# 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

**Dated: September 01, 2025**

**To,**
**The Manager (Listing),**
**The BSE Limited,**
**Phiroz Jeejeebhoy Tower,**
**Dalal Street, Mumbai-400001**

**Sub: Notice of 40th Annual General Meeting ('AGM') of AMS Polymers Limited ('the Company').**

**Ref: BSE Script Code: 540066**

**Dear Sir,**

Pursuant to Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 40th Annual General Meeting ('AGM') of the Company scheduled to be held on Saturday, September 27, 2025 at 09:30 A.M. (IST). The said Notice also forms part of the Integrated Annual Report of the Company for the Financial Year 2024-25.

The Notice convening 40th AGM is also available on the Company's website at www. https://www.amspolymers.com/Annual-Report/.

We request your good office to kindly take the same on record.

Thanking You.
**Yours Truly,**
**For AMS Polymers Limited**
**(Formerly, Sai Moh Auto Links Ltd)**

Dilshad Ahmed
Digitally signed by Dilshad Ahmed
Date: 2025.09.01 18:01:06 +05'30'

**Dilshad Ahmed**
**Company Secretary**
**CC:**

| | | |
|---|---|---|
| **The Manager (Listing), Ahmedabad Stock Exchange Limited Kamdhenu Complex, Opp. Sahajanand College, Panjara Pole, Ambawadi, Ahmedabad – 380015** | **The Manager (Listing), Delhi Stock Exchange Ltd., DSE House, 3/1, Asaf Ali Road, New Delhi – 110002** | **The Manager (Listing), Ludhiana Stock Exchange Limited, Feroz Gandhi Market, Jila Kacheri Area, Model Gram, Ludhiana, Punjab – 141001** |

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**Email: polymersams@gmail.com, Website: www.amspolymers.com**

# Notice

**NOTICE IS HEREBY GIVEN THAT THE $40^{TH}$ ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF AMS POLYMERS LIMITED (FORMERLY, SAI MOH AUTO LINKS LIMITED) WILL BE HELD ON SATURDAY, THE $27^{TH}$ DAY OF SEPTEMBER, 2025, AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT C-582, SARASWATI VIHAR, PITAMPURA, DELHI-110034 AT 09:30 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 $31^{st}$ March, 2025 and the Statement of Profit and Loss and cash flow statement and other Annexures thereof for the financial year ended $31^{st}$ March, 2025 and the Reports of the Board of Directors and Auditors thereon.

2. To consider and approve appointment of Mr. Anand Kumar (DIN: 01381489), 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.

3. **To Appointment of Statutory Auditor to fill casual vacancy**

   To appoint auditor of the Company and to fix their remuneration and if thought fit, to pass with or without modification, as **Ordinary Resolution**:

   **"RESOLVED THAT** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Roshan Agarwal & Associates, Chartered Accountants [Firm Registration No: 019919C], be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. KVA & Company, Chartered Accountants (Firm Registration No. 017771C)".

   **"RESOLVED FURTHER THAT** M/s. Roshan Agarwal & Associates, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from 11th August, 2025, until the conclusion of the 40th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

4. **To Appointment of Statutory Auditor**

   To appoint Auditor of the Company and to fix their remuneration and if thought fit, to pass with or without modification, as **Ordinary Resolution**:

   **"RESOLVED THAT** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Roshan Agarwal & Associates, Chartered Accountants [Firm Registration No: 019919C], be and are hereby appointed as the Statutory Auditor of the Company for a term of 1 (One) years from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, at such remuneration and out of pocket expenses, as maybe determined and recommended by the Audit Committee in consultation with the Auditor and duly approved by the Board of Directors of the Company."

   **"RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company, be and are hereby authorized to do such act, deeds and things and to file necessary e-forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution."

**SPECIAL BUSINESS:**

5. **To Appointment of Secretarial Auditor**

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the members of the Company be and are hereby accorded for appointment of **M/s Kundan Agarwal & Associates**, Practicing Company Secretary (Firm Registration No **–** S2009DE113700 & COP No. 8325), Peer Review No. 5704/2024 as the Secretarial Auditor of the Company for a period of five (5) consecutive years, to hold such office from conclusion of 40$^{th}$ Annual general Meeting until the conclusion of 45$^{th}$ Annual General Meeting, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report from the Financial Year 2025-26 until the Financial Year 2029-30, at such remuneration and out-of-pocket expenses, as may be fixed by the Board of Directors, on the recommendation of the Audit Committee in consultation with the Secretarial Auditors of the Company..

**RESOLVED FURTHER THAT** all the Directors of the Company or the Chief Financial Officer of the Company or the Company Secretary of the Company, be and are hereby severally or jointly empowered and authorized to take such steps in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with the Registrar of Companies, NCT of Delhi & Haryana.".

**6. 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, 2025 (Rs. in Crores) |
|---|---|---|---|
| 1 | Annu Industries Pvt. Ltd.<br>(CIN No. U51909DL1996PTC076054) | Sale/Purchase/Supply of Goods/Services | Up to Rs.100.00* |
| 2. | Shreshtha Securities Pvt. Ltd.<br>(CIN No. U67120DL1996PTC083357) | Unsecured Loan | Up to Rs.10.00* |
| 3. | AMS Specialities Pvt. Ltd.<br>(CIN No. U24100DL2020PTC370979) | Sale/Purchase/Supply of Goods/Services | Up to Rs.50.00* |

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

**RESOLVED FURTHER THAT** the board of directors of the Company be and are 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."

**7. Empowering the Board to borrow money up to 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 authorize 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 are 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.

**8. To approve modification in terms & condition in the appointment of Managing Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals as may be necessary, the consent of the members be and is hereby accorded to modify the terms and conditions of re-appointment of Mr. Anand Kumar (DIN: 01381489), Managing Director of the company, as approved earlier by the members at the 37th Annual General Meeting held on 30th September 2022 as detailed in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the terms and conditions of the said re-appointment including remuneration, in such manner as may be agreed to between the Board and Mr. Anand Kumar and in accordance with the provisions of the Act and Schedule V thereto

**RESOLVED FURTHER THAT** any Director of the Company and/or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution."

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

**Sd/-**
**(Dilshad Ahmed)**
**Company Secretary**

**Date: 01st September, 2025**
**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 Sunday, 21st September, 2025 to Saturday, 27thSeptember, 2025 (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. up to the date of the 40th 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 05thDecember, 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. A route map showing directions to the venue of the 40th 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 $20^{th}$ September, 2025 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the $40^{th}$Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules made thereunder. Consequently, the same cut-off date, i.e., $20^{th}$ September, 2025 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the $40^{th}$ AGM on $27^{th}$ September, 2025.

    The e-voting period will commence at 09.00 A.M. on $24^{th}$ September, 2025 and will end at 05.00 P.M. on $26^{th}$ September, 2025. 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.

18. Further, in terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2nd July, 2025, a Special Window has been opened for re-lodgement of transfer deeds, which were lodged prior to the deadline of 1st April 2019 and rejected / returned / not attended due to deficiency in the documents / process or otherwise. The re-lodgement window shall remain open for a period of six months i.e. from 7th July, 2025 till 6th January, 2026.

    During this period, the securities that are re-lodged for transfer (including those requests that are pending with the Company / RTA, as on date) shall be issued only in demat mode. Due process shall be followed for such transfer-cum-demat requests.

    Shareholders who have missed the earlier deadline of 31st March 2021 are encouraged to take advantage of this opportunity by furnishing the necessary documents to the Company's Registrar and Share Transfer Agents ('RTA'), i.e. M/s. MAS Services Limited at T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 in duly filled Form ISR-1 and other relevant forms, which may be downloaded from the RTA website i.e. www.masserv.com under the download tab.

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

**Sd/-**
**(Dilshad Ahmed)**
**Company Secretary**

**Date: $01^{st}$ September, 2025**
**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 & 4**

M/s. KVA & Co., Chartered Accountants, [Firm Regn. No. 017771C] tendered their resignation w.e.f. 07th August, 2025 due to Peer Review Certificate expired on 30th June, 2025, and the renewal process is still under review and pending issuance, they are not eligible to continue as statutory auditors of the Company for any audit or limited review assignment for a listed entity w.e.f. 07th August, 2025.

In order to fill up such casual vacancy, by recommendation of audit committee the Board of Directors has approved the appointment of M/s. Roshan Agarwal & Associates, Chartered Accountants, to conduct the audit in the Board Meeting held on 11th August, 2025.

In pursuance to the provisions of Section 139(8) of the Companies Act, 2013, the company needs to approve the appointment of M/s. Roshan Agarwal & Associates, Chartered Accountants, in the General Meeting of the Company within 3 (three) months from the date of appointment by the Board. Hence, the company has proposed their approval in annual general meeting in the item number 3 of the notice.

Further, the company has proposed their appointment in the item number 4 of the notice, for the period of 1 (One) Years at such remuneration and out of pocket expenses, as maybe determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

M/s. Roshan Agarwal & Associates has consented to act as the Statutory Auditors of the Company for the said term, and has confirmed that it is eligible to be appointed as such

The Board commends the Ordinary Resolutions set out at Item Nos. 3 and 4 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

**Item No. 5**

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Secretarial Audit is required to be conducted for every financial year, as per the provisions of Section 204 of the Act, and its report forms a part of the Board’s Report of the Company. Under the provisions of the Act, the Board of Directors is authorized to appoint the Secretarial Auditors and fix its remuneration on an annual basis. However pursuant to Regulation 24A of the Listing Regulations, the appointment of the Secretarial Auditors is required to be approved by the shareholders for a term of five years

The Board of Directors has approved and recommended the appointment of M/s Kundan Agarwal & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company, for a term of five consecutive years, from the conclusion of the 40th Annual General Meeting up to the conclusion of the 45th Annual General Meeting. The remuneration of the Secretarial Auditors shall be determined by the Board of Directors from time to time, in consultation with them.

Brief profile of M/s Kundan Agarwal & Associates along with other particulars as required pursuant to the Listing Regulations, is provided below.

M/s Kundan Agarwal & Associates has consented to act as the Secretarial Auditors of the Company for the said term, and has confirmed that it is eligible to be appointed as such.

The Board recommends the resolution at Item No. 5 of the Notice for the approval of the shareholders as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives, are in any way concerned or interested in the resolution as set out at Item No. 5 of the Notice.

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| Brief Profile | Kundan Agrawal is a leading firm of Practicing Company Secretaries and lawyers having an experience 16 years in the field of Company Law, SEBI compliances, FEMA, RBI, GST XBRL, Trademark, Patent, Income Tax, Firm, Society Registration, Project Loan, Corporate Insolvency and other related matters. |
| Basis of Recommendation by The Board | Kundan Agrawal & Associates is considered as expert in corporate and securities law advisory and handles regular and complex advisory assignments on corporate and securities law |
| Brief Terms of Appointment | i. Kundan Agrawal & Associates shall ensure that it is peer-reviewed during its term<br>ii. In the event of becoming ineligible to continue its appointment, the Kundan Agrawal & Associates shall inform the Company promptly.<br>iii. Kundan Agrawal & Associates shall maintain the confidentiality of the information provided by the Company and use such information solely to carry out the audit.<br>iv. Kundan Agrawal & Associates shall adhere to the Professional Standards specified by the Institute of Company Secretaries of India (ICSI). |
| Proposed Fee | The proposed fee plus reimbursement of out-of-pocket expenses may be fixed by the Board of Directors, on the recommendation of the Audit Committee in consultation with the Secretarial Auditors of the Company. |

**Item No. 6**

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/turnover of the Company or may exceed the other perimeters/criteria 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, 2025 (Rs. in Crores) |
|---|---|---|---|
| 1 | Annu Industries Pvt. Ltd.<br>(CIN No. U51909DL1996PTC076054) | Sale/Purchase/Supply of Goods/Services | Up to Rs.100.00* |
| 2. | Shreshtha Securities Pvt. Ltd.<br>(CIN No. U67120DL1996PTC083357) | Unsecured Loan | Up to Rs.10.00* |

| | | | |
|---|---|---|---|
| 3. | AMS Specialities Pvt. Ltd. (CIN No. U24100DL2020PTC370979) | Sale/Purchase/Supply of Goods/Services | Up to Rs.50.00* |

* 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. 6 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. 6 for approval of the Member as an **Ordinary Resolution**.

Except Mr. Anand Kumar, Managing Director, Mr. Arpit Goel, Director and Mr. Amber Goel, Whole Time 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. 7**

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. 7 of the notice for approval by the members.

**Item No. 8**

The Board of Directors, at its meeting held on 01st September 2025, considered and approved the revision in terms and conditions of appointment of Mr. Anand Kumar, Managing Director, subject to the approval of the members in the general meeting. The changes are primarily in respect of remuneration structure.

A summary of the revised terms and conditions is as follows:

Existing remuneration: The existing remuneration of Managing Director is NIL for his tenure of Five Years from 1st February, 2022 to 31st January, 2027

Revised Remuneration: Company shall propose to give remuneration as per section 197 and in case of no profit or inadequate profit Company shall give up to 60 lakh p.a as remuneration for remaining period of appointment.

The revised terms are in compliance with the provisions of Section 197 and Schedule V of the Companies Act, 2013.

The Board recommends the resolution set out in Item No. 8 for approval of the members.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Anand Kumar to whom the resolution relates, is concerned or interested financially or otherwise in the resolution.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to item no. 8 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:**

**(Amount in thousand)**

| Particulars | Year Ended 31st March 2025 | Year Ended 31st March 2024 |
|---|---|---|
| **Net Sales** | 1,009,635.93 | 837,148.43 |
| **Other Income** | 24.05 | 56.49 |
| **Profit before Interest, Depreciation and Tax** | **19,109.31** | **15,189.92** |
| Finance Cost | 8,277.11 | 6,392.43 |
| Depreciation | 672.78 | 578.45 |
| **Profit before Tax** | **10,159.42** | **8,219.04** |
| **Provision for Taxation** | | |
| - Current Tax | 2,508.86 | 2,184.64 |
| - Deferred Tax | (51.06) | 47.69 |
| **Profit After Tax** | **7,701.62** | **6,082.09** |
| 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 62 years, is a commerce graduate with over 38 years of experience in various industries. |
| **2. Past Remuneration** | 50 Lakhs |
| **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 38 years of experience in the Corporate world. He is the founder chairman and Managing director of AMS Polymers Limited. |
| **5. Remuneration Proposed** | Up to 60 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** | 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 |

| | | |
|---|---|---|
| | **w.r.t. the country of his origin).** | |
| **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 2024-25, 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:-**<br><br>**(i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors;**<br><br>**(ii) Details of fixed components and performance linked incentives along with the performance criteria**<br><br>**(iii) Service contracts, notice period severance fees;**<br><br>**(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.** |

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

**Sd/-**
**(Dilshad Ahmed)**
**Company Secretary**

**Date: 01st September, 2025**
**Place: New Delhi**

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**VOTING THROUGH ELECTRONIC MEANS**

**The procedure and instructions for e-voting as given in the Notice of the 40th 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 40thAnnual 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 20th September, 2025.

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 20th September, 2025, may also obtain the login ID and password by sending a request at evoting@nsdl.co.inor 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 Details/Password" option available on www.evoting.nsdl.com or contact CDSL at the following toll free no.: 1800-200-5533.

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 24thSeptember, 2025 and will end at 05.00 P.M. on 26th September, 2025

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.

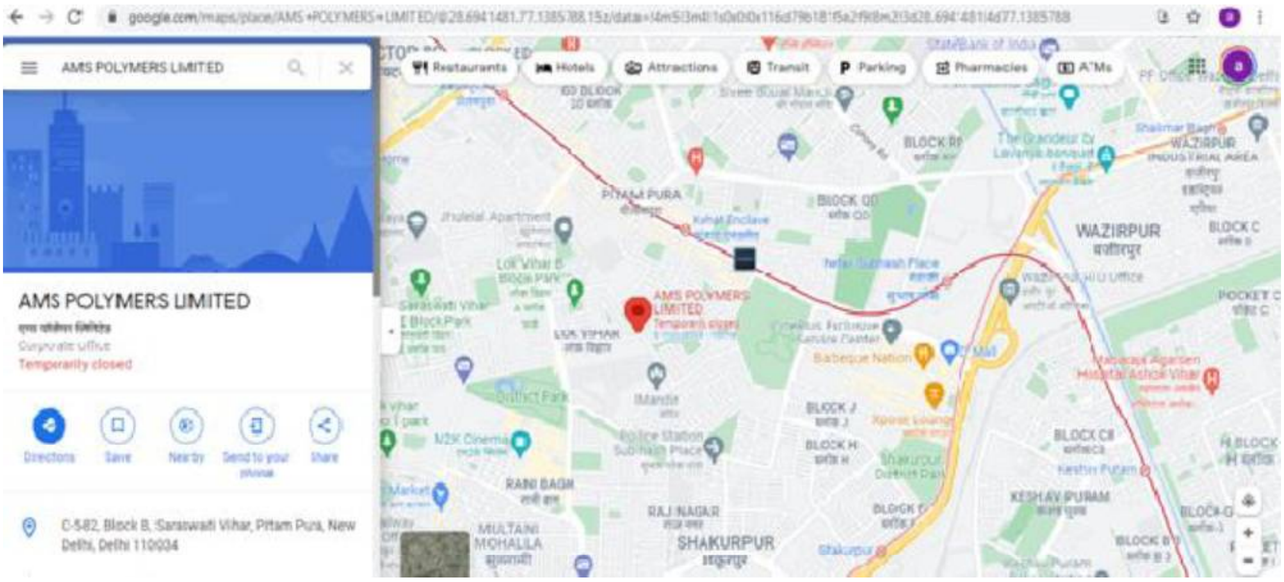
M. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

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

**Sd/-**
**(Dilshad Ahmed)**
**Company Secretary**

**Date: 01st September, 2025**
**Place: New Delhi**

## ROUTE MAP TO THE VENUE OF THE 40th ANNUAL GENERAL MEETING ON SATURDAY, SEPTEMBER 27, 2025 AT 09.30 A.M.



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

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting venue)

Name of the Member(s) / Proxy*: ...........................................................................................................................................
(*Strike off whichever is not applicable)

Registered address: ......................................................................................................................................

E-mail Id: ............ ........................................................... Folio No. /DP ID & Client ID:........................................................

I/We, being the member (s) of ...................................... shares of the above named company, hereby record my/our presence at the 40th Annual General Meeting of the Company, to be held on Saturday, the 27th day of September, 2025 at 09.30 A.M. at C-582, Saraswati Vihar, Pitampura, Delhi-110034 and at any adjournment thereof.

Signature of the Member/Proxy*: .......................................................................................
(*strike out whichever is not applicable)

NOTES:

1) Members/Proxies are requested to bring the duly signed attendance slip to the meeting and hand it over at the entrance.

2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send, to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

3) For the convenience of Members, persons other than Members/Proxies will not be admitted

**AMS POLYMERS LIMITED (FORMERLY, SAI MOH AUTO LINKS LIMITED)**
**CIN: L34300DL1985PLC020510**
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**Email: polymersams@gmail.com, Website: www.amspolymers.com**

**Form No. MGT 11**
**PROXY FORM**
[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**Name of the Member (s):** ..........................................................................................................................

**Registered address:** ...............................................................................................................................

**E-mail Id:** ...................................................... **Folio No. /DP ID & Client ID:** ................................................

I/We, being the member (s) of...........................................................shares of the above named company, hereby appoint

1) **Name:** ................................................................................ **E-mail Id:** ...........................................................................

**Address:**.........................................................................................................**Signature:…………………or failing him/her**

2) **Name:** ................................................................ **E-mail Id:** ............................................................................................

**Address:** ...........................................................................**Signature: …………………………………or failing him/her**
as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40thAnnual General Meeting of the Company, to be held on Saturday, the 27th day of September, 2025 at C-582, Saraswati Vihar, Pitampura, Delhi-110034 and at any adjournment thereof and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

| Res.No. | Description | No. of Shares | For | Against |
|---|---|---|---|---|
| 1. | Adoption of Financial Statements, Board and Auditors' Report and its Annexures for the Financial Year 2024-25. | | | |
| 2. | Re-appointment of Mr. Anand Kumar (DIN: 01381489), as a Director liable to retire by rotation | | | |
| 3. | Appointment of Statutory Auditor to fill casual vacancy | | | |
| 4. | Appointment of M/s. Roshan Agarwal & Associates, Chartered Accountants (Firm Registration No. 019919C) as the Statutory Auditors of the Company | | | |
| 5. | Appointment of Secretarial Auditor of the Company | | | |
| 6. | Approval of Related Party Transactions. | | | |
| 7. | Approval for Empowering the Board to borrow money upto a limit of Rs. 20,00,00,000/- (Rupees Twenty Crores) u/s180(1)(c) | | | |
| 8. | To approve modification in terms & condition in the appointment of Managing Director | | | |

Signed this----------day of .......... 2025.

Signature of Shareholder: ....................................

Signature of Proxy holder(s):..................................

**Affix Revenue Stamp**

**NOTES:**

1) Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2) Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total Share Capital of the Company

carrying voting rights. A member holding more than ten percent (10%) of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.

3) This form of Proxy in order to be effective should be duly completed, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.