



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)

फा. स.10/173/2007-सेज/

दिनांक: 11/04/2017

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, केंद्रीय उत्पाद शुल्क (नोएडा- प्रथम), सी - 56/42, सेक्टर - 62, नोएडा।
4. आयुक्त, केंद्रीय उत्पाद शुल्क (नोएडा- द्वितीय), फॉर्मूला- एक होटल, वेगमॅस बिजनेस पार्क, प्लॉट नं. 3, नॉलेज पार्क -3, ग्रेटर नोएडा।
5. आयुक्त, आयकर, ए 2 डी, आयकर भवन, सेक्टर 24, नोएडा।
6. उपसचिव (आई एफ - 1), बैंकिंग प्रभाग, आर्थिक मामलों का विभाग, वित्त मंत्रालय, भारत सरकार, तृतीय तल, जीवन दीप बिल्डिंग संसद मार्ग, नई दिल्ली।
7. मुख्य कार्यकारी अधिकारी, न्यू ओखला औद्योगिक विकास प्राधिकरण, मुख्य प्रशासनिक भवन, सेक्टर - 6, नोएडा।
8. मुख्य कार्यकारी अधिकारी, ग्रेटर नोएडा औद्योगिक विकास प्राधिकरण, 169 चितवन एस्टेट, सेक्टर गामा - द्वितीय, ग्रेटर नोएडा, गौतम बुद्ध नगर, (उत्तर प्रदेश)।
9. महाप्रबंधक, जिला उद्योग केंद्र, कलेक्ट्रेट के पास, सूरजपुर, ग्रेटर नोएडा।
10. उपाध्यक्ष, बुलन्दशहर खुर्जा विकास प्राधिकरण, ओल्ड जी टी रोड, श्री आनंद वाटिका कॉलोनी, खुर्जा - 203131 (उत्तर प्रदेश)।
11. संबंधित विशेष आर्थिक क्षेत्र विकासकर्ता।

विषय: दिनांक 07/04/2017 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,

मुझे उपरोक्त विषय का सन्दर्भ लेने और डा० एल बी सिंघल, विकास आयुक्त, नोएडा विशेष आर्थिक क्षेत्र की अध्यक्षता में दिनांक 07/04/2017 को पूर्वाह्न 11.00 बजे सम्मेलन हॉल, प्रशासनिक भवन, नोएडा विशेष आर्थिक क्षेत्र, नोएडा में आयोजित आयोजित नोएडा, ग्रेटर नोएडा एवं खुर्जा (उत्तर प्रदेश) में स्थित निजी विशेष आर्थिक क्षेत्रों की अनुमोदन समिति बैठक का कार्यवृत्त प्रेषित का निर्देश हुआ है।

इसे विकास आयुक्त, नोएडा विशेष आर्थिक क्षेत्र, नोएडा का अनुमोदन प्राप्त है।

संलग्नक : उपरोक्त

भवदीय,

*Prakash*

(प्रकाश चन्द उपाध्याय)

सहायक विकास आयुक्त

प्रतिलिपि:

विकास आयुक्त, नोएडा विशेष आर्थिक क्षेत्र, नोएडा - सूचनार्थ।

**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 07.04.2017 in the Conference Hall of NSEZ.**

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

1. Shri S. S. Shukla, JDC, NSEZ
2. Shri Manbir Singh, Asstt. Commissioner, Central Excise Noida-I.
3. Shri Chintan Raghuvanshi, Asstt. Commissioner, Central Excise, Noida-II.
4. Shri Gobinda Banerjee, FTDO, O/o. Addl. DGFT, New Delhi.
5. Ms. Sandhya Maurya, Income Tax Officer, Noida
6. Representative of SEZ Developers concerned, Special Invitee

2. Besides, during the meeting i) Shri Salik Parwaiz, Specified Officer, ii) Shri H.K. Rathi, Specified Officer iii) Shri Prakash Chand Upadhyay, Asstt. Dev. Commissioner & iv) Shri Mohan Veer Ruhella, Asstt. Dev. Commissioner were also present to assist the Approval Committee.

3. At the outset, DC, NSEZ 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:-

**(i) Ratification of Minutes of last meeting of the Approval Committee:-**

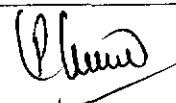
It was informed that no reference against the decisions of the Approval Committee held on 03.03.2017 has been received from any of the members of the Committee or Trade and accordingly, Minutes of the meeting held on 03.03.2017 were ratified.

**(ii) Item wise decisions on proposals included in agenda are as under:**

**1. Proposal of M/s. NIIT Technologies Ltd., developer for approval of list of materials to carry on default authorized operations in IT/ITES SEZ at Plot No. TZ-2 & 2A, Sector-Techzone, Greater Noida (U.P)**

It was brought to the notice of 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 a proposal for approval of a list of materials to carry on following default authorized operations in their SEZ:-

S. No.	Authorized Operation	Sl. No. at default list of materials as per Inst. No. 50 & 54	Estimated Cost (Rs in Lacs)
1.	Electrical, Gas and Petroleum Natural Gas	04	35.00



	Distribution Network including necessary sub-stations of appropriate capacity, pipeline network etc.		
2.	Construction of all types of building in processing area as approved by the Unit Approval Committee.	22	11.20
3.	Access Control and Monitoring System.	24	15.50
		Total:	61.70

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

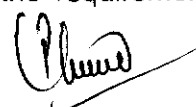
After due deliberations, the Committee approved the proposed list of materials.

**2. Proposal of M/s. P.L.G. Incubation Services Pvt. Ltd., Co-developer for approval of list of materials to carry on default authorized operations in Electronics Hardware & Software including IT/ITES SEZ of M/s. Artha Infratech Pvt. Ltd. at Plot No. 21, Sector-Techzone-IV, Greater Noida.**

It was brought to the notice of the Approval Committee that M/s. P.L.G. Incubation Services 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 a proposal for approval of a 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 Lacs)
1.	Construction of all types of building in processing area as approved by the Unit Approval Committee.	22	203.00
2.	Electrical, Gas and Petroleum Natural Gas Distribution Network including necessary sub-stations of appropriate capacity, pipeline network etc.	04	23.00
3.	Air Conditioning of processing area.	21	373.57
4.	Construction of all types of building in processing area as approved by the Unit Approval Committee.	22	121.50
5.	Electrical, Gas and Petroleum Natural Gas Distribution Network including necessary sub-stations of appropriate capacity, pipeline network etc.	04	20.00
		Total:	741.07

Shri Ashish Garg, Manager & Shri Rajiv Baghel, Manager appeared before the Approval Committee on behalf of the Co-developer and explained the requirement of proposed materials.



After due deliberations, Approval Committee **approved** the proposed list of materials. Further, the Approval Committee directed the representative of co-developer to submit description of goods proposed under 'All types of wood' at Sl. No. 5 of 'Construction of all types of building in processing area as approved by the UAC'.

**3. 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.**

It was brought to the notice of 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 a proposal for approval of a list of materials to carry on following default authorized operations in their SEZ:-

S. No.	Authorized Operation	Sl. No. at default list of materials as per Inst. No. 50 & 54	Estimated Cost (Rs in Lacs)
1.	Construction of all types of building in processing area as approved by the Unit Approval Committee.	22	64.80
2.	Power (including power backup facilities) for captive use only.	23	258.25
3.	Air Conditioning of processing area	21	27.43
4.	Employees welfare facilities like Creche, Medical Center and other such facilities	20	93.63
		Total :	444.11

Shri Sunil Agarwal, AVP & Shri Subhash Chandra, Dy. Manager appeared before the Approval Committee on behalf of the developer and explained the requirement of proposed materials.

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

**4. Proposal of M/s. Steria (India) Ltd. (Unit-I) a unit in Seaview Developers Pvt. Ltd. IT/ITES SEZ at Plot No. 20 & 21, Sector-135, Noida for installation of two 'ATM' in its authorized premises for use by its employees.**

It was brought to the notice of Approval Committee that M/s. Steria (India) Ltd. (Unit-I) had submitted request to grant permission for installation of two 'ATMs' of Standard Chartered Bank & Axis Bank in the premises of the unit located at Ground floor, Building No.4 in the IT/ITES SEZ of M/s. Seaview Developers Pvt. Ltd. at Plot No. 20 & 21, Sector-135, Noida for exclusive use by the employees of the SEZ unit. It was informed that in support of its proposal the unit has submitted following documents:-

1. Agreement dated 03.03.2017 signed with Standard Chartered Bank for installation of ATM at Unit's premises.



2. Consent letter dated 17.03.2017 from Branch Head, Axis Bank, Sector-110 Noida branch for installation of ATM at Unit's premises.

It was further informed that the unit is required to submit following documents / clarification :-

1. Justification for Installation of 2 ATMs required to be given.
2. 'No Objection' from the SEZ developer for installation of two ATMs in the unit's premises is required to be given.
3. Undertaking from Standard Chartered Bank & Axis Bank are required to the effect that they will not take any direct/indirect tax benefit under SEZ scheme to create, operate & maintain ATM facility in SEZ and they will obtain prior approval from RBI for installation of ATM in the processing area of SEZ, if required.

Further, it was brought to the notice of the Approval Committee that DOC vide its dated 30.11.2016 has informed that the 'ATM Services' has been included in the list of default authorized services and DC's / UAC may expand the said list to facilitate Units / Developers in their respective zones.

Mr. Deepak Rawat & Ms. Vandana Arun appeared before the Approval Committee on behalf of the unit and explained the requirement of two ATMs. It was informed by them they have submitted the required documents vide their letter dated 03.04.2017 and also handed over a copy of the same.

After due deliberations, the Approval Committee approved the proposal, subject to condition that no tax / duty benefit shall be available to Standard Chartered Bank & Axis Bank to setup, operate & maintain ATM facility in the premises of SEZ unit and this facility shall be used exclusively by the employees of the unit.

5. **Proposal of M/s. NTT DATA Information Processing Services Pvt. Ltd.(Unit-I) for partial deletion of area of the unit located in the IT/ITES SEZ of M/s. Oxygen Business Park Pvt. Ltd. at Plot No. 07, Sector-144, Noida.**

It was brought to the notice of Approval Committee that M/s. NTT DATA Information Processing Services Pvt. Ltd.(Unit-I) had applied for deletion of area from the unit located in the IT/ITES SEZ of M/s. Oxygen Business Park Pvt. Ltd. at Plot No. 7, Sector-144, Noida. It was informed to the Committee that presently unit has been occupying an area of 243313 Sqft. at Ground to 7<sup>th</sup> floor, Tower-F and requested for deletion of 54949 Sqft at 6<sup>th</sup> & 7<sup>th</sup> floor, Tower-F. It was informed that the area proposed to be deleted from the said unit (Unit-I) has to be added in its Unit-II. It was further informed that the unit has submitted 'No Objection' from the SEZ Developer for surrender of aforesaid premises.

Further, it was informed that the unit is required to submit following documents :-



- i) 'NOC' from the SEZ Customs for deletion of area.
- ii) Rectified APRs for the year 2012-13, 2013-14, 2014-15 & 2015-16 as per observation of CA firm which are already communicated to the unit.
- iii) Updated status of pending foreign exchange realization, if any, duly certified by Chartered Accountant.

Mr. Amit Sharma & Mr. Asan Dasai appeared before the Approval Committee on behalf of the unit and explained the proposal. It was informed by them that there will be no change in export / NFE projections due to proposed deletion of area.

After due deliberations, the Approval Committee **approved** the proposal for deletion of area, subject to submission of pending documents / Updated status of pending foreign exchange realization, duly certified by Chartered Accountant and execution of Bond cum LUT.

**6. Proposal of M/s. NTT DATA Information Processing Services Pvt. Ltd.(Unit-II) for expansion of area & revision in projections of the unit located in the IT/ITES SEZ of M/s. Oxygen Business Park Pvt. Ltd. at Plot No. 07, Sector-144, Noida.**

It was brought to the notice of Approval Committee that M/s. NTT DATA Information Processing Services Pvt. Ltd. (Unit-II) had applied for addition of area of the unit located in the IT/ITES SEZ of M/s. Oxygen Business Park Pvt. Ltd. at Plot No. 7, Sector-144, Noida. It was informed to the Committee that presently unit has been occupying an area of 113214 Sqft at 4<sup>th</sup> & 7<sup>th</sup> floor, Tower-E and requested for addition of 54949 Sqft at 6<sup>th</sup> & 7<sup>th</sup> floor, Tower-F. It was informed that the area proposed to be added to this unit (Unit-II) has been proposed to be deleted from its Unit-I.

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 lacs)	
	Existing Projection	Revised Projection
Projected FOB value of exports	155169.20	188852.72
Foreign Exchange Outgo	3686.27	4135.41
NFE	151482.93	184717.31
Imported CG (Including infrastructure)	3686.27	4135.41
Indigenous CG (Including infrastructure)	3083.06	3083.06



Mr. Amit Sharma & Mr. Asan Dasai appeared before the Approval Committee on behalf of the unit and explained the proposal. It was informed by them that there will be no change in export / NFE projections due to proposed deletion of area.

After due deliberations, the Approval Committee **approved** the proposal for addition of area, subject to execution of Bond cum LUT.

**7. Proposal of M/s. Seaview Developers Private Limited, Developer for approval of list of materials to carry on authorized operation in IT/ITES SEZ at Plot No. 20 & 21, Sector-135, Noida (U.P)**

It was brought to the notice of Approval Committee that M/s. Seaview Developers Pvt. Ltd., Developer of IT/ITES SEZ at Plot No. 20 & 21, Sector-135, Noida (U.P) had submitted a proposal for approval of a list of materials to carry on following default authorized operation in their SEZ:-

S. No.	Name of Authorized Operations	S.No at default list of materials as per Inst. No.50 and 54	Estimated Cost (Rs. In Lacs)
1.	Construction of all type of buildings in processing area as approved by UAC	22	1250.46

Mr. Sanjay Yadav & Mr. Amrik singh appeared before the Approval Committee on behalf of the developer and explained the requirement of proposed materials.

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

**8. Proposal of M/s. UnitedHealth Group Information Services Pvt. Ltd. (Unit-I), a unit in IT/ITES SEZ of M/s. Oxygen Business Park Pvt. Ltd., Noida for change of entrepreneur in the wake of merger with M/s. Optum Global Solutions (India) Pvt. Ltd. pursuant to scheme of amalgamation approved by Hon'ble National Company Law Tribunal, Hyderabad on 20.03.2017.**

It was brought to the notice of Approval Committee that on behalf of M/s. UnitedHealth Group Information Services Pvt. Ltd. (Unit-I), a unit in IT/ITES SEZ of M/s. Oxygen Business Park Pvt. Ltd., Noida, M/s. Optum Global Solutions (India) Pvt. Ltd. had submitted a proposal for change of entrepreneur in the wake of merger of M/s. UnitedHealth Group Information Services Pvt. Ltd. with M/s. Optum Global Solutions (India) Pvt. Ltd. pursuant to scheme of amalgamation approved by the Hon'ble National Company Law Tribunal, Hyderabad vide order dated 20.03.2017.



It was further informed that Board of Approval in its meeting held on 12.08.2016 & subsequent meeting held on 06.01.2017 had approved the following changes in shareholding pattern of M/s. UnitedHealth Group Information Services Pvt. Ltd.:-

Shareholding pattern of M/s. UnitedHealth Group Information Services Pvt. Ltd., as approved by the BoA held on 12.08.2016			Shareholding pattern of M/s. UnitedHealth Group Information Services Pvt. Ltd., as approved by the BoA held on 06.01.2017		
Name and address of the shareholder	Number of shares	% Share	Name and address of the shareholder	Number of shares	% Share
1. Optum Global Solutions International BV, Netherlands	99,36,805	99.37%	Optum Global Solutions (India) Pvt. Ltd. (Out of 1,00,00,000 shares, 10 shares are held by UnitedHealth International Inc. as a nominee of Optum Global Solutions (India) Pvt. Ltd.)	10000000	100%
2. UnitedHealth International Inc. USA	63,195	0.63%			
Total:	10000000	100%	Total:	10000000	100%

It was informed details of shareholding pattern, before & after amalgamation, are as under:-

Shareholding pattern of M/s. UnitedHealth Group Information Services Pvt. Ltd., as approved by the BoA held on 06.01.2017 (Before amalgamation)			Shareholding pattern of M/s. Optum Global Solutions (India) Pvt. (After amalgamation)		
Name and address of the shareholder	Number of shares	% Share	Name and address of the shareholder	Number of shares	% Share
Optum Global Solutions (India) Pvt. Ltd. (Out of 1,00,00,000 shares, 10 shares are held by UnitedHealth International Inc. as a nominee of Optum Global Solutions (India) Pvt. Ltd.)	1,00,00,000	100%	Optum Global Solutions International BV Jachthavenweg 109H, 1081 KM Amsterdam, The Netherlands. (Out of 1872276 shares, 10 shares are held by UnitedHealth International Inc. as a nominee of Optum Global Solutions International BV)	1872276	100%

It was further informed that following documents / information are also required to be submitted:-

- i). Board Resolution in the name of Mr. Puneet Sawhney, Authorised Signatory not given.
- ii). Copies of PAN Card of Mr. Manjappa Belur Chittaranjan & Mr. Bruce Michel Jarvie not given.
- iii). Copies of Form-32 / DIR 12 for appointment of present directors required to be given.
- iv). Copies of Form-32 / DIR 12 for cessation of Mr. Mr. Bikram Singh Bakshi, Mr. Pawan Kumar Malhotra & Mr. Kawaljit Singh required to be given.
- v). Copy of PAN Card & Import-Export Code (IEC) of M/s. Optum Global Solutions (India) Pvt. Ltd. not given.





- vi). Shareholding pattern (after amalgamation) of M/s. Optum Global Solutions (India) Pvt. Ltd. duly certified by CA/CS required to be given.
- vii). Some of the approved services activity of LOA dated 02.05.2012 issued to M/s. UnitedHealth Group Information Services Pvt. Ltd. are not specifically mentioned in the MOA of M/s. Optum Global Solutions (India) Pvt. Ltd. Hence, a certificate from CA/CS to the effect that the authorized operations namely "*Information Technology (IT) / Information Technology Enabled Services (ITES) namely back-office operations, call centers, data processing, engineering and design, graphic information systems services, human resources services, insurance claim processing, legal data bases, medical transcription, payroll, remote maintenance, revenue accounting, support centers and web-site services*" allowed under LOA dated 02.05.2012 are well covered under MoA of M/s. Optum Global Solutions (India) Pvt. Ltd..
- viii). Copy of first Certificate of Incorporation of M/s. Optum Global Solutions (India) Pvt. Ltd. (the then M/s. QSSI Technicalities India Pvt. Ltd.) required to be given.
- ix). APR for the year 2013-14 to 2015-16 submitted by the unit has been examined by CA firm appointed by this office. A number of discrepancies have been observed by CA in these APRs which have been communicated to the unit. However, rectified APRs are awaited.

Mr. Puneet Sawhney & Mr. Anuj Jain appeared before the Approval Committee and explained the proposal.

The Approval Committee observed that there is 100% change in shareholding consequent to merger of M/s. UnitedHealth Group Information Services Pvt. Ltd. with M/s. Optum Global Solutions (India) Pvt. Ltd., hence approval of BoA is required as per direction of the Board of Approval given in its meeting held on 23.02.2016.

It was informed that BOA in its 69<sup>th</sup> meeting held on 23.02.2016 has inter alia decided that Rule 74A shall not apply to SEZ Units that do not exit or opt out of the SEZ Scheme by transferring its assets and liabilities to another person and the SEZ units continues to operate as a going concern in the situations such as change of name, court approved mergers/ de-mergers, slump sale, change of constitution from proprietorship to partnership & vice-versa, change of constitution from public limited company to private/limited liability company & vice-versa, company to partnership & vice-versa, change in shareholding up to 50 per cent, etc. and per se are not opting out/exiting out of the SEZ Scheme. The UACs concerned, may consider such requests under Rule 19(2) of the SEZ Rules, 2006.

After due deliberations, the Approval Committee **decided to forward and recommend the proposal to BoA for consideration of 100% change in shareholding pattern in terms of guidelines issued by BoA in its meeting held on 23.02.2016.** The Committee also directed the representative of the unit to submit above pending documents.



**9. Proposal of M/s. UnitedHealth Group Information Services Pvt. Ltd. (Unit-II), a unit in IT/ITES SEZ of M/s. Oxygen Business Park Pvt. Ltd., Noida for change of entrepreneur in the wake of merger with M/s. Optum Global Solutions (India) Pvt. Ltd. pursuant to scheme of amalgamation approved by Hon'ble National Company Law Tribunal, Hyderabad on 20.03.2017.**

It was brought to the notice of Approval Committee that on behalf of M/s. UnitedHealth Group Information Services Pvt. Ltd. (Unit-II), a unit in IT/ITES SEZ of M/s. Oxygen Business Park Pvt. Ltd., Noida, M/s. Optum Global Solutions (India) Pvt. Ltd. had submitted a proposal for change of entrepreneur in the wake of merger of M/s. UnitedHealth Group Information Services Pvt. Ltd. with M/s. Optum Global Solutions (India) Pvt. Ltd. pursuant to scheme of amalgamation approved by the Hon'ble National Company Law Tribunal, Hyderabad vide order dated 20.03.2017.

It was further informed that Board of Approval in its meeting held on 12.08.2016 & subsequent meeting held on 06.01.2017 had approved the following changes in shareholding pattern of M/s. UnitedHealth Group Information Services Pvt. Ltd.:-

Shareholding pattern of M/s. UnitedHealth Group Information Services Pvt. Ltd., as approved by the BoA held on 12.08.2016			Shareholding pattern of M/s. UnitedHealth Group Information Services Pvt. Ltd., as approved by the BoA held on 06.01.2017		
Name and address of the shareholder	Number of shares	% Share	Name and address of the shareholder	Number of shares	% Share
1. Optum Global Solutions International BV, Netherlands	99,36,805	99.37%	Optum Global Solutions (India) Pvt. Ltd. (Out of 1,00,00,000 shares, 10 shares are held by UnitedHealth International Inc. as a nominee of Optum Global Solutions (India) Pvt. Ltd.)	10000000	100%
2. UnitedHealth International Inc. USA	63,195	0.63%			
Total:	10000000	100%	Total:	10000000	100%

It was informed details of shareholding pattern, before & after amalgamation, are as under:-

Shareholding pattern of M/s. UnitedHealth Group Information Services Pvt. Ltd., as approved by the BoA held on 06.01.2017 (Before amalgamation)			Shareholding pattern of M/s. Optum Global Solutions (India) Pvt. (After amalgamation)		
Name and address of the shareholder	Number of shares	% Share	Name and address of the shareholder	Number of shares	% Share
Optum Global Solutions (India) Pvt. Ltd. (Out of 1,00,00,000 shares, 10 shares are held by UnitedHealth International Inc. as a	1,00,00,000	100%	Optum Global Solutions International BV Jachthavenweg 109H, 1081 KM Amsterdam, The Netherlands. (Out of 1872276 shares, 10 shares are held by	1872276	100%

nominee of Optum Global Solutions (India) Pvt. Ltd.)			UnitedHealth International Inc. as a nominee of Optum Global Solutions International BV)		
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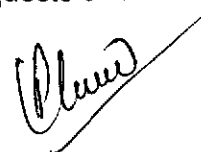
It was further informed that following documents / information are also required to be submitted:-

- i). Board Resolution in the name of Mr. Puneet Sawhney, Authorised Signatory not given.
- ii). Copies of PAN Card of Mr. Manjappa Belur Chittaranjan & Mr. Bruce Michel Jarvie not given.
- iii). Copies of Form-32 / DIR 12 for appointment of present directors required to be given.
- iv). Copies of Form-32 / DIR 12 for cessation of Mr. Mr. Bikram Singh Bakshi, Mr. Pawan Kumar Malhotra & Mr. Kawaljit Singh required to be given.
- v). Copy of PAN Card & Import-Export Code (IEC) of M/s. Optum Global Solutions (India) Pvt. Ltd. not given.
- vi). Shareholding pattern (after amalgamation) of M/s. Optum Global Solutions (India) Pvt. Ltd. duly certified by CA/CS required to be given.
- vii). Some of the approved services activity of LOA dated 21.09.2015 issued to M/s. UnitedHealth Group Information Services Pvt. Ltd. are not specifically mentioned in the MOA of M/s. Optum Global Solutions (India) Pvt. Ltd. Hence, a certificate from CA/CS to the effect that the authorized operations namely "IT/ITES services namely Software Development, Back Office Operations, Insurance Claim Processing, Revenue Accounting, Support Centre, Remote Maintenance Services" allowed under LOA dated 21.09.2015 are well covered under MoA of M/s. Optum Global Solutions (India) Pvt. Ltd..
- viii). Copy of first Certificate of Incorporation of M/s. Optum Global Solutions (India) Pvt. Ltd. (the then M/s. QSSI Technicalities India Pvt. Ltd.) required to be given.

Mr. Puneet Sawhney & Mr. Anuj Jain appeared before the Approval Committee and explained the proposal.

The Approval Committee observed that there is 100% change in shareholding consequent to merger of M/s. UnitedHealth Group Information Services Pvt. Ltd. with M/s. Optum Global Solutions (India) Pvt. Ltd., hence approval of BoA is required as per direction of the Board of Approval given in its meeting held on 23.02.2016.

It was informed that BOA in its 69<sup>th</sup> meeting held on 23.02.2016 has inter alia decided that Rule 74A shall not apply to SEZ Units that do not exit or opt out of the SEZ Scheme by transferring its assets and liabilities to another person and the SEZ units continues to operate as a going concern in the situations such as change of name, court approved mergers/ de-mergers, slump sale, change of constitution from proprietorship to partnership & vice-versa, change of constitution from public limited company to private/limited liability company & vice-versa, company to partnership & vice-versa, change in shareholding up to 50 per cent, etc. and per se are not opting out/exiting out of the SEZ Scheme. The UACs concerned, may consider such requests under Rule 19(2) of the SEZ Rules, 2006.



After due deliberations, the Approval Committee **decided to forward and recommend the proposal to BoA for consideration of 100% change in shareholding pattern in terms of guidelines issued by BoA in its meeting held on 23.02.2016.** The Committee also directed the representative of the unit to submit above pending documents.

10. **M/s Vidya Mantra EduSystems Pvt. Ltd. – Request for permission to provide Commercial Training & Coaching Services.**

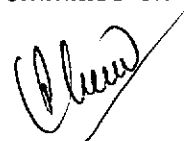
It was brought to the notice of the Approval Committee that the proposal of M/s Vidya Mantra EduSystems Pvt. Ltd regarding inclusion of Commercial Training & Coaching Services in its LOA in terms of Rule 52(4) of SEZ Rule, 2006 was considered by the Approval Committee held on 09.01.2017. The Approval Committee, after due deliberations, had observed that the units in SEZ can be allowed to impart training to their own staff and not to candidates from open market. Therefore, the proposal of the unit was not in conformity with the above stipulation. In the circumstances the Approval Committee on the request of the unit decided to defer the proposal and directed the representative of the unit to come up with detailed revised proposal conforming to SEZ Act/Rules.

It was informed that the unit vide its letter dt.27.02.2017 has requested to consider this letter as its revised proposal for consideration of inclusion of Commercial Training & Coaching Services. In its revised letter the unit has submitted as under:-

**Background:** Their unit is operational since 2014 and have been continuously facing shortage of skilled employees. Popularly in IT sector, companies provide training to employee who accepts to sign an employment bond with company pledging to work for company for fixed period. In case, an employee wants to cancel that bond, employee has to pay back company it's training cost. We believe that this model of contracting employees is not practical in this century as it is not ethical for a company to make an employee work because of an contract but rather, employee should work because of his/her own intrinsic motivation. However, having said that, it is equally important for any company to recover its training expenses.

**Proposed Model:** In place of employment bond, unit proposes a contract where employee/interns/ apprentice explicitly agrees to pay for training provided by company before joining his employment/ internship. This way, company will be able to recover training expenses without having to impose an employment bond.

Mr. Jai Gupta, Director appeared before the Approval Committee on behalf of the unit and explained the proposal.



The proposal was discussed in detail with the representatives of the unit present in the AC meeting. It was explained to them clearly that Rule 52(4) categorically provides as under :

*“Software units may be allowed to use the computer system for training purpose (including commercial training) subject to the condition that no computer terminal shall be installed outside the Special Economic Zone, premises for this purpose.”*

Accordingly in terms of Rule 52(4) of the SEZ Rules software units can use their computer system for training purposes for their own employees working in their unit. Facility created in the SEZ can not be used for training people which are operating outside the SEZ. Accordingly, the Approval Committee **rejected** the proposal.

**11. Proposal in respect of M/s Arshiya Supply Chain Management Pvt. Ltd. for monitoring of performance/NFE, extension of LOA, consideration of revised authorized operations and decision on non submission of reqd. Lease deed by FTWZ units**

M/s. Arshiya Supply Chain Management Pvt. Ltd., a unit in M/s. Arshiya Northern FTWZ Ltd., SEZ, Khurjahas been granted LOA No. 10/100/2011-SEZ/7210 dated 21.09.2011. Unit commenced activities w.e.f. 31/12/2011.

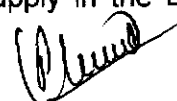
The proposals in respect of M/s Arshiya Supply Chain Management Pvt. Ltd. for allowing withdrawal of LOA amendment proposal submitted on 02.08.2016; review of authorized operations and consideration of revised/proposed authorized operations; review of performance/achievement of NFE and consideration of further renewal of LOA; and discussion /decision regarding non-submission of copy of Regd. Lease Deed by such units in FTWZ and execution of BLUT etc. were considered by the Approval Committee in its meeting held on 09.01.2017.

Accordingly unit was conveyed the decision of the Committee vide letter dt. 25/01/2017. Besides, another reference to the DOC on the issues of determination of NFE earning by FTWZ units was also sent to DOC as per decision of UAC.

In this regard updates on the issues required to be further considered and status of compliance on the part of unit are as under:

**(1) Monitoring of NFE and LOA Renewal:**

The Approval Committee held on 09/01/17 had approved temporary extension in the validity of the Letter of Approval dated 21.09.2011 for a period upto 10.04.2017, in terms of Rule 19(6) of the SEZ Rules, 2006. The Approval Committee had directed the unit to submit details of last 5 years of total imports, total exports, total supply in the DTA, total supply in the DTA against free foreign



exchange, total supplies in DTA against INR along with the documentary evidence thereof for further consideration of LOA extension beyond 10.04.2017 and determination / monitoring by Approval Committee regarding performance / NFE achievement by you during last five years.

The unit vide its letter dt. 07/03/17 has not provided any details of last 5 years and has referred to the clarification dt. 31/01/2017 issued by the Ministry of Commerce on the issue of process of achieving NFE by FTWZ units and stated that Arshiya Supply Chain Management Ltd. is a service unit and not purchaser of the goods, therefore, in light of the clarification by DOC they request this office to extend their LOA for a period of five years.

**DOC vide their letter dated 31/01/2017 have clarified as under:**

***"this is to clarify that if goods are held by a FTWZ unit in warehouse in SEZ on behalf of foreign supplier and thus rendering warehousing services, the value of goods kept in warehouse in SEZ will not be part of NFE calculations. This should be dealt as per Rule 53(k) of SEZ Rules, 2006 dealing with rendering of services. However, if the goods are purchased by an FTWZ unit and sold, that should be dealt as per Rule 53(o) and value of goods kept in SEZ warehouse will form part of NFE calculation"***

Copy of Rule 53A(k) and 53A(o) of SEZ Rules, 2006 attached.

After receipt of above clarifications from DOC, vide letter dt. 10/02/17, developer was requested to provide the following details in respect of last 5 years:

- a) Details of goods held by FTWZ on behalf of overseas buyers along with its value in this 5 years period.
- b) Details of goods held by FTWZ on behalf of DTA suppliers along with its value in this 5 years period; and
- c) Details of goods purchased by various units in FTWZ along with its value in this 5 years period.

In this regard, the developer vide its letter dt. 28/02/17 has stated that as a developer they do not hold goods/cargo, nor they carry on trading activity i.e. buy or sell. Further the developer has mentioned that an entity is granted a status of unit only after due consideration of its application filed before the UAC and such approved unit is required to submit APRs and they have no knowledge nor any data access with respect to the units' trade and details of the units' trade are available on SEZ online and may be taken from there.



**Yearwise performance/NFE Position as per APRs:**

Year	FOB Value of export	(Rs. In lakhs) NFE Earning
2011-12	0.18	0.18
2012-13	2307.93	634.34
2013-14	306.83	306.83
2014-15	118.94	118.94
2015-16	204.57	204.57
<b>Total</b>	<b>2938.45</b>	<b>1264.86</b>

**Observations:**

1. Keeping in view the submissions made by it in its earlier correspondence and during the UAC on 09/01/17 that it only provides warehousing and value added services, unit needs to confirm that FOB value of exports shown in APRs is the charges of warehousing/services rendered in terms of Rule 53A(k) of SEZ Rules as clarified by DOC.
2. DOC letter dt. 31/01/17 clarifies that if goods are held by a FTWZ unit in warehouse in SEZ on behalf of foreign supplier and thus rendering warehousing services, the value of goods kept in warehouse in SEZ will not be part of NFE calculations. **The clarification does not mention "on behalf of foreign buyer/DTA buyer or supplier as in Instruction 60"**
3. As per Rule 18(5) all transaction by a unit in FTWZ shall only be in convertible foreign currency. Therefore, to reach at the conclusion that the unit has achieved positive NFE, the above needs to be clarified/discussed.
4. Besides, details for five years as sought from unit as well as Developer have not been submitted.
5. In compliance with this office letter dt. 25/01/17 vide which the LOA of the unit was extended by UAC temporarily upto 10/04/17, unit has not executed Bond cum LUT.

In view of above, proposals for decision on monitoring of performance/NFE, extension of LOA, authorized operation and non-submission of Regd. Lease Deed placed before the Approval Committee for consideration/decision.

AC discussed this matter in detail and was anguished to find out that in spite of given opportunity for three months for providing the data, unit has still not provided the break-up and the complete data to arrive at the NFE status. As per Rule 54 of the SEZ Rule, the AC has to be conclude about the NFE status because the unit is not able to provide the information. AC was not able to conclude on the status of NFE.




Approval Committee again directed to provide the information as follows:

- 1) Out of total inbound value of Rs.449.90 cr. in the block period what is the value of the goods which has been held by the unit on account of foreign supplier & foreign buyer.
- 2) In respect of these goods which have been held on account of foreign supplier and the buyer whether the service charge have been taken by the unit in free foreign currency, if yes, this is to be confirmed in writing supported by the documentary evidence.
- 3) Out of Rs.449.90 cr. of the total inbound value what is the value of the goods held on account of DTA supplier and buyer.
- 4) Out of these goods which were held on account of the domestic supplier and buyer, provide the break-up of the value of the exports and the value of the goods supplied in the DTA.
- 5) Out of the value of the goods on account of DTA supplier & buyer and whether these supplies were made in the free foreign exchange or in Indian Rupees. What is the status of NFE in respect of these goods.
- 6) Out of the value of the goods held on account of DTA supplier and buyer whether the remittance of foreign exchange has been done by the unit or the client in the FTWZ or remittance has been done by the DTA buyer and provide the break-up of these values.

Unit requested that since their LOP has expired, they may be granted extension for the same so that their operations are not affected. Approval Committee decided that they have already been provided the opportunity of three months time for giving this information and LOA was extended for three months. However, AC decided to extend the LOA for further two months so that their working does not suffer. Once above details are received, request of the unit for monitoring of performance, further extension of LOA etc. would be taken up for consideration by Approval Committee.

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

  
(S. S. Shukla)

**Joint Development Commissioner**



(Dr. L.B. Singhal)

**Development Commissioner**