



SSP PVT LIMITED

Regd. & Corporate Office: 13 Mile Stone, Mathura Road, Faridabad - 121003, India

Tel : +91-129-4183700; Fax : +91-129-4183777

Website: www.sspindia.com; E mail: info@ssp.co.in

CIN No.:U29219HR1985PTC021129

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the Members of SSP Private Limited will be held on Saturday, the 25th March, 2017 at the registered office of the Company at 13 Mile Stone, Mathura Road, Faridabad - 121003 (Haryana) at 11.00 A.M. to transact the following business:

1. ISSUE OF EQUITY SHARES UNDER SSP EMPLOYEES STOCK OPTION SCHEME:

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

Resolved that pursuant to section 62 and other applicable provisions if any of the Companies Act 2013, read with rules made thereunder and pursuant to the provisions contained in the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines ("the Guidelines") (including any statutory amendment, modification or re-enactment to the Act or the Guidelines, for the time being in force), the Articles of Association of the Company and subject to such other approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the company be and is hereby accorded to the proposed "SSP Employee Stock Option Scheme" and to create, offer, issue and allot in one or more tranches under the said "SSP Employee Stock Option Scheme" at any time to or for the benefit of employees and Directors (excluding Independent Director) of the Company for such number of stock options /equity shares and / or equity linked instruments including any other instruments or securities which could give rise to the issue of equity shares (hereinafter collectively referred to as "Securities") of the Company, not exceeding 78000 options in aggregate, on such terms and conditions as may be fixed or determined by the Board of Directors and each option would be exercisable for one Equity Share of the face value of Rs.10/- each fully paid-up on payment of the requisite exercise price to the Company in accordance with the Guidelines or other applicable provisions of any law as may be prevailing at that time."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity Shares upon exercise of options from time to time in accordance with the SSP Employee Stock Scheme and such Equity Shares shall rank pari passu in all respects with the then existing Equity Shares."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the said schemes as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, as amended, modified or re-enacted from time to time, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient in this regard at any stage without requiring the Board to secure any further consent or approval of the members of the Company in this regard."

2. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

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

Research & Development Centre
19 DLF, Industrial Area Phase - II, 13/4 Mathura Road,
Faridabad - 121003, Haryana, India



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“RESOLVED THAT the approval of the Members be and is hereby given for the private placement of 11142 equity share per person totaling to 89,136 equity shares of Rs. 10/- to be offered at a premium of Rs. 27/- per share in pursuance of the provisions of section 42 and 62 of the Companies Act 2013 and other applicable provisions of the Act if any, to the following persons:

Mr. R.P. Banerjee
Mr. Tapas Chatterjee
Mr. Gautam Banerjee
Mrs. Rekha Banerjee
Mrs. Dola Chatterjee
Mrs. Putul Banerjee
Mr. Tanmay Chatterjee
Mrs. Shohini Mukherjee

RESOLVED FURTHER THAT the Board of Directors of company be and are hereby authorized to issue offer letter to these intended investors in pursuance of the provisions of the Section 42 of the Companies Act 2013 and that Mr. Tapas Chatterjee, Managing Director be and is hereby authorized to sign and issue the offer letter on behalf of the company and to do all such acts and deeds and sign and execute such other documents as may be required in respect of such private placement of shares.

Place : Fariadabad
Date : 25th February, 2017

FOR AND ON BEHALF OF THE BOARD
SSP PRIVATE LIMITED

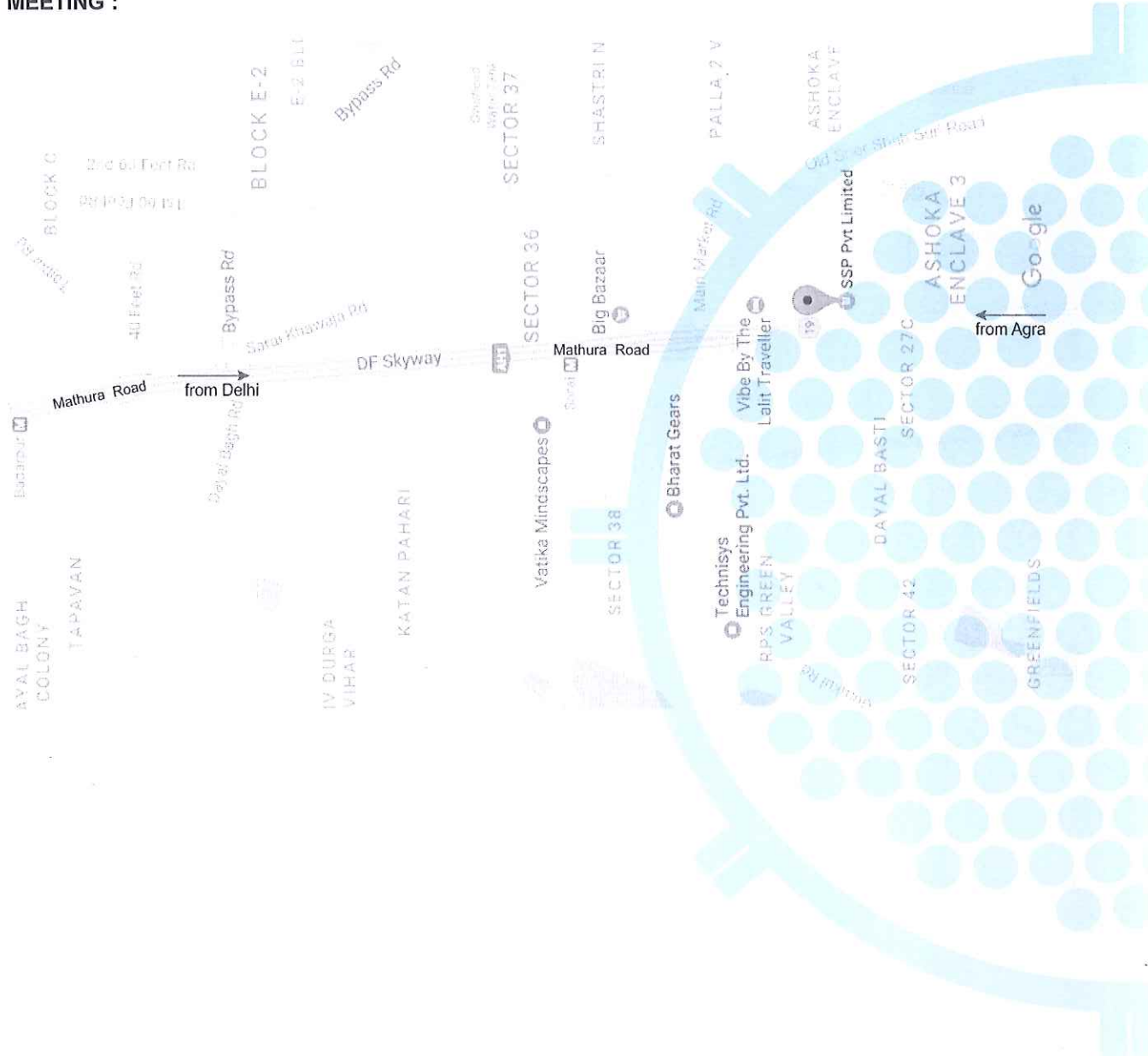

TAPAS CHATTERJEE
MANAGING DIRECTOR
DIN No. 00250010

NOTES :

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY IN ORDER TO BE VALID & EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.
- 2) A person can act as a Proxy on behalf of members not exceeding 50 in number and holding in the aggregate not more than 10% of total share capital of the company carrying voting rights. A member holding more than 10% of total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or share holder.
- 3) A Statement u/s 102 (1) of the Companies Act 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto and forms part of this notice.
- 4) Relevant documents and registers are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of meeting.

- 5) The Members are requested to register their email their Bank account details & address/changes therein for receiving dividend & all communications including Notices & Annual Reports etc. from the Company electronically.
- 6) The Notice & the Route map with prominent land mark for easy location of the venue of the Meeting is annexed and is also hosted on the website.

ROUTE MAP WITH PROMINENT LAND MARK FOR EASY LOCATION OF THE VENUE OF THE MEETING :



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1. The Company appreciates the critical role people play in the organizational growth. It strongly feels that the value created by its people should be shared with them.

With the Company's rapid growth in the last few years, it has moved into next phase in its journey of growth and in this phase, the Company feels the need to attract talent at senior levels . Hence it has become necessary to offer Employees Stock Option Scheme which maximizes benefits for the employees/option holders. Therefore, the Company has devised Employees Stock Option Scheme which will give the right to the option holder to apply for the Company's shares at a price of Rs. 10/- per share. It is a common industry practice to implement these kinds of stock option schemes to attract and retain talent at senior levels. These schemes also result in much lower dilution of equity share capital of the Company.

Under the proposed Employee Stock Option Scheme, 78000 employee stock options are proposed to be issued to employees fulfilling such criteria to be finalized, each stock option giving the right to the option holder to subscribe for one equity share of the Company at a price of Rs. 10/- per share. The implementation of the scheme will be subject to the approval of the shareholders of the Company.

If approved by the shareholders, stock options under the proposed scheme are expected to be granted to the employees over a period of one year. The options are expected to vest over a period of one year from the date of grant and the vested options shall be exercisable on or after 1st April, 2018 i.e. one year after the date of vesting. Thus, the dilution in the equity share capital of the Company would happen over a period of 1 year.

Considering that a maximum of 78000 equity shares (approx 0.15% of the total equity shares of the Company) will be issued against these options, the impact of these stock options on the earning per share of the Company will be negligible.

The main features of SSP Employee Stock Option Scheme are as under:

1. Total number of options to be granted:

A total number of options equal to 78,000 equity shares of the Company ("Equity Shares") would be available for being granted to eligible employees of the Company under SSP Employees Stock Option Schemes. Each option when exercised would be converted into one Equity Share of Rs. 10/- each fully paid-up.

Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date.

2. Identification of classes of employees entitled to participate in the Employee Stock Option Scheme(s):

All permanent employees of the Company including directors thereof, but excluding the promoters of the Company, as may be decided by the board of directors of the Company ("the Board"), would be entitled to be granted stock options under SSP Employee Stock Option Scheme.

3. Transferability of employee stock options:

The stock options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of an employee stock option holder while in employment, the right to exercise all the options granted to him till such date shall be transferred to his legal heirs or nominees.

4. Requirements of vesting and period of vesting:

The options granted shall vest so long as the employee continues to be in the employment of the Company or continues to be a director thereof, as the case may be. The Board may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting and the proportion in which options granted would vest (subject to the minimum and maximum vesting period as specified below).

The options would vest not earlier than one year from the date of grant of options. The exact proportion in which and the exact period over which the options would vest would be determined by the Board, subject to the minimum vesting period of one year from the date of grant of options.

5. Exercise Price:

The exercise price would be equal to face value of shares at Rs. 10/- per option.

6. Exercise Period and the process of Exercise:

The Exercise period would commence from the date of vesting and will expire on completion of one year from the date of vesting of options. The options will be exercisable by the employees by a written application to the Company to exercise the options in such manner and on execution of such documents as may be prescribed by the Board from time to time. The options will lapse if not exercised within the specified exercise period.

7. Appraisal Process for determining the eligibility of the employees to SSP Employee Stock Option Scheme:

The appraisal process for determining the eligibility of the employees will be specified by the Board and will be based on criteria such as role / designation of the employee, length of service with the Company, past performance record, future potential of the employee and/or such other criteria that may be determined by the Board at its sole discretion.

8. Maximum number of options to be issued per employee and in aggregate:

The number of options that may be granted to any specific employee under the scheme shall not be more than 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options.

9. Disclosure and Accounting Policies:

The Company shall comply with the disclosure and the accounting policies prescribed as per SEBI Guidelines.

10. Method of option valuation

To calculate the employee compensation cost, the Company shall use the intrinsic value method for valuation of the options granted.

In case the Company calculates the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on earning per share of the Company shall also be disclosed in the Directors' Report.

As the Employee Stock Option Scheme provides for issue of shares to be offered also to persons other than existing shareholders of the Company, consent of the members is being sought pursuant to Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and as per clause 6 of the SEBI Guidelines.

None of the Directors or key managerial personnel of the Company or their relatives is in any way, concerned or interested in the resolutions, except to the extent of the securities that may be offered to them under the scheme.

Item No.2. The Company requires additional funds in order to meet its working capital requirement. Directors who are also shareholders of the company have shown interest in investing in the business of the company. The company has done the valuation of its shares through a valuer and based on the valuation received the Board has proposed to offer shares for private placement at a premium of Rs. 27/- per share subject to the approval of shareholders. The Board of Directors of the company has approved the issue of 11142 shares to each of the following directors cum shareholders on private placement of 89,136 equity shares of Rs. 10/- each subject to the approval of members.

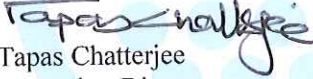
1. Mr. R.P. Banerjee
2. Mr. Tapas Chatterjee
3. Mr. Gautam Banerjee
4. Mrs. Rekha Banerjee
5. Mrs. Dola Chatterjee
6. Mrs. Putul Banerjee
7. Mr. Tanmay Chatterjee
8. Mrs. Shohini Mukherjee

None of the Directors or key managerial personnel of the Company or their relatives is in any way, concerned or interested in the resolutions, except to the extent of the securities that may be offered to them under private placement.

Your Directors recommend the resolutions for your approval.

Place Faridabad
Date 25th February, 2017

For and on behalf of the Board
SSP Private Limited


Tapas Chatterjee
Managing Director
DIN no 00250010

FORM No. MGT 11

PROXY

(pursuant to section 105 (6) of the Companies Act, 2013 and rule 19 (3) of
the Companies (Management and Administration) Rules, 2014)

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CIN : U29219HR1985PTC021129

Name of the member/s :
Registered Address :
Email Id :
Folio No :
DP Id :

I/we being the member/s of shares of the above named company, hereby appoint

1. Name :
Address :
Email ID :
Signatures : Or failing him

2. Name :
Address :
Email ID :
Signature: Or failing him

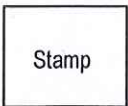
3. Name :
Address :
Email ID :
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Saturday 25th March, 2017 at 11.00 A.M. at Registered Office of the Company at 13 Milestone, Mathura Road, Faridabad-121003 Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Issue of Equity Shares under the SSP Employees Stock Option Scheme
- .. Issue of Equity Shares on Preferential Basis.

Signed thisday of..... 2017



Signature of share holder/s

Signature of proxy holder/s

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting