



GOVERNMENT OF INDIA
MIN. OF COMMERCE & INDUSTRY, DEPTT. OF COMMERCE
OFFICE OF THE DEVELOPMENT COMMISSIONER
NOIDA SPECIAL ECONOMIC ZONE
NOIDA DADRI ROAD, PHASE-II, NOIDA-201305
DISTT. GAUTAM BUDH NAGAR (UP)

फा०सं०.10/173/2007-सेज/

दिनांक: 08/02/2019

सेवा मे ,

1. निदेशक, वाणिज्य विभाग, वाणिज्य एवं उद्योग मंत्रालय, भारत सरकार, उद्योग भवन, नई दिल्ली -110001 ।
2. अतिरिक्त महानिदेशक विदेश व्यापार, वाणिज्य एवं उद्योग मंत्रालय, 'ए' विंग, इंद्रप्रस्थ भवन, आई पी एस्टेट, नई दिल्ली - 110002 ।
3. आयुक्त, सीमा शुल्क, नॉएडा सीमा शुल्क आयुक्तालय, इनलैंड कंटेनर डिपो, तिलपता, दादरी, गौतम बुध नगर, उत्तर प्रदेश- 201306.
4. आयुक्त, सेन्ट्रलजीएसटी (नोएडा- प्रथम), सी - 56/42, सेक्टर - 62, नोएडा, जिला- गौतम बुध नगर, (उत्तर प्रदेश)।
5. आयुक्त, सेन्ट्रलजीएसटी (नोएडा- द्वितीय), फॉर्मूला- वन होटल, वेगमॅस बिजनेस पार्क, प्लॉट नं. 3, नॉलेज पार्क -3, ग्रेटर नोएडा, जिला- गौतम बुध नगर, (उत्तर प्रदेश) ।
6. आयुक्त, आयकर, ए 2 डी, आयकर भवन, सेक्टर 24, नोएडा ।
7. उपसचिव (आई एफ - 1), बैंकिंग प्रभाग, आर्थिक मामलों का विभाग, वित्त मंत्रालय, भारत सरकार, तृतीय तल, जीवन दीप बिल्डिंग संसद मार्ग, नई दिल्ली।
8. मुख्य कार्यकारी अधिकारी, न्यू ओखला औद्योगिक विकास प्राधिकरण, मुख्य प्रशासनिक भवन, सेक्टर - 6, नोएडा।
9. मुख्य कार्यकारी अधिकारी, ग्रेटर नोएडा औद्योगिक विकास प्राधिकरण, प्लॉट नं 01, नॉलेज पार्क- 4, ग्रेटर नोएडा, गौतम बुध नगर, (उत्तर प्रदेश) ।
10. महाप्रबंधक, जिला उद्योग केंद्र, कलेक्ट्रेट के पास, सूरजपुर, ग्रेटर नोएडा ।
11. उपाध्यक्ष, बुलन्दशहर खुर्जा विकास प्राधिकरण, ओल्ड जी टी रोड, श्री आनंद वाटिका कॉलोनी, खुर्जा - 203131 (उत्तर प्रदेश)।
12. संबंधित विशेष आर्थिक क्षेत्र विकासकर्ता ।

विषय: दिनांक 01/02/2019 को पूर्वाह्न 11.00 बजे सम्मेलन हॉल, प्रशासनिक भवन, नोएडा विशेष आर्थिक क्षेत्र, नोएडा में आयोजित नोएडा, ग्रेटर नोएडा एवं खुर्जा (उत्तर प्रदेश) में स्थित निजी विशेष आर्थिक क्षेत्रों की अनुमोदन समिति बैठक का कार्यवृत्त - एतद संबंधी।

महोदय,

उपरोक्त विषय के सन्दर्भ में डा० एल बी सिंघल, विकास आयुक्त, नोएडा विशेष आर्थिक क्षेत्र की अध्यक्षता मे दिनांक 01/02/2019 को पूर्वाह्न 11.00 बजे सम्मेलन हॉल, प्रशासनिक भवन, नोएडा विशेष आर्थिक क्षेत्र, नोएडा मे आयोजित आयोजित नोएडा, ग्रेटर नोएडा एवं खुर्जा (उत्तर प्रदेश) में स्थित निजी विशेष आर्थिक क्षेत्रों की अनुमोदन समिति बैठक का कार्यवृत्त संलग्न है ।

संलग्नक : उपरोक्त

प्रतिलिपि:-

सहायक विकास आयुक्त (प्रशासन) - कार्यवृत्त की एक प्रति हिंदी अनुवाद हेतु संलग्न है ।

भवदीय,


(राजेश कुमार)

उप विकास आयुक्त


उप विकास आयुक्त

NOIDA SPECIAL ECONOMIC ZONE

Minutes of meeting of the Approval Committee of Private SEZs located in Noida, Greater Noida & Khurja (Uttar Pradesh) held under the Chairmanship of Dr. L.B. Singhal, Development Commissioner, Noida SEZ at 11:00 AM on 01.02.2019 in the Conference Hall of NSEZ.

The following members of Approval Committee were present during the meeting:-

- (i) Shri S. S. Shukla, Joint Development Commissioner, NSEZ.
- (ii) Shri Rajesh Sharma, Asstt. Commissioner (Customs), Noida.
- (iii) Shri S.K. Srivastava, Asstt. Commissioner, CGST, Noida-II.
- (iv) Ms. Kokil Pandey, Asstt. Commissioner, CGST, Noida-I.
- (v) Shri R.L. Meena, Asstt. DGFT, O/o of Addl. DGFT, New Delhi.
- (vi) Ms. Durgesh Nandini, Income Tax Officer, Noida
- (vii) Representative of SEZ Developers concerned, Special Invitee.

❖ Besides, during the meeting i) Md. Salik Parwaiz, Specified Officer, ii). Shri Rajesh Kumar, DDC, iii), Shri Prakash Chand Upadhyay, OSD to DC were also present to assist the Approval Committee.

❖ At the outset, the Chairman welcomed the participants. After brief introduction, each items included in the agenda were taken up for deliberation one by one. After detailed deliberations amongst the members of the Approval Committee as well as interaction with the applicants / representatives of the developers / units, the following decisions were taken:-

1. Ratification of Minutes of last meeting of the Approval Committee held on 04.01.2019:-

The Approval Committee was informed that no reference against the decisions of the Approval Committee held on 04.01.2019 was received from any of the members of the Approval Committee or Trade and therefore, Minutes of the Meeting held on 04.01.2019 were ratified.

2. Proposal of M/s. Sapient Consulting Pvt. Ltd. for change in shareholding pattern in respect of its unit in the IT/ITES SEZ of M/s. Seaview Developers Pvt. Ltd. at Plot No. 20 & 21, Sector-135, Noida.

2.1. It was brought to the notice of the Approval Committee that M/s. Sapient Consulting Pvt. Ltd., a unit in the IT/ITES SEZ of M/s. Seaview Developers Pvt. Ltd. at Plot No. 20 & 21, Sector-135, Noida (Uttar Pradesh) had submitted proposal for approval of proposed changes in the shareholding pattern of the company. The unit has submitted details of existing & proposed shareholding pattern of the company duly certified by Company Secretary, as under:-

- Shareholding pattern approved by BoA in its meeting held on 08.03.2017 and conveyed to the unit vide this office letter dated 20.04.2017:-



S.No.	Name & address of Shareholders	No. of Class A equity shares	Percentage holding (Class A)	No. of Class B Equity shares	Percentage holding (Class B)
(i)	Publicis Prodigious Brand Logistics Ltd., 2 nd Floor Maeva Tower, CNR Silicon and Bank Street, Ebene Reduit, Mauritius	3,85,14,041	99.9999%	1,28,38,014	100%
(ii)	Arebu Holdings B.V. (Holding on behalf of Publicis Prodigious Brand Logistics Ltd.) Prof. W.H. Keesomlan 12, 1183DJ Amstelveen, The Netherlands	1	0.0%	NIL	NIL
Total		3,85,14,042	100%	1,28,38,014	100%

• Revised shareholding pattern w.e.f. 17.12.2018 :-

S.No.	Name & address of Shareholders	No. of Class A equity shares	Percentage holding (Class A)	No. of Class B Equity shares	Percentage holding (Class B)
(i)	TLG India Private Limited Big Apple, Dr. Shirodkar Road, Parel, Mumbai	3,85,14,041	99.9999%	1,28,38,014	100%
(ii)	Arebu Holdings B.V. (holding on behalf of TLG India Private Limited), Joop Geesinkweg 209, 1114 AB Amsterdam- Duivendrecht, the Netherlands	1	0.0%	NIL	NIL
Total:		3,85,14,042	100%	1,28,38,014	100%

2.2. It was further informed that vide Instruction No. 89 dated 17.05.2018 DOC has issued guidelines regarding change in shareholding pattern, name change of SEZ Developers and SEZ Unit. As per Para 5(ii) of said guidelines *"Re-organisation including change of name, change of shareholding pattern, business transfer arrangements, court approved mergers and demergers, change of constitution of unit located in SEZs may be undertaken with the prior approval of Approval Committee in respect of units subject to the condition that the unit shall not opt out or exit out of the Special Economic Zone and continues to operate as a going concern. All liabilities of the unit will remain unchanged on such reorganization"*.

2.3. Further, as per Para 6 of said guidelines, such reorganization shall be subject to the following safeguards:-

- (i) Seamless continuity of the SEZ activities with unaltered responsibilities and obligations for the altered entity.
- (ii) Fulfillment of all eligibility criteria applicable, including security clearances etc., by the altered entity and its constituents;



- (iii) *Applicability of and compliance with all Revenue / Company Affairs / SEBI etc. Act/Rules which regulate issues like capital gains, equity change, transfer, taxability etc.*
- (iv) *Full financial details relating to change in equity / merger, demerger, amalgamation or transfer of ownership etc. shall be furnished immediately to Member (IT), CBDT, Department of Revenue and to the jurisdictional Authority.*
- (v) *The Assessing Officer shall have the right to assess the taxability of gain / loss arising out the transfer of equity or merger, demerger, amalgamation, transfer and ownerships etc. as may be applicable and eligibility for deduction under relevant sections of the Income Tax Act, 1961.*
- (vi) *The applicant shall comply with relevant State Government laws, including those relating to lease of land, as applicable.*
- (vii) *The unit shall furnish details of PAN and jurisdictional assessing officer of the unit to CBDT.*

2.4. Further, it was informed that vide Instruction No. 90 dated 03.08.2018, DOC has further clarified that the phrase 'prior approval of Board of Approval (BoA) / Unit Approval Committee (UAC)' in para 5(i) & (ii) of the said guidelines in respect of Developer / SEZ unit means that approval of BoA/UAC, as the case may be, taken before the SEZ entity / unit is recognized by the new name or such arrangement in all the records. It may not be interpreted that prior approval of BoA/UAC is to be taken before approaching the Registrar of Companies or the National Company Law Tribunal as is being done in some cases came to the notice of the DOC.

2.5. Mr. Neeraj Mittal, Director & Mr. Vishal Agarwal, Sr. Manager appeared before the Approval Committee on behalf of the unit and explained the proposal. The representatives of the unit informed that this change in shareholding is within the Group only, wherein the shareholder is changed from current shareholder i.e. Publicis Prodigious Brand Logistics Ltd., Mauritius to TLG India Private Limited, another group company in India. The representatives of unit further informed that 100% shares are still within the group and no share is held by any third party outside the group companies. It was further clarified by them that there is no change in business of Sapient Consulting Pvt. Ltd.

2.6. After due deliberations, the Approval Committee approved the proposal for proposed changes in the shareholding pattern of the company in terms of Instruction No. 89 dated 17.05.2018 & subsequent clarification issued by DOC vide Instruction No. 90 dated 03.08.2018, subject to compliance with safeguards prescribed in Instruction No. 89 dated 17.05.2018.

3. **Proposal of M/s. Sapient Consulting Pvt. Ltd. for change in shareholding pattern in respect of its unit in the IT/ITES SEZ of M/s. Oxygen Business Park Pvt. Ltd. at Plot No. 7, Sector-144, Noida.**

3.1. It was brought to the notice of the Approval Committee that M/s. Sapient Consulting Pvt. Ltd., a unit in the IT/ITES SEZ of M/s. Oxygen Business Park Pvt. Ltd. at Plot No. 7, Sector-144, Noida (Uttar Pradesh) had submitted proposal for approval of proposed changes in the shareholding pattern of the company. The unit has submitted details of existing & proposed shareholding pattern of the company, duly certified by Company Secretary, as under:-



- Shareholding pattern approved by BoA in its meeting held on 08.03.2017 and conveyed to the unit vide this office letter dated 20.04.2017:-

S.No.	Name & address of Shareholders	No. of Class A equity shares	Percentage holding (Class A)	No. of Class B Equity shares	Percentage holding (Class B)
(i)	Publicis Prodigious Brand Logistics Ltd., 2 nd Floor Maeva Tower, CNR Silicon and Bank Street, Ebene Reduit, Mauritius	3,85,14,041	99.9999%	1,28,38,014	100%
(ii)	Arebu Holdings B.V. (Holding on behalf of Publicis Prodigious Brand Logistics Ltd.) Prof. W.H. Keesomlan 12, 1183DJ Amstelveen, The Netherlands	1	0.0%	NIL	NIL
	Total	3,85,14,042	100%	1,28,38,014	100%

- Revised shareholding pattern w.e.f. 17.12.2018 :-

S.No	Name & address of Shareholders	No. of Class A equity shares	Percentage holding (Class A)	No. of Class B Equity shares	Percentage holding (Class B)
(i)	TLG India Private Limited Big Apple, Dr. Shirodkar Road, Parel, Mumbai	3,85,14,041	99.9999%	1,28,38,014	100%
(ii)	Arebu Holdings B.V. (holding on behalf of TLG India Private Limited), Joop Geesinkweg 209, 1114 AB Amsterdam-Duivendrecht, the Netherlands	1	0.0%	NIL	NIL
	Total:	3,85,14,042	100%	1,28,38,014	100%

3.2. It was further informed that vide Instruction No. 89 dated 17.05.2018 DOC has issued guidelines regarding change in shareholding pattern, name change of SEZ Developers and SEZ Unit. As per Para 5(ii) of said guidelines *"Re-organisation including change of name, change of shareholding pattern, business transfer arrangements, court approved mergers and demergers, change of constitution of unit located in SEZs may be undertaken with the prior approval of Approval Committee in respect of units subject to the condition that the unit shall not opt out or exit out of the Special Economic Zone and continues to operate as a going concern. All liabilities of the unit will remain unchanged on such reorganization"*.

3.3. Further, as per Para 6 of said guidelines, such reorganization shall be subject to the following safeguards:-



- (i) *Seamless continuity of the SEZ activities with unaltered responsibilities and obligations for the altered entity.*
- (ii) *Fulfillment of all eligibility criteria applicable, including security clearances etc., by the altered entity and its constituents;*
- (iii) *Applicability of and compliance with all Revenue / Company Affairs / SEBI etc. Act/Rules which regulate issues like capital gains, equity change, transfer, taxability etc.*
- (iv) *Full financial details relating to change in equity / merger, demerger, amalgamation or transfer of ownership etc. shall be furnished immediately to Member (IT), CBDT, Department of Revenue and to the jurisdictional Authority.*
- (v) *The Assessing Officer shall have the right to assess the taxability of gain / loss arising out the transfer of equity or merger, demerger, amalgamation, transfer and ownerships etc. as may be applicable and eligibility for deduction under relevant sections of the Income Tax Act, 1961.*
- (vi) *The applicant shall comply with relevant State Government laws, including those relating to lease of land, as applicable.*
- (vii) *The unit shall furnish details of PAN and jurisdictional assessing officer of the unit to CBDT.*

3.4. Further, it was informed that vide Instruction No. 90 dated 03.08.2018, DOC has further clarified that the phrase 'prior approval of Board of Approval (BoA) / Unit Approval Committee (UAC)' in para 5(i) & (ii) of the said guidelines in respect of Developer / SEZ unit means that approval of BoA/UAC, as the case may be, taken before the SEZ entity / unit is recognized by the new name or such arrangement in all the records. It may not be interpreted that prior approval of BoA/UAC is to be taken before approaching the Registrar of Companies or the National Company Law Tribunal as is being done in some cases came to the notice of the DOC.

3.5. Mr. Neeraj Mittal, Director & Mr. Vishal Agarwal, Sr. Manager appeared before the Approval Committee on behalf of the unit and explained the proposal. The representatives of the unit informed that this change in shareholding is within the Group only, wherein the shareholder is changed from current shareholder i.e. Publicis Prodigious Brand Logistics Ltd., Mauritius to TLG India Private Limited, another group company in India. The representatives of unit further informed that 100% shares are still within the group and no share is held by any third party outside the group companies. It was further clarified by them that there is no change in business of Sapient Consulting Pvt. Ltd.

3.6. After due deliberations, the Approval Committee approved the proposal for proposed changes in the shareholding pattern of the company in terms of Instruction No. 89 dated 17.05.2018 & subsequent clarification issued by DOC vide Instruction No. 90 dated 03.08.2018, subject to compliance with safeguards prescribed in Instruction No. 89 dated 17.05.2018.



4. **Proposal of M/s. HCL Technologies Ltd., developer for approval of list of materials to carry on authorized operations in their IT/ITES SEZ at Plot No. 3A, 3B & 2C, Sector- 126, Noida (U.P.).**

4.1. It was brought to the notice of the Approval Committee that M/s. HCL Technologies Ltd., Developer of IT/ITES SEZ at Plot No. 3A, 3B & 2C, Sector- 126, Noida (U.P) had submitted proposal for approval of list of materials to carry on following default authorized operations in their SEZ:-

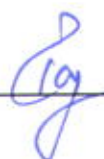
S. No.	Name of Authorized Operation	S. No. at default list of Auth. Opr. as per Inst. No. 50 & 54	Estimated Cost (Rupees in lakhs)
i)	Construction of all types of building in Processing area as approved by UAC.	22	206.45
ii)	Power (including power backup facilities) for captive use only.	23	202.37
iii)	Air Conditioning of Processing area.	21	230.38
iv)	Telecom and other communication facilities including internet connectivity.	05	131.22
v)	Common Data Centre with inter-connectivity.	13	38.13
vi)	Fire protection system with sprinklers, fire and smoke detectors.	07	17.43
vii)	Access Control and Monitoring System.	24	121.32
viii)	Recreational facilities such as indoor/ outdoor games, Gymnasium / Employee's restroom in processing area.	19	2.57
		Total:	949.87

4.2. Mr. D.K. Sharma, General Manager- Commercial, Mr. Rohit Aneja, Director-Projects & Mr. Subhash Chandra, Dy. Manager appeared before the Approval Committee on behalf of the developer and explained the requirement of proposed items.

4.3. After due deliberations, Approval Committee approved the proposed list of materials, except items proposed under authorized operation namely "Recreational facilities such as indoor/ outdoor games, Gymnasium / Employee's restroom in processing area" (Annexure-VIII), as these items do not form part of authorized operations of the developer.

5. **Proposal of M/s. NIIT Technologies Ltd., developer for approval of list of materials to carry on authorized operations of their IT/ITES SEZ at Plot No. TZ02 & 2A, TechZone, Gr. Noida.**

5.1. It was brought to the notice of the Approval Committee that M/s. NIIT Technologies Limited, Developer of IT/ITES SEZ at Plot No. TZ-2 & 2A, Sector-Techzone, Greater Noida (U.P) had submitted proposal for approval of a list of materials to carry on following default authorized operations in their SEZ:-



S. No.	Name of Authorized Operations	Sl.No at default Auth. Opr. as per Inst. No.50 & 54	Estimated Cost (Rs. In Lakhs)
(i).	Construction of all type of buildings in processing area as approved by the Unit Approval Committee.	22	152.80
(ii).	Electrical, Gas and Petroleum Natural Gas Distribution Network including necessary sub-stations of appropriate capacity, pipeline network etc.	04	45.04
(iii).	Telecom and other communication facilities including internet connectivity.	05	138.90
		Total:	336.74

5.2. Shri Mukesh Chauhan, Group Manager appeared before the Approval Committee on behalf of the developer and explained the requirement of proposed materials.

5.3. After due deliberations, the Approval Committee approved the proposed list of materials except 'Garden Fountain' proposed at Sl. No. 17 under authorized operation namely "Construction of all type of buildings in processing area as approved by the Unit Approval Committee"(Annexure-I).

6. Proposal of M/s. Trustone Wegmans Developers Pvt. Ltd., Co-developer for approval of list of materials to carry on authorized operation in IT/ITES SEZ of M/s. Artha Infratech Pvt. Ltd. at Plot No. 21, Sector- Techzone-IV, Greater Noida.

6.1. It was brought to the notice of the Approval Committee that M/s. Trustone Wegmans Developers Pvt. Ltd., Co-developer of Electronics Hardware & Software including IT/ITES SEZ of M/s. Artha Infratech Pvt. Ltd. at Plot No. 21, Sector-Techzone-IV, Greater Noida, had submitted proposal for approval of list of materials to carry on following default authorized operations:-

S.No.	Name of Authorized Operations	Sl.No at default list of materials as per Inst. No.50 and 54	Estimated Cost (Rs. in lakhs)
(i).	Construction of all type of buildings in processing area as approved by the Unit Approval Committee.	22	166.82
(ii).	Air Conditioning of Processing area.	21	755.45
(iii).	Electrical, Gas and Petroleum Natural Gas Distribution Network including necessary sub-stations of appropriate capacity, pipeline network etc.	04	305.65
(iv).	Fire protection system with sprinklers, fire and smoke detectors.	07	44.50
(v).	Access Control and Monitoring System.	24	274.47
(vi).	Employee welfare facilities like Crèche, Medical center and other such Facilities.	20	53.85
		Total:	1600.74



6.2. Shri Rajiv Baghel, Sr. Manager & Md. Sahid Khan, Manager appeared before the Approval Committee on behalf of the Co-developer and explained the requirement of proposed materials.

6.3. After due deliberations, Approval Committee approved the proposed list of materials except '15 Nos. Microwave', '15 Nos. Single Group Coffee Machine' & '06 Nos. Refrigerator' proposed at Sl. No. 2,3 & 4 under authorized operation namely "Employee welfare facilities like Creche, Medical center and other such facilities" (Annexure-VI).

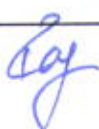
7. **M/s. Artha Infratech Pvt. Ltd., Developer- Approval of extension in the validity of Building plan approval in respect of Tower-3 & Tower-5 in the Electronic Hardware & Software including IT/ITES SEZ at Plot No. 21, Sector-Techzone IV, Greater Noida (Uttar Pradesh).**

7.1. It was informed that the Approval Committee in its meeting held on 04.01.2019 had granted in-principle approval for extension in the validity period of the approval of layout plan & building plan in respect of Tower-3 & Tower-5 of the Electronic Hardware & Software including IT/ITES SEZ of M/s. Artha Infratech Pvt. Ltd. at Plot No. 21, Sector-Techzone IV, Greater Noida (Uttar Pradesh) on the basis of comments of Mr. Vaibhav Gupta, Sr. Manager (A), Greater Noida Industrial Development Authority (GNIDA), subject to deposit of requisite fee in favour of DC, NSEZ, as per building byelaws of GNIDA as may be informed by GNIDA along with the evidence of deposit of fees. The Approval Committee had directed the representative of GNIDA to intimate amount/details of fee to be deposited by the developer, to this office in writing with a copy to the developer.

7.2. It was further informed that Mr. Vaibhav Gupta, Sr. Manager (A), GNIDA vide his letter No. नियोजन/2019/BP-3402(S)/275 dated 09/01/2019 had informed the requisite fee of Rs. 266675/- for extension of Building plan as per Greater Noida Building Byelaws, which had been communicated to the developer vide this office email dated 15.01.2019.

7.3. Further, it was informed that M/s. Artha Infratech Pvt. Ltd., Developer vide its letter dated 17.01.2019 had submitted Demand Draft No. 107762 dated 16.01.2019 for Rs.266675/- in favour of "Development Commissioner, NSEZ" towards fee for extension in the validity period of the approval of building plan. The same had been deposited in the Govt. A/c vide Challan No. 269 dated 23.01.2019. Accordingly, the formal approval for extension in the validity period of Building Plan of Tower-5 for further period of 5 years i.e. upto 14.02.2022 and extension in the validity period of Building Plan of Tower-3 for further period of 5 years i.e. upto 19.03.2024 had been conveyed to the developer vide this office letter dated 30.01.2019.

7.4. After due deliberations, the Approval Committee noted the formal approval dt. 30.01.2019 conveyed to the developer for extension in the validity period of Building Plan of Tower-5 for further period of 5 years i.e. upto 14.02.2022 and extension in the validity period of Building Plan of Tower-3 for further period of 5 years i.e. upto 19.03.2024.



8. Proposal of M/s. Intelligrape Software Pvt. Ltd. for change of area / location & revision in projections of the approved unit in the IT/ITES SEZ of M/s. Golden Tower Infratech Pvt. Ltd. located at Plot No. 08, Sector-144, Noida (U.P)

8.1. Approval Committee in its meeting held on 01.11.2018 had approved the proposal of M/s. Intelligrape Software Pvt. Ltd. for setting up of unit over an area of 50000 Sqft. (4645 Sqmt.) comprising of 30450 Sqft. on the 1st floor, Wing-A, Building No.1 & 19550 Sqft. on the 1st floor, Wing-B, Building No.1 in the IT/ITES SEZ of M/s. Golden Tower Infratech Pvt. Ltd. located at Plot No. 08, Sector-144, Noida (U.P) to undertake service activities i.e. *"Information Technology and Information Technology Enabled Services namely Digital Transformation, Product Engineering, Experience design, Video OTT Fulfillment, Digital Marketing, Cloud Managed services, Data Engineering, Artificial intelligence & Machine Learning & Cloud Migration"*, subject to submission of requisite documents by the applicant unit and further subject to the condition that unit shall commence operation from 1st floor, Wing-A, Building No.1 & 1st floor, Wing-B, Building No.1 only after receipt of Occupancy Certificate in respect of Building No.01 by the SEZ Developer.

8.2. It was informed that the applicant had been requested vide this office email dated 19.11.2018 to submit requisite documents. Online Form-F had also been returned to the applicant for necessary rectification. In reply, the unit vide its letter dated 19.11.2018 & subsequent letter dated 05.12.2018 had submitted certain documents, however, following documents / clarification had not been submitted:-

- (i) Printout of duly signed rectified online Form-F indicating proposed service activities in Para V exactly as per the approval of the Approval Committee i.e. *"Information Technology and Information Technology Enabled Services namely Digital Transformation, Product Engineering, Experience design, Video OTT Fulfillment, Digital Marketing, Cloud Managed services, Data Engineering, Artificial intelligence & Machine Learning & Cloud Migration, exactly.*
- (ii) Affidavit (duly notarized) in support of Undertaking to Form-F.
- (iii) NFE in Annexure-2 and Annexure-3 to revised Project Report still mentioned as Rs.54432 lakhs & Rs.51732 instead of Rs.51731 lakhs. This need to be rectified & clarified.

8.3. Further, it was informed that the Letter of Approval could not be issued due to non-receipt of rectified Form-F & requisite documents from the applicant.

8.4. It was further informed that M/s. Intelligrape Software Pvt. Ltd. vide its letter dated 24.01.2019 had submitted proposal for change of area / location of the unit, as given below:-

Earlier proposed & approved area & location approved by UAC held on 01.11.2018	Revised area & location
50000 Sqft. (4645 Sqmt.) comprising of 30450 Sqft. at 1 st floor, Wing-A & 19550 Sqft. at 1 st floor, Wing-B of Building No.1.	83450 Sqft. (7752.75 Sqmt.) comprising of 17600 Sqft. at 2 nd floor, Wing-A, 32450 Sqft. at 2 nd floor, Wing-B & 33400 Sqft. at 3 rd floor, Wing-B of Building No.1.

8.5. It was informed that the applicant had submitted copy of letter of provisional offer of space dated 16.01.2019 issued by SEZ Developer, M/s. Golden Tower Infratech Pvt. Ltd. for above proposed changes in area / location of the unit.

8.6. Further, it was informed that that applicant had also submitted changes in export, outgo & NFE projection. The details of earlier & revised figures of Export, Forex Outgo & NFE are as under:-

Particulars (for 5 years)	(Rs. in lakhs)	
	Earlier projections approved by UAC held on 01.11.2018	Revised projections
FOB value of export	54431.00	54431.00
Forex outgo	2700.00	2370.00
NFE Earnings	51731.00	52061.00
Imported capital goods	Nil	2370.00
Indigenous Capital goods	2185.00	3385.00

8.7. However, it was informed that calculation mistakes in the approved & proposed export projections for 5 years have been found. Applicant had mentioned projected export of Rs.54432 lakhs, whereas calculation for 5 years comes to Rs.54431 lakhs. Format of projection sheet has also been deviated. Besides, applicant also needs to give revised employment projections, if any, due to proposed increase of area of the unit.

8.8. Shri Deepak Mittal, CEO & Shri Sanjay Jain, Manager appeared before the Approval Committee on behalf of the unit and explained the proposal.

8.9. After due deliberations, the Approval Committee **approved** the proposed change of area / location and revision in projections, subject to submission of pending documents/correct projection details along with employment projections.

9. Proposal of M/s. Genpact India Pvt. Ltd. (Unit-II) for expansion of area & revision in projections of the unit located in the IT/ITES SEZ of M/s. Seaview Developers Pvt. Ltd. at Plot No. 20 & 21, Sector-135, Noida (U.P.).

9.1. It was brought to the notice of Approval Committee that M/s. Genpact India Pvt. Ltd. (Unit-II) had applied for expansion of area & revision in projections of the unit located in the IT/ITES SEZ of M/s. Seaview Developers Pvt. Ltd. at Plot No. 20 & 21, Sector-135, Noida (U.P.). It was informed to



the Committee that presently unit has been operating over an area of 161235 Sqft. comprising of 41682 Sqft at 9th & 10th floor, Building No.8, 88638 Sqft. at Upper ground floor to 3rd floor, Building No.5 & 30915 Sqft. at 1st floor, Building No.6. It was informed that the unit has requested for addition 30915 Sqft. at 2nd floor, Building No.6 & 5923 Sqft. at 3rd floor, Building No.2 of SEZ. It was informed that the SEZ developer has given provisional offer for allotment of proposed additional space to the unit.

9.2. It was also informed that the unit has submitted revised projections, as given below, on account of proposed expansion of unit:-

Particulars (for five years)	(Rs. in lakhs)	
	Existing Projection	Revised Projection
Projected FOB value of exports	107906.00	115781.00
Foreign Exchange Outgo	11833.00	14593.00
NFE Earnings	96073.00	101188.00
Imported CG	7297.00	8999.00
Indigenous CG	3120.00	3848.00

9.3. Mr. Shiv Singh, AVP appeared before the Approval Committee on behalf of the unit and explained the proposal.

9.4. After due deliberations, the Approval Committee approved the proposed expansion of area and revised projections of the unit.

10. Proposal of M/s. Oxygen Business Parks Pvt. Ltd., developer for approval of list of materials to carry on authorized operation in IT/ITES SEZ at Plot No. 7, Sector-144, Noida.

10.1. It was brought to the notice of the Approval Committee that M/s. Oxygen Business Park Pvt. Ltd., Developer of IT/ITES SEZ at Plot No. 7, Sector-144, Noida (U.P) had submitted a proposal for approval of a list of materials to carry on following default authorized operations in SEZ:-

S. No.	Authorized Operation	Sl. No. at default list of materials as per Inst. No. 50 & 54	Estimated Cost (Rs in Lakhs)
(i)	Construction of all types of building in processing area as approved by the Unit Approval Committee.	22	3341.49
(ii)	Fire protection system with sprinklers, fire and smoke detectors.	07	50.96
(iii)	Water treatment plant, water supply lines (dedicated lines up to source), sewage lines, storm water drains and water channels of appropriate capacity.	02	86.45
(iv)	Electrical, Gas and Petroleum Natural Gas Distribution Network including necessary sub-stations of appropriate capacity, pipeline network etc.	04	194.72
(v)	Power (including power backup facilities) for captive use only.	23	19.92



(vi)	Access Control and Monitoring System.	24	57.50
(vii)	Air Conditioning of processing area	21	491.75
(viii)	Telecom and other communication facilities including internet connectivity.	05	48.35
		Total :	4291.14

10.2. Shri Pradeep, DGM & Shri Kapil Kumar, Manager- Finance appeared before the Approval Committee on behalf of the developer and explained the requirement of proposed materials.

10.3. After due deliberations, the Committee approved the proposed list of materials.

11. Proposal of M/s. SPi Technologies India Pvt. Ltd., a unit in IT/ITES SEZ of M/s. Seaview Developers Pvt. Ltd. at Plot No. 20 & 21, Sector-135, Noida for change of entrepreneur in the wake of merger of M/s. SPi Technologies India Pvt. Ltd. with M/s. Lambda Content India Private Limited pursuant to scheme of amalgamation approved by the National Company Law Tribunal, Single Bench, Chennai vide Order dated 23.10.2018.

11.1. It was informed to the Approval Committee that M/s. SPi Technologies India Pvt. Ltd., a unit in the IT/ITES SEZ of M/s. Seaview Developers Pvt. Ltd. at Plot No. 20 & 21, Sector-135, Noida (Uttar Pradesh) had submitted proposal for change in entrepreneur in respect of LOA No. 10/05/2018-SEZ/2171 dated 26.02.2018 in the wake of merger of M/s. SPi Technologies India Pvt. Ltd. with M/s. Lambda Content India Private Limited pursuant to scheme of amalgamation approved by the National Company Law Tribunal, Single Bench, Chennai vide Order dated 23.10.2018, effective from 01.09.2017.

11.2. It was informed that in support of its proposal unit has submitted the following documents:-

- (i) Copy of Order dated 23.10.2018 passed by National Company Law Tribunal, Single Bench, Chennai.
- (ii) Copy of Certificate of Incorporation dated 02.06.2017 of M/s. Lambda Content India Private Limited issued by ROC, Central Registration Centre on 02.06.2017.
- (iii) Copy of e-MoA & AoA of M/s. Lambda Content India Private Limited.
- (iv) Copy of PAN Card No.AADCL3320N & copy of IEC No. AADCL3320N of M/s. Lambda Content India Private Limited.
- (v) List of directors of M/s. Lambda Content India Private Limited along with copies of their ID/address proof. Following are present directors of the company:-
 - Mr. Cyrus Dinshaw Driver – Copy of Passport, Aadhaar Card & PAN Card.
 - Mr. Ezhil Arasan Kuppusamy – Copy of Passport, Aadhaar Card & PAN Card.
 - Ms. Sandhya Rohit Malhotra – Copy of Passport, Aadhaar Card & PAN Card.
 - Mr. Murli Krishan Nair – Copy of Passport, Aadhaar Card & PAN Card.
 - Mr. Rustam Patnaik – Copy of Passport, Aadhaar Card, DL & PAN Card

- (vi) An Undertaking on Rs.100/- non-judicial Stamp Paper from M/s. Lambda Content India Pvt. Ltd., regarding taking over the assets and liabilities of M/s SPi technologies India Pvt. Ltd.
- (vii) Copy of CA certified details of shareholding pattern of M/s. Lambda Content India Pvt. Ltd., as on 31.03.2018, as under:-

S. No.	Name and address of the shareholder	Number of shares	% Share
1.	SPI Global Content Mauritius Holding	16507463	99.99%
2.	Sameer Mittal	1	0.01%
	Total:	16507464	100%

- (viii) Copy of CA certified details of shareholding pattern of M/s. SPI Technologies India Pvt. Ltd., as on 10.08.2018, as under:-

S. No.	Name and address of the shareholder	Number of shares	% Share
(i)	Lambda Content India Private Limited.	2517	99.96%
(ii)	SPI Global Content Mauritius Holding	1	0.04%
	Total:	2518	100%

11.3. However, it was informed that earlier the unit vide its letter dated 07.02.2018 had submitted CA certified details of shareholding pattern of M/s. SPI Technologies India Pvt. Ltd. as given below:-

S. No.	Name and address of the shareholder	Number of shares	% Share
(i)	Lambda Content India Private Limited.	2517	99.96%
(ii)	SPI India Holdings (Mauritius) Limited	1	0.04%
	Total:	2518	100%

11.4. It was further informed that following documents required to be submitted:-

- (i) Variation in the shareholding details of M/s. SPi Technology Pvt. Ltd. submitted vide letter dated 07.02.2018 vis-à-vis details submitted vide letter dated 31.12.2018 have been found. This need to be clarified.
- (ii) Variation in the residential address of directors of M/s. Lambda Content India Private Limited namely Mr. Cyrus Dinshaw Driver in the list of directors vis-à-vis copies of their Passport have been found.
- (iii) Para (d) of Undertaking of M/s. Lambda Content India Pvt. Ltd., it has been mentioned that "The LOA issued to M/s. SPI Technologies India Pvt. Ltd. (transferor company) will be implemented in the name of (transferor company) once the approval is received from the DC, NSEZ, Noida". This need to be clarified as M/s. SPI Technologies India Pvt. Ltd. is the "Transferor company" which has been amalgamated with the "Transferee Company" M/s. Lambda Content India Private Limited and unit has proposed for change in name of the unit.



11.5. It was informed that that vide Instruction No. 89 dated 17.05.2018, DOC has issued guidelines regarding change in shareholding pattern, name change of SEZ Developers and SEZ Unit. As per Para 5(ii) of said guidelines *"Re-organisation including change of name, change of shareholding pattern, business transfer arrangements, court approved mergers and demergers, change of constitution of unit located in SEZs may be undertaken with the prior approval of Approval Committee in respect of units subject to the condition that the unit shall not opt out or exit out of the Special Economic Zone and continues to operate as a going concern. All liabilities of the unit will remain unchanged on such reorganization"*.

11.6. It was further informed that Further, as per Para 6 of said guidelines, such reorganization shall be subject to the following safeguards:-

- (i) *Seamless continuity of the SEZ activities with unaltered responsibilities and obligations for the altered entity.*
- (ii) *Fulfillment of all eligibility criteria applicable, including security clearances etc., by the altered entity and its constituents;*
- (iii) *Applicability of and compliance with all Revenue / Company Affairs / SEBI etc. Act/Rules which regulate issues like capital gains, equity change, transfer, taxability etc.*
- (iv) *Full financial details relating to change in equity / merger, demerger, amalgamation or transfer of ownership etc. shall be furnished immediately to Member (IT), CBDT, Department of Revenue and to the jurisdictional Authority.*
- (v) *The Assessing Officer shall have the right to assess the taxability of gain / loss arising out the transfer of equity or merger, demerger, amalgamation, transfer and ownerships etc. as may be applicable and eligibility for deduction under relevant sections of the Income Tax Act, 1961.*
- (vi) *The applicant shall comply with relevant State Government laws, including those relating to lease of land, as applicable.*
- (vii) *The unit shall furnish details of PAN and jurisdictional assessing officer of the unit to CBDT.*

11.7. Further, it was informed that vide Instruction No. 90 dated 03.08.2018, DOC has further clarified that the phrase *'prior approval of Board of Approval (BoA) / Unit Approval Committee (UAC)'* in para 5(i) & (ii) of the said guidelines in respect of Developer / SEZ unit means that approval of BoA/UAC, as the case may be, taken before the SEZ entity / unit is recognized by the new name or such arrangement in all the records. It may not be interpreted that prior approval of BoA/UAC is to be taken before approaching the Registrar of Companies or the National Company Law Tribunal as is being done in some cases came to the notice of the DOC.



11.8. Shri K. Ezhil Arasan, V.P.- Finance and Shri Mani Suresh, Manager-Finance appeared before the Approval Committee of behalf of M/s. SPi Technologies India Pvt. Ltd.. The representatives of the unit informed to the Approval Committee that there was typographical error in the shareholding pattern submitted by them vide its letter dated 07.02.2018 and the details of shareholding pattern of M/s. SPi Technologies India Pvt. Ltd. submitted by them vide letter dated 31.12.2018 is correct shareholding details of M/s. SPi Technologies India Pvt. Ltd. prior to merger with M/s. Lambda Content India Private Limited. The representative of the unit further informed that post the legal merger of M/s. SPi Technologies India Pvt. Ltd. with M/s. Lambda Content India Private Limited, M/s. SPi Technologies India Pvt. Ltd. as a legal entity ceases to exist and Lambda Content India Private Limited will be the surviving entity with 100% shareholding of SPi Technologies India Pvt. Ltd. legally merged with Lambda Content India Private Limited as the beneficial owner of the shareholding of SPi Technologies India Pvt. Ltd.

11.9. After due deliberations, Approval Committee approved the proposal for change in entrepreneur in respect of LOA No. 10/05/2018-SEZ/2171 dated 26.02.2018 in the wake of merger of M/s. SPi Technologies India Pvt. Ltd. with M/s. Lambda Content India Private Limited pursuant to scheme of amalgamation approved by the National Company Law Tribunal, Single Bench, Chennai vide Order dated 23.10.2018, in terms of Instruction No. 89 dated 17.05.2018 & subsequent clarification issued by DOC vide Instruction No. 90 dated 03.08.2018, subject to compliance of safeguards prescribed in Instruction No. 89 dated 17.05.2018. After change of entrepreneur M/s. Lambda Content India Private Limited will be the implementing agency.

12. M/s Capgemini Technology Services India Ltd., a unit in IT/ITES SEZ of M/s. Seaview Developers Pvt. Ltd. at Plot No. 20 & 21, Sector-135, Noida – Proposal for monitoring of performance before exit from SEZ.

12.1. It was brought to the notice of the Approval Committee that M/s Capgemini Technology Services India Ltd. had been granted LOA No.10/18/2014-SEZ/ 4251 dt.01.05.2014 for setting up a unit in the IT/ITES SEZ of M/s. Seaview Developers Pvt. Ltd. Plot No. 20& 21, Sector- 135 Noida for activities related to *“Computer Software Development Services including Information Enabled Services such as Back Office Operations, Call Centre and Product Engineering Services.”* It was informed that the unit had commenced its production on 31.10.2014; accordingly LOA of the unit is valid upto 30.10.2019. It was informed that the year-wise Export, NFE performance of the unit since inception, as per APRs verified by NSEZ CA firm, is as under:-

(Rs. In lakhs)				
Year	FOB Value of exports	NFE earned during the year	DTA Sales	Pending Foreign Exchange
2014-15	886.67	850.68	0.00	0.00
2015-16	4156.86	4122.24	38.25	0.00
2016-17	8286.00	7811.51	0.00	0.00

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2017-18	9538.44	9502.95	0.00	0.00
2018-19	3119.54	3020.3	0.00	0.00
Total:	25987.51	25307.68	38.25	0.00

12.2. It was informed that as regards DTA sales of Rs.38.25 lakhs made during the year 2015-16, the unit vide its letter dt. 23.08.2018 had submitted list of invoices and realization details of Rs.38.25 lakhs made against DTA sale during FY 2015-16. It was informed that the unit has confirmed that they have not rendered services in DTA against payment in INR. It was informed that recipient in DTA had been shown as M/s CHCS Services Inc. and M/s Patni Computer System (Suzhou) Ltd.


12.3. Shri Anurag Olhyan, Head-Facility appeared before the Approval Committee on behalf of the unit. He informed to the Approval Committee that M/s CHCS Services Inc. is an SEZ unit and not a DTA unit.

12.4. After due deliberations, the Approval Committee took note of positive NFE earned by the unit upto 31.12.2018. The Approval Committee directed the representative of the unit to submit details of DTA sales made to each of the recipients viz. M/s. CHCS Services Inc. and M/s. Patni Computer System (Suzhou) Ltd. along with LOA details & location of these recipient units.

The meeting ended with a vote of thanks to the Chair.


(S. S. Shukla)

Joint Development Commissioner


(Dr. L.B. Singhal)

Development Commissioner