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

CERTIFIED TRUE COPY OF RESOLUTIONS PASSED AT THE MEETING OF BOARD OF DIRECTORS OF AMS POLYMERS LIMITED HELD ON MONDAY, 02ND SEPTEMBER, 2024 AT THE REGISTERED OFFICE OF THE COMPANY AT C-582, SARASWATI VIHAR, PITAMPURA DELHI-110034 AT 04:00 P.M.

APPOINTMENT OF MR. AMBER GOEL (DIN: 08065459) AS AN ADDITIONAL DIRECTOR WITH DESIGNATION AS WHOLE TIME DIRECTOR.

"**RESOLVED THAT** pursuant to provisions of Section 161(1) and Section 196 of the Companies Act 2013, read with Rule 8, 9 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provision of the Companies Act 2013, (including any statutory modification or re-enactment thereof) and provisions of the Articles of Association of the Company, Mr. Amber Goel (DIN: 08065459), who, on the recommendation of Nomination and Remuneration Committee, be and is hereby appointed as an Additional Director categorized as an Whole Time Director and shall hold office for a period of 5 years from the date of his appointment subject to ratification of his appointment as director by members in the Ensuing Annual General Meeting of the Company ("AGM") to be held for the Financial Year 2023-2024. Following are the Terms and conditions of his appointment:

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. Amber Goel 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. Amber Goel, 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.

RESOLVED FURTHER THAT, Mr. Anand Kumar, Managing Director and Company Secretary of the company be and are hereby severally authorized, on behalf of the company, to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and are further authorized severally to sign and execute all necessary documents, applications and returns along with filing of E-form DIR-12 with the office of Registrar of companies, NCT of Delhi to inform the Stock Exchanges where the securities of the company are listed."

CERTIFIED TO BE TRUE

For AMS Polymers Limited

For AMS Polymers Limited

Managing Director

Anand Kumar
Managing Director
DIN: 01381489