of the appointment of Mr. Samir Kumar Gupta may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Samir Kumar Gupta, subject to such approvals as may be required
- c) The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.

- d) The employment of Mr. Amber Goel may be terminated by the Company without notice or payment in lieu of notice:
- (i). If Mr. Amber Goel is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
 - (ii). In the event of any serious, repeated or continuing breach (after prior warning) or non observance by Mr. Amber Goel of any of the stipulations contained herein as no separate agreement shall be executed between the Company and Mr. Amber Goel; or
 - (iii). In the event the Board expresses its loss of confidence in Mr. Amber Goel; or
- e) In the event Mr. Amber Goel is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- f) Upon the termination by whatever means of the employment of Mr. Amber Goel he shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.
- g) Mr. Amber Goel will be liable to retire by rotation.

The Board considers that his association as Whole Time Director will be beneficial to and in the interest of the Company.

Additional details of Mr. Amber Goel as required pursuant to Companies Act, 2013 (hereinafter referred to as 'the Act') and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided in the table annexed to this Notice. The Company has received certificate from the Company Secretary as required under PART III of Schedule V of the Act.

Save and except Mr. Amber Goel and his relatives, including Mr. Anand Kumar and Mr. Arpit Goel, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item Nos. 5 & 6 of the Notice.

All the documents referred to in the said Resolution are open for inspection at the Company's Registered Office C-582, Saraswati Vihar, Pitampura, New Delhi-110034 on all working days except Sundays, between 02:00 PM to 05:00 PM till 30th September 2024 and will also be available for inspection in the meeting.

The Board recommends the Special Resolution as set out at Item Nos. 5 & 6 respectively of the Notice for approval of the Members.

Item No. 7

The Companies Act, 2013 provides for payment of remuneration to the Managerial Personnel in case of no profit or inadequate profits within the limits specified by Section II Part II of Schedule V of Companies Act, 2013.

The Board proposes for approval of the Shareholders, to grant enabling powers to the Board to pay the remuneration as above to the Managerial Personnel in case of no profit or inadequate profits during the three financial years starting FY 24-25.

Mr. Anand Kumar is interested in the resolutions set out at Item No. 7 of the Notice to the extent it pertains to his remuneration.

The relatives of Mr. Anand Kumar may be deemed to be interested in the resolutions set out at Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except Mr. Arpit Goel and Mr. Amber Goel, no other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolution set out at Item no. 7 of Notice for approval by the shareholders

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to item no. 7 is as follows-

I. General Information :

- 1) **Nature of Industry :** Manufacturing/Trading of PU systems and Adhesives
- 2) **Date or expected date of commencement of Commercial Production :** Existing Company, already commenced commercial production from 1985
- 3) **In case of new Companies, Expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**: Existing Company, Not applicable.
- 4) **Financial performance based on given indicators:**

Particulars	Year Ended 31 st March 2024	Year Ended 31 st March 2023
Net Sales	837,148.43	850,475.66
Other Income	56.49	47.40
Profit before Interest, Depreciation and Tax	15189.92	11723.17
Finance Cost	6,392.43	4,182.75
Depreciation	578.45	320.03
Profit before Tax	8,219.04	7,220.39
Provision for Taxation		
- Current Tax	2,184.64	1,872.56
- Deferred Tax	47.69	4.75
Profit After Tax	6,082.09	5,205.83
Minority Interest	-	-
Appropriations:		
Dividend-Equity Shares	-	-
Dividend Tax	-	-

- 5) **Foreign Investment or Collaborations : NIL**

II. Information about the Appointee - Mr. Anand Kumar

1. Background Details	Mr. Anand Kumar, aged 60 years, is a commerce graduate with over 36 years of experience in various industries.
2. Past Remuneration	NIL
3. Recognition or awards	Member of Indian Polyurethane Association and Indian Footwear Components Manufacturers' Association.
4. Job Profile and his suitability	He is First Generation entrepreneur with over 36 years of experience in the Corporate world. He is the founder chairman and Managing

	director of AMS Polymers Limited.
5. Remuneration Proposed	50 Lakhs
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin).	The remuneration proposed to be paid to Mr. Anand Kumar is in line with peers in comparable company, keeping in view his job profile, the size of operations and complexity of business of company
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Apart from receiving remuneration as stated above, Mr. Anand Kumar does not receive any emoluments from the company. Mr. Amber Goel is related to him.

III. Other Information

1. Reasons for loss or inadequate profits	For the financial year 2023-24, Company is in profits. This approval is being taken to cover any future contingency of inadequate profits.
2. Steps taken or proposed to be taken for improvement	NA
3. Expected increase in productivity and profits in measurable terms	NA

IV. Disclosures

(1) The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any attached to the financial statement:- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors; (ii) Details of fixed components and performance linked incentives along with the performance criteria (iii) Service contracts, notice period severance fees; (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable;	The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of the Company.
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Item No. 8

The following Statement sets out all material facts relating to Item No. 8 mentioned in the accompanying Notice. Re-appointment of Ms. Manila Goel (DIN: 08569356) as Independent Director of the Company.

Ms. Manila Goel, aged 44 years, associated with AMS Polymers Limited for about Five years.

Ms. Manila Goel joined the Board of Directors as Non-Executive Independent Director in October, 2019 for period of Five Years (for which shareholders' approval was also sought and received).

In terms of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and shall be eligible for re-appointment for another five years on passing a Special Resolution by the Company and disclosure of such appointment in the Board's Report.

Considering the overall tenure of Ms. Manila Goel with AMS, it is proposed to re-appoint her as an independent director for a second term of Five Years from 01st October, 2024

Brief Profile of Ms. Manila Goel

Ms. Manila Goel, aged 44 years, is a Commerce Graduate, MBA from prestigious University. She has experience of almost 20 years in various Industries. She is associated with AMS since 2017.

The Nomination and Remuneration Committee at its meeting held on September 02, 2024, on the basis of the above and her performance evaluation and taking into account the external business environment, her business knowledge, acumen, experience and the substantial contribution made by her during her tenure, has recommended to the Board that the continued association of Ms. Manila Goel as an Independent Director would be beneficial to the Company.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Ms. Manila Goel, to whom the resolution relates, are concerned or interested in the Resolution mentioned in the Notice.

The Board recommends the Resolution set forth in Item No. 8 for the approval of the Members.

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

**Sd/-
(Chiranjivi Ramuka)
Company Secretary**

**Date: 02nd September, 2024
Place: New Delhi**

VOTING THROUGH ELECTRONIC MEANS

The procedure and instructions for e-voting as given in the Notice of the 39th Annual General Meeting are again reproduced hereunder for easy reference:

- I. **In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**
 - a. Open e-mail and open PDF file viz."AMS Polymers-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (i) above. Click Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "AMS Polymers Limited". The EVEN of AMS Polymers Limited i.e., _____.
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cskundanagrawal@gmail.com with a copy marked to polymersams@gmail.com and evoting@nsdl.co.in.
- II. **In case of Members receiving Physical copy of Notice of 39th Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
 - a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
 - A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2024.
 - E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e 23rd September, 2024, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User

- F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- H. Mr. Kundan Agrawal Practicing Company Secretary (Membership No. FCS –7631 & CP No. 8325), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- I. The e-voting period will commence at 09.00 A.M. on 27th September, 2024 and will end at 05.00 P.M. on 29th September, 2024
- J. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- K. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- L. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.amspolymers.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the Bombay Stock Exchange Limited.
- M. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

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

**Sd/-
(Chiranjivi Ramuka)
Company Secretary**

**Date: 02nd September, 2024
Place: New Delhi**

**ROUTE MAP TO THE VENUE OF THE 39th ANNUAL GENERAL MEETING ON MONDAY,
SEPTEMBER 30, 2024 AT 10.00 A.M.**

