

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 IN THE ANNUAL GENERAL MEETING OF MEMBERS OF AMS POLYMERS LIMITED HELD ON MONDAY, 30TH SEPTEMBER, 2024 AT THE REGISTERED OFFICE OF THE COMPANY AT C-582, SARASWATI VIHAR, PITAMPURA DELHI-110034 AT 10:30 A.M AND CONCLUDED AT 11.30 AM

ITEM NO 5: APPOINTMENT OF MR. AMBER GOEL (DIN: 08065459) AS AN ADDITIONAL DIRECTOR AS DIRECTOR OF THE COMPANY.

"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."

ITEM NO 6: APPOINTMENT OF MR. AMBER GOEL (DIN:08065459) AS WHOLE TIME DIRECTOR OF THE COMPANY.

"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.

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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."

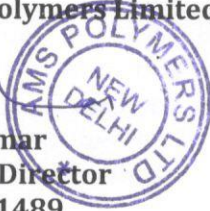
CERTIFIED TO BE TRUE

For AMS Polymers Limited

Anand

Anand Kumar
Managing Director

DIN: 01381489



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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 5 and 6 of the accompanying notice:

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 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

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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.

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

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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.

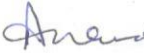
Save and except Mr. Amber Goel and his relatives, including Mr. Anand Kumar and Mr. Arpit Goel, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially 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.

CERTIFIED TO BE TRUE

For AMS Polymers Limited



Anand Kumar
Managing Director
DIN: 01381489