

**SEEPZ SPECIAL ECONOMIC ZONE  
ANDHERI (EAST), MUMBAI.**

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**AGENDA FOR**

**MEETING OF THE APPROVAL COMMITTEE FOR SECTOR  
SPECIFIC SPECIAL ECONOMIC ZONE FOR IT/ITES AT PUNE  
OF M/S. EON KHARADI INFRASTRUCTRU PVT.LTD(Phase -I )**

**VENUE : Wipro Limited-SEZ, Plot No.02, Phase-I, MIDC, Rajiv  
Gandhi Infotech Park, Hinjewadi, Pune -411057.**

**DATE : 21.08.2018.**

**TIME : 11.30 A.M.**

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**MEETING OF THE APPROVAL COMMITTEE FOR SECTOR SPECIFIC SPECIAL ECONOMIC ZONE FOR IT/ITES AT PUNE, UNDER THE CHAIRMANSHIP OF DEVELOPMENT COMMISSIONER, SEEPZ-SEZ ON 21.08.2018.**

**INDEX**

<b>Agenda Item No.</b>	<b>Subject</b>
<b>Agenda Item No. 01 :-</b>	Confirmation of the Minutes of the meeting held on 26.07.2018
<b>Agenda Item No. 02 :-</b>	Proposal for Merger and changes in Shareholding Pattern. M/s. Tieto India Pvt Ltd. (Unit-I)
<b>Agenda Item No. 03 :-</b>	Proposal For Merger and Changes in Shareholding Pattern. M/s. Tieto India Pvt. Ltd. (Unit-II)
<b>Agenda Item No. 04 :-</b>	Application for Broad Banding of Items. M/s. Barclays Global Service Center Pvt. Ltd

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Minutes of the 67<sup>th</sup> Meeting of the Approval Committee held under the Chairmanship of Development Commissioner for Sector Specific Special Economic Zone for IT/ITES of M/s. EON Kharadi Infrastructure Pvt. Ltd. SEZ Located at Plot No. 1, S. No. 77, Kharadi Knowledge Park, Kharadi - Pune, held on 26.07.2018 at SEEPZ, SEZ, Andheri (East) Mumbai.

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1. Name of the SEZ : M/s. EON Kharadi Infrastructure Pvt. Ltd.- Kharadi, Pune.
  2. Sector : IT/ITES
  3. Meeting No. : 67<sup>th</sup>
  4. Date : 26<sup>th</sup> July 2018.

**Members Present:**

1. Shri Pravin Chandra JDC. : Pune Cluster SEZ, Pune.
2. Smt. S.R. Motwani Dy. DGFT. : Nominee of Additional DGFT.
3. Shri. Swapnil Patil Dy. Commissioner. : Nominee of Income Tax, Pune.
4. Shri. N.R. Sakpal : Nominee of Joint Director of Industries.

**Special Invitees:-**

5. Shri. B. S. Chauhan,  
Specified Officer,  
EON Kharadi - SEZ.

**Agenda Item No. 1 :- Confirmation of Minutes of the meeting held on 22.06.2018.**

The Minutes of the 66<sup>th</sup> Meeting held on 22.06.2018 were confirmed.

.....2/-

**Agenda Item No. 2:- Application for setting up of a new Unit M/s. Polaris Consulting & Services Limited.**

M/s. Polaris Consulting & Services Limited (Unit - II). has applied for setting up a new unit in M/s. Eon Kharadi Infrastructure Pvt. Ltd.

After deliberation, the committee approved the proposal of M/s. Polaris Consulting & Services Limited (Unit - II). for setting up a new unit, admeasuring area 3110.94 sq.mtr. (Built up area) at 1<sup>st</sup> floor, Wing 1, Cluster C within Eon Free Zone, Located at Plot No. 1. S.N. 77, MIDC, Kharadi Knowledge Park, Pune - 411014. for software development & services (IT/ITES), envisaging FOB value of Export of Rs. 12313.00 lakhs, NFE of Rs. 11449.00 lakhs and employment of 300 employees during the 5 years projection period.

Meeting ended with the vote of thanks to the chair.



**Chairperson - cum -  
Development Commissioner**

**GOVT. OF INDIA,  
OFFICE OF THE ZONAL DEVELOPMENT COMMISSIONER,  
SEEPZ-SEZ (PUNE CLUSTER),  
ANDHERI (EAST), MUMBAI**

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**AGENDA NOTE FOR CONSIDERATION OF THE UNIT APPROVAL  
COMMITTEE**

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**a) Proposal: -**

Intimation of Merger of M/s. Tieto India Private Limited with M/s. Softinn Software Services Private Limited.

**b) Specific Issue on which decision of UAC is required: -**

Intimation of Merger of M/s. Tieto India Private Limited with M/s. Softinn Software Services Private Limited.

**c) Relevant provisions: -**

Instruction no. 89 dated May 17, 2018 issued by SEZ Section, Department of Commerce and Industry, Government of India.

**d) Other Information: -**

1. M/s. Tieto India Private Limited Bearing LOA No. SEZ/PUNE/2K/2008-09/336 dated 25.04.2009 renewed SEEPZ-SEZ/PUNE/2K/2008-09/VOL-II/11280 DATED 11/09/2014 located at Wing 1 and office 3 of Incubation center on the 3<sup>rd</sup> floor in wing - 4, Cluster - D, M/s. EON Kharadi Infrastructure Pvt. Ltd. - SEZ, Pune and Date of Commencement of production is 01.07.2009.
2. Under the Scheme of Amalgamation ("Scheme") of Companies Act 2013 the Order has been passed by National Company Law Tribunal ("NCLT") on 28/03/2018 effective from 01/04/2017.
3. Merged entity name will be the Tieto India Private Limited.
4. As per the Instruction 89, approval would be required from the Approval Committee for re-organization which include court approved mergers and demergers of units located in SEZ.
5. The instruction no.89 was issued on May 17.2018, however their merger was already approved by NCLT prior the instruction date.
6. The shareholding pattern of Tieto India Private Limited before and after merger i.e. 31.03.2017 and 31.07.2018.

Contd....2

Shareholding pattern as on 31<sup>st</sup> March 2017

Name of Shareholding	Number of Share	Face value per share (in INR)	Share capital (in INR)
Softinn Software Services Pvt. Ltd.	3,18,193	10	31,81,930
Tieto Oyj	1	10	10
<b>Total</b>	<b>3,18,194</b>		<b>31,81,940</b>

Shareholding pattern as on 31<sup>st</sup> July 2017

Name of Shareholding	Number of Share	Face value per share (in INR)	Share capital (in INR)
Tieto Netherlands Holding B.V.	3,26,319	10	32,63,190
Tieto Oyj	1	10	10
<b>Total</b>	<b>3,26,320</b>		<b>32,63,200</b>

e) ADC recommendation: -

Submitted the proposed merger and changes in the share holding pattern as per the guidelines of Instruction No. 89 Dated 17/05/2018 issued by the SEZ Section, Department of Commerce and Industry. Hence the case is recommended.

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Date: 07<sup>th</sup> Aug'2018

To  
The Joint Development Commissioner,  
Pune Cluster, Wipro SEZ,  
Rajiv Gandhi Infotech Park,  
Phase-II, Hinjewadi,  
Pune - 411 057

Sub: Submission of additional documents relating to application for change in ownership as a result of merger.

Ref: (1) LOA-SEZ/PUNE/2K/2008-09/336 dated 25<sup>th</sup> Apr, 2009;  
(2) Name Change Approval from M/s Tieto Software Technologies Pvt. Ltd. to Tieto Software Technologies Ltd: SEEPZ-SEZ/PUNE/2K/2008-09/VOL-II/583 dated 17<sup>th</sup> Jan, 2014;  
(3) LOA Renewal- SEEPZ-SEZ/PUNE/2K/2008-09/VOL-II/11280 dated 11<sup>th</sup> Sep, 2014;  
(4) First Expansion: SEEPZ-SEZ/PUNE/2K/2008-09/VOL-II/14911 dated 19<sup>th</sup> Dec, 2014;  
(5) Second Expansion: SEZONLINE/INPEK6/421600127454 dated 30<sup>th</sup> Aug, 2016;  
(6) Change of Entrepreneur: SEZONLINE/INPEK6/421600111844/22046;  
(7) Name Change Approval from M/s Tieto IT Services India Pvt. Ltd. to Tieto India Pvt. Ltd. SEZONLINE/INPEK6/421600185506 dated 26<sup>th</sup> Dec, 2016;  
(8) Space Expansion: SEEPZ-SEZ/PUNE/2K/2008-09/VOL-III/09344;  
(9) Enhancement of Capital Goods Imports & Revision of Import Projections: SEEPZ-SEZ/PUNE/2K/2008-09/VOL-III/09339 dated 12/04/2018; and  
(10) Application for change in ownership submitted on 19<sup>th</sup> Jun'2018.

Dear Sir,

With reference to the above mentioned subject, we wish to submit a letter explaining the shareholding pattern of Tieto before & after merger i.e. 31<sup>st</sup> Mar'2017 & 31<sup>st</sup> July'2018 respectively.

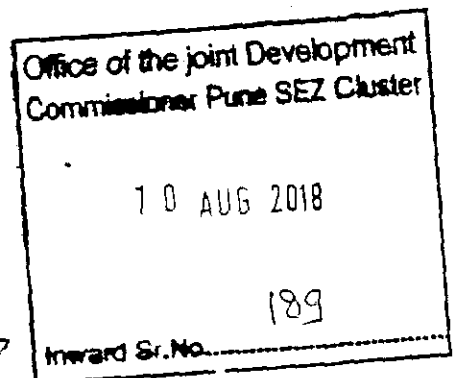

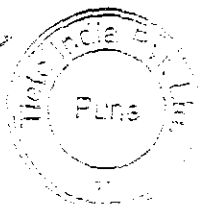
We request your good self to take the above on record and allow our request. In case you require any further information in this regard, we would be glad to provide the same.

Thanking you,  
Yours faithfully,

For, Tieto India Private Limited



Authorised Signatory  
Ashwani Batra  
Finance Director  
Encl: as above



**Tieto India Private Limited**

Registered Office and Hinjewadi Unit : Tech Centre, 4<sup>th</sup> Floor, MIDC, Phase - 1, Plot 30, Hinjewadi, Pune - 411057, Maharashtra, India  
Bangalore Unit: Umiya Business Bay, Tower 1, 7<sup>th</sup> Floor, Cessna Business Park, Outer Ring Road, Kadubeesanahalli, Bangalore-560037, Karnataka, India  
SEZ 1: Wing 1, Cluster D, EON Free Zone, MIDC Kharadi Knowledge Park, Pune 411014, Maharashtra, India.  
SEZ 2: Wing 4, Cluster D, EON Free Zone, MIDC Kharadi Knowledge Park, Pune 411014, Maharashtra, India.  
Phone: +91 20 67303000 | Fax: 020 67303355 | Email : contact.india@tieto.com | Website : www.tieto.com



**Tieto India Private Limited**

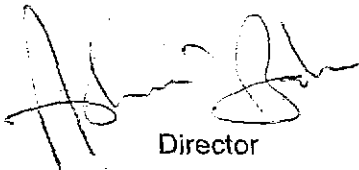
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**Shareholding pattern**

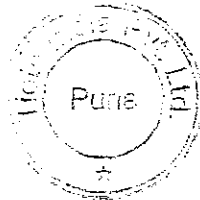
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Tieto Oyj	1	10	10
<b>Total</b>	<b>3,18,194</b>		<b>31,81,940</b>

**For Tieto India Pvt. Ltd.**



Director



Tieto India Private Limited  
(Formerly known as Tieto IT Services India Private Limited)

Registered Office and SEZ 1: Wing 1, Cluster D, EON Free Zone, MIDC Kharadi Knowledge Park,  
Pune - 411014, Maharashtra, India.

SEZ 2: Wing 4, Cluster D, EON Free Zone, MIDC Kharadi Knowledge Park,  
Pune - 411014, Maharashtra, India.

Phone: +91 20 67303000 | Fax: +91 20 67303355 | Email: [contact.india@tieto.com](mailto:contact.india@tieto.com) | Website: [www.tieto.com](http://www.tieto.com)  
Corporate Identification Number: U72200PN1994PTC137531



**Tieto India Private Limited**

CIN: U72900PN2007PTC169538

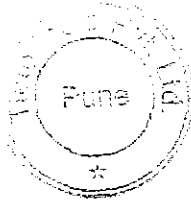
**Shareholding pattern**

As on 31<sup>st</sup> July 2018

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Tieto Oyj	1	10	10
<b>Total</b>	<b>3,26,320</b>		<b>32,63,200</b>

**For Tieto India Pvt. Ltd.**

  
Director



Date: 1<sup>st</sup> August 2018

Place: Pune

**Tieto India Private Limited**

Registered Office and Hinjewadi Unit : Tech Centre, 4<sup>th</sup> Floor, MIDC, Phase - 1, Plot 30, Hinjewadi, Pune - 411057, Maharashtra, India.  
Bangalore Unit: Umia Business Bay, Tower 1, 7<sup>th</sup> Floor, Cessna Business Park, Outer Ring Road, Kadubeesanahalli, Bangalore-560097, Karnataka, India.  
SEZ 1: Wing 1, Cluster D, EON Free Zone, MIDC Kharadi Knowledge Park, Pune 411014, Maharashtra, India.  
SEZ 2: Wing 4, Cluster D, EON Free Zone, MIDC Kharadi Knowledge Park, Pune 411014, Maharashtra, India.  
Phone: +91 20 67903000 | Fax: 020 67903956 | Email : contact.india@tieto.com | Website : www.tieto.com  
Corporate Identification Number: U72900PN2007PTC169538

To  
The Development Commissioner,  
SEEPZ Special Economic Zone,  
Mumbai

Date: 14<sup>th</sup> June, 2018

Sub: Application for change in ownership as a result of merger

Ref: (1) LOA-SEZ/PUNE/2K/2008-09/336 dated 25<sup>th</sup> Apr, 2009;

(2) Name Change Approval from M/s Tieto Software Technologies Pvt. Ltd. to Tieto Software Technologies Ltd: SEEPZ-SEZ/PUNE/2K/2008-09/VOL-II/583 dated 17<sup>th</sup> Jan, 2014;

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(7) Name Change Approval from M/s Tieto IT Services India Pvt. Ltd. to Tieto India Pvt. Ltd. SEZONLINE/INPEK6/421600185506 dated 26<sup>th</sup> Dec, 2016;

(8) CG Enhancement: SEEPZ-SEZ/PUNE/2K/2008-09/VOL-III/09339;

(9) Space Expansion: SEEPZ-SEZ/PUNE/2K/2008-09/VOL-III/09344;

Dear Sir,

We, M/s Tieto India Private Limited ("Tieto"), wish to inform your good self that we have merged with M/s Softinn Software Service Private Limited ("Softinn") under the scheme of Amalgamation ("Scheme") of Companies Act 2013. The order has been passed by National Company Law Tribunal ("NCLT") on 28/03/2018 effective from 01/04/2017. However, merged entity name will be the Tieto India Private Limited.

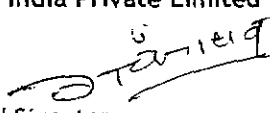
With reference to the above mentioned subject, we wish to submit an application for change in ownership as a result of merger. To facilitate our request; we have enclosed herewith the following for your kind perusal:

1. Copy of Merger Order of both the units;
2. Copy of Certificate of Incorporation pursuant of name change;
3. Board Resolution for merger plan and authorizing a signatory;
4. Copy of PAN Application Acknowledgement; and
5. Master data from MCA of merged unit having details of Directors.

We request your good self to take the above on record and allow our request. In case you require any further information in this regard, we would be glad to provide the same.

Thanking you,  
Yours faithfully,

For, Tieto India Private Limited

  
Authorised Signatory  
Ganesh C Jadhav  
Finance Controller  
Encl: as above



5035  
19/6/18

**Tieto India Private Limited**

Registered Office and Hinjewadi Unit: Tech Centre, 4<sup>th</sup> Floor, MIDC, Phase - 1, Plot 30, Hinjewadi, Pune - 411057, Maharashtra, India.

Bangalore Unit: Umiya Business Bay, Tower 1, 7<sup>th</sup> Floor, Cessna Business Park, Outer Ring Road, Kadubeesanahalli, Bangalore-560037, Karnataka, India

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SEZ 2: Wing 4, Cluster D, EON Free Zone, MIDC Kharadi Knowledge Park, Pune 411014, Maharashtra, India.

Phone: +91 20 67303000 | Fax: 020 67303355 | Email: contact.india@tieto.com | Website: www.tieto.com

IN THE NATIONAL COMPANY LAW BOARD TRIBUNAL  
MUMBAI BENCH

CSP No. 948 of 2017  
In  
CSA No. 777 of 2017

In the matter of Section 230 to 232 of the  
Companies Act 2013 and the Rules framed  
thereunder

AND

In the matter of Scheme of Amalgamation of  
Tieto India Private Limited (Transferor  
Company) with Softinn Software Services  
Private Limited (Transferee Company) And  
Their Respective Shareholders

Tieto India Private Limited ..... Transferor/  
Petitioner Company

Softinn Software Services Pvt. Ltd. .... Transferee/  
Petitioner Company

Order delivered on 28<sup>th</sup> March, 2018

Coram:

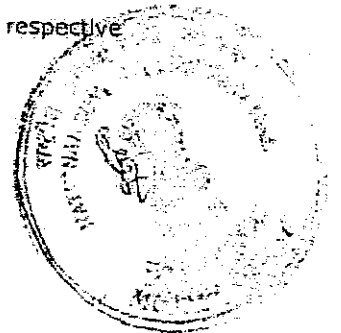
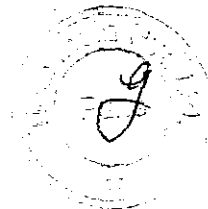
Hon'ble Shri. B.S.V. Prakash Kumar, Member (Judicial)  
Hon'ble Shri. Ravikumar Duraisamy, Member (Technical)

For the Petitioner(s): Mr. Hemant Sethi i/b Hemant Sethi & Co for  
the Petitioner  
For Regional Director: Mr. S. Ramakantha, Joint Director  
For Registrar of Companies: Mr. Budha D. Sagbhor (STA)  
For Official Liquidator: Mr. Santosh Dalvi, Representative of OL.

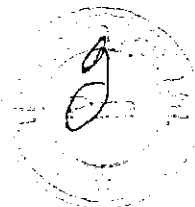
Per: Shri. Ravikumar Duraisamy, Member (Technical)

ORDER

1. Heard the learned counsel for the Petitioner Company. No objector has come before the Tribunal to oppose the Petition and nor any party has controverted any averments made in the Petition.
2. The sanction of the Tribunal is sought under Sections 230 to 232 of the Companies Act, 2013 to the Scheme of Amalgamation of Tieto India Private Limited (Transferor Company) with Softinn Software Services Private Limited (Transferee Company) and their respective shareholders.



3. Learned counsel for the Petitioner Companies states that the:
  - Transferor Company is engaged in the business of development of IT Solutions and Services viz., business intelligence, enterprise content management, infrastructure services, legacy modernization, SAP solutions, R&D, outsourcing and cloud services for industries in automotive, financial services, telecom and media, healthcare and welfare, forest, energy, manufacturing, retail and logistics.
  - Transferee Company is engaged in business of providing software development and testing services to group companies.
4. Learned counsel for the Petitioner Companies further states that the proposed Scheme of Amalgamation will lead to following benefits for both the Companies:
  - Provide synergies by strengthening the operational capabilities.
  - Streamline operations and reduce operational cost by sharing common functions like legal, human resource, finance, etc.
  - Better economic and efficient management, control and running of the businesses.
  - Improved organizational capability and leadership by pooling human capital resource with diverse skills, talent and experience. The consolidation would enable the business units of both companies to leverage on talent pool to compete successfully in an increasingly competitive industry.
5. The Petitioner Companies have approved the said Scheme of Amalgamation by passing the board resolutions dated 20<sup>th</sup> June, 2017 (Annexed to their respective Company Scheme Petitions).
6. The Learned Advocate appearing on behalf of the Petitioner Companies states that the Petitioner Companies have complied with all requirements as per directions of the Hon'ble Tribunal and they have filed necessary affidavits of compliance with Hon'ble Tribunal. Moreover, Petitioner Companies undertake to comply with all statutory requirements, if any, as required under the Companies Act, 1956/2013 and the Rules made there under. The said undertaking is accepted.



7. The Regional Director has filed his report dated 26<sup>th</sup> February, 2018, inter alia, stating therein that save and except as stated in paragraph IV of the said report, it appears that the Scheme is not prejudicial to the interest of shareholders and public. In paragraph IV of the said report, the Regional Director has stated that:-

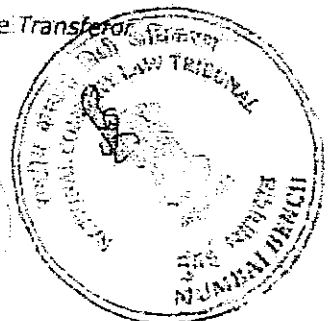
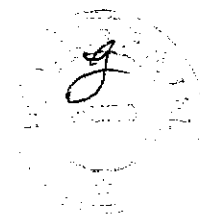
1. *Petitioner in clause 10 of the scheme has inter alia mentioned that upon sanction of the scheme the authorized share capital of the transferee company shall automatically stand increased without any act, instrument or deed including therein payment of fees, stamp duty. The combined authorized share capital shall be 4,650,000 equity shares of Rs. 10/- each amounting to Rs. 46,500,000/- and accordingly clause V of the Memorandum of Association of the company shall stand altered.*

*In this regard, Petitioner Companies have to undertake to comply with provisions of section 232 (3)(i) of the Companies Act, 2013, if applicable.*

2. *Petitioner in clause 11 of the scheme has inter alia mentioned that the name of Transferee Company shall be changed from Softinn Software Services Private Limited to Tieto India Private Limited on and from effective date.*

*In this regard, Petitioner Companies to justify for change of name of the transferee company to the name of Transferor Company.*

3. *Petitioner in clause 13 of the scheme has inter alia mentioned that upon the coming into the effect of this Scheme and with effect from the Appointed Date the accounting treatment for the proposed scheme shall be in accordance with the Accounting Standard Ind AS103 for Business Combination as notified under the Companies (Indian Accounting Standards) Rules, 2015. In this regards, Petitioner Companies have to mention the Method for accounting standard which need to be followed for transfer of Assets and Liabilities of the Transferor.*



company to Transferee Company and therefore the scheme may be amend with the approval of Hon'ble Tribunal.

4. It is submitted that Appointed Date proposed in the scheme is 01.04.2017. Petitioner Transferor & Transferee Company not filed Annual Return and Financial Statement for the year ended 31.03.2017. Petitioners may be directed to file the same.
  5. Petitioner companies have not informed regarding admission of petition before the Hon'ble Tribunal.
8. As far as the observation of the Regional Director, Western Region, Mumbai, as stated in paragraph IV (1) of the report is concerned, the Petitioner Companies undertake to comply with the provisions of section 232(3)(i) of the Companies Act, 2013.
  9. As far as the observation of the Regional Director, Western Region, Mumbai, as stated in paragraph IV (2) of the report is concerned, the Petitioner Companies submit that:
    - (a) Tieto is a leading software and services group in Nordic region. The group has a mix of global capabilities combined with local presence. It is headquartered in Espoo, Finland, and has over 14,000 experts in close to 20 countries.
    - (b) The group has in the past consolidated (merged) all its group companies in India to form one consolidated Indian entity. Subsequent to the currently proposed merger, group will have only one consolidated entity in India.
    - (c) 'Tieto' Trade mark is registered at Global level and all legal entities in different part of world has 'Tieto' name as part of legal name.
    - (d) The Company has been using the word "Tieto" in its name earlier as well as it belongs to the Tieto Group of Companies. The Transferee Company is part of a globally acquired group (Softinn Group) and continues to carry its legacy name. This may indicate to an outsider that the company is not part of the Tieto Group.



(e) Considering the above, the management intends to have the name of the consolidated Indian entity to remain as "Tieto India Private Limited" rather than to change it again after the merger. Therefore, the change of name of the Transferee Company to the name of "Tieto India Pvt. Ltd." be and is hereby approved.

10. As far as the observation of the Regional Director, Western Region, Mumbai, as stated in paragraph IV (3) of the report is concerned, the Transferee Company undertakes that the accounting treatment for the proposed scheme shall be done using pooling of interest method which is in accordance with Appendix C of IND AS 103 - Business Combinations.

11. As far as the observation of the Regional Director, Western Region, Mumbai, as stated in paragraph IV (4) of the report is concerned, the Petitioner Companies submit that:

The Appointed date has been fixed as 1<sup>st</sup> April, 2017 as mentioned in the Scheme.

(a) The Annual Return and Financial Statements for the year ended 31.03.2017 have been duly filed. The SRN numbers of the same are -

**Tieto India Pvt Ltd (Transferor Company):**

MGT - 7 Date 27/10/2017 SRN G58812447

AOC - 4 Date 03/10/2017 SRN G54631460

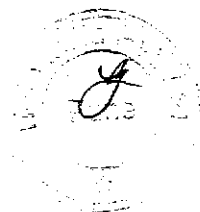
**Softinn Software Services Pvt Ltd (Transferee Company):**

MGT - 7 Date 27/11/2017 SRN G63051577

AOC - 4 Date 27/10/2017 SRN G58748161

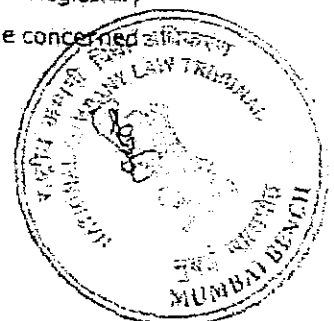
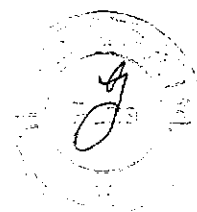
12. As far as the observation of the Regional Director, Western Region, Mumbai, as stated in paragraph IV (5) of the report is concerned, the Petitioner Companies submit that:

(a) The Joint Petition was filed before the NCLT on 28.09.2017 which was admitted on 11.10.2017.



(b) As directed in the Petition Admission Order the Petitioner Companies have published Advertisements in local newspapers on 19.10.2017.

13. The observations made by the Regional Director have been explained by the Petitioner Companies in paragraphs 8 to 12 above. The clarifications and undertakings given by the Petitioner Companies are hereby accepted.
14. The Official Liquidator has filed his report, stating therein that the affairs of the Transferor Company have been conducted in a proper manner and that the Transferor Company may be ordered to be dissolved without winding up by the Hon'ble Tribunal.
15. From the material on record, the Scheme appears to be fair, reasonable and is not contrary to public interest.
16. Since all the requisite statutory compliances have been fulfilled, the Company Scheme Petition No. 948 of 2017 is made absolute in terms of prayer clauses.
17. The Petitioner Companies are directed to issue newspaper publication with respect to approval of Scheme of Amalgamation, in the same newspapers in which previous publications were issued in order to ensure transparency/ dissemination of complete information to all concerned parties about the approval granted by the Tribunal for the Scheme as proposed.
18. The Petitioner Companies are directed to file a copy of this order along with a copy of the Scheme of Amalgamation with the concerned Registrar of Companies, electronically, along with e-Form INC-28, in addition to physical copy, within 30 days from the date of receipt of the order from the Registry.
19. The Petitioner Companies to lodge a copy of this order and the Scheme duly certified by the Deputy Director or Assistant Registrar, National Company Law Tribunal, Mumbai Bench, with the concerned





Superintendent of Stamps for the purpose of adjudication of stamp duty payable, within a period of 60 days from the date of receipt of the order.

20. The Petitioner Companies to pay costs of Rs. 25,000/- each to the Regional Director, Western Region, Mumbai. The Transferor Company to pay costs of Rs. 25,000/- to the Official Liquidator. Costs to be paid within four weeks from the date of the receipt of the order.

21. All authorities concerned to act on a copy of this order along with the Scheme duly certified by the Deputy Director or Assistant Registrar, National Company Law Tribunal, Mumbai Bench.

Sd/-

**RAVIKUMAR DURAISAMY**  
MEMBER (TECHNICAL)

Sd/-

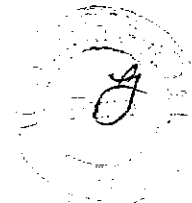
**B.S.V. PRAKASH KUMAR**  
MEMBER (JUDICIAL)

Date of order: 3/4/2018  
 Number of pages: 7  
 Stamp duty: 35  
 Date of receipt: 25/4/2018  
 Date of payment: 25/4/2018  
 Date of stamp: 25/4/2018

*[Signature]*

Deputy Director

National Company Law Tribunal, Mumbai Bench



**SCHEME OF AMALGAMATION**

**OF**

**TIETO INDIA PRIVATE LIMITED (Transferor Company)**

**WITH**

**SOFTINN SOFTWARE SERVICES PRIVATE LIMITED (Transferee Company)**

**AND**

**THEIR RESPECTIVE SHAREHOLDERS**

**(Under Sections 230-232 of the Companies Act, 2013)**

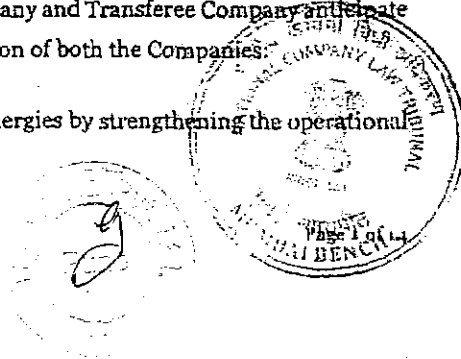
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**PREAMBLE**

The Scheme of Amalgamation ("Scheme") is presented under Sections 230-232 and other applicable provisions of the Companies Act, 2013. The Scheme provides for the amalgamation of Tieto India Private Limited ("TIPL", or 'the Transferor Company') with Softinn Software Services Private Limited ("SSSPL", or 'the Transferee Company') and their respective shareholders.

**Rationale for the Scheme.**

1. The Transferor Company is engaged in the business of providing IT Solutions and IT enabled services. The company caters to industries such as Public Healthcare and Welfare, Manufacturing, Retail and Logistics, Media, Energy and Telecom etc. It is engaged in development of IT Solutions and Services viz., business intelligence, enterprise content management, infrastructure services, legacy modernization, SAP solutions, R&D, outsourcing and cloud services for industries in automotive, financial services, telecom and media, healthcare and welfare, forest, energy, manufacturing, retail and logistics.
2. The Transferee Company is engaged in the business of providing software development and testing services to Software Innovation. The company is a leading international supplier of software for information, document and case management. The company is committed to delivering future-oriented, flexible and user-friendly applications. The standardized professional applications are built on Microsoft SharePoint and Office.
3. The Board of Directors of the Transferor Company and Transferee Company anticipate the following benefits pursuant to amalgamation of both the Companies:
  - Merger of TIPL into SSSPL will provide synergies by strengthening the operational capabilities.



**GOVT. OF INDIA,  
OFFICE OF THE ZONAL DEVELOPMENT COMMISSIONER,  
SEEPZ-SEZ (PUNE CLUSTER),  
ANDHERI (EAST), MUMBAI**

\*\*\*\*\*

**AGENDA NOTE FOR CONSIDERATION OF THE UNIT APPROVAL  
COMMITTEE**

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**a) Proposal: -**

Intimation of Merger of M/s. Tieto India Private Limited with M/s. Softinn Software Services Private Limited.

**b) Specific Issue on which decision of UAC is required: -**

Intimation of Merger of M/s. Tieto India Private Limited with M/s. Softinn Software Services Private Limited.

**c) Relevant provisions: -**

Instruction no. 89 dated May 17, 2018 issued by SEZ Section, Department of Commerce and Industry, Government of India.

**d) Other Information: -**

1. **M/s. Tieto India Private Limited** Bearing **LOA No. SEEPZ/EKIPL-SEZ/TISIPL/23/2014-15/14850** dated **18.12.2014** Located at Wing 1, Cluster - D, M/s. EON Kharadi Infrastructure Pvt. Ltd. - SEZ, EON free zone, MIDC Kharadi Knowledge park, Pune-411014. and Date of Commencement of production is 15.09.2015.
2. Under the Scheme of Amalgamation ("Scheme") of Companies Act 2013 the Order has been passed by National Company Law Tribunal ("NCLT") on 28/03/2018 effective from 01/04/2017.
3. Merged entity name will be the Tieto India Private Limited.
4. As per the Instruction 89, approval would be required from the Approval Committee for re-organization which include court approved mergers and demergers of units located in SEZ.
5. The instruction no.89 was issued on May 17.2018, however their merger was already approved by **NCLT** prior the instruction date.
6. The shareholding pattern of **Tieto India Private Limited** before and after merger i.e. 31.03.2017 and 31.07.2018.

Contd....2

Shareholding pattern as on 31<sup>st</sup> March 2017

Name of Shareholding	Number of Share	Face value per share (in INR)	Share capital (in INR)
Softinn Software Services Pvt. Ltd.	3,18,193	10	31,81,930
Tieto Oyj	1	10	10
<b>Total</b>	<b>3,18,194</b>		<b>31,81,940</b>

Shareholding pattern as on 31<sup>st</sup> July 2017

Name of Shareholding	Number of Share	Face value per share (in INR)	Share capital (in INR)
Tieto Netherlands Holding B.V.	3,26,319	10	32,63,190
Tieto Oyj	1	10	10
<b>Total</b>	<b>3,26,320</b>		<b>32,63,200</b>

e) ADC's recommendation: -

Submitted the proposed merger and changes in the share holding pattern as per the guidelines of Instruction No. 89 Dated 17/05/2018 issued by the SEZ Section, Department of Commerce and Industry. Hence the case is recommended.

\*\*\*\*\*

Date: 07<sup>th</sup> Aug'2018

To  
The Joint Development Commissioner,  
Pune Cluster, Wipro SEZ,  
Rajiv Gandhi Infotech Park,  
Phase-II, Hinjewadi,  
Pune - 411 057

**Sub:** Submission of additional documents relating to application for change in ownership as a result of merger.

**Ref:** (1) LOA- SEEPZ/EKIPL-SEZ/TISIPL/23/2014-15/14850 dated 18th Dec, 2014;  
(2) Name Change Approval from M/s Tieto IT Services India Pvt. Ltd. to Tieto India Pvt. Ltd: SEZONLINE/INPEK6/421600185506 dated 26th Dec, 2016;  
(3) Enhancement of Capital Goods Imports & Revision of Import Projections: SEEPZ/EKIPL-SEZ/TISIPL/23/2014-15/11555 dated 03/05/2018; and  
(4) Application for change in ownership submitted on 19<sup>th</sup> Jun'2018.

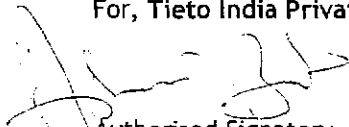
Dear Sir,

With reference to the above mentioned subject, we wish to submit a letter explaining the shareholding pattern of Tieto before & after merger i.e. 31<sup>st</sup> Mar'2017 & 31<sup>st</sup> July'2018 respectively.

We request your good self to take the above on record and allow our request. In case you require any further information in this regard, we would be glad to provide the same.

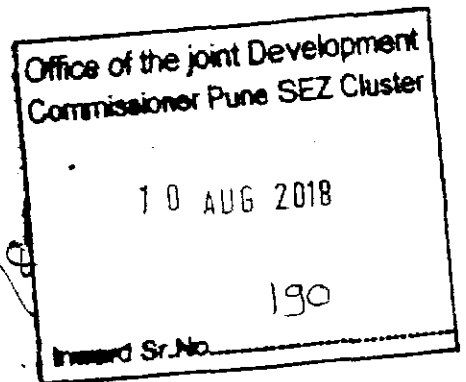
Thanking you,  
Yours faithfully,

For, Tieto India Private Limited

  
Authorized Signatory  
Ashwani Batra  
Finance Director  
Encl: as above



*Satish*  
*19/8*



**Tieto India Private Limited**

Registered Office and Hinjewadi Unit : Tech Centre, 4<sup>th</sup> Floor, MIDC, Phase - 1, Plot 30, Hinjewadi, Pune - 411057, Maharashtra, India.  
Bangalore Unit: Umiya Business Bay, Tower 1, 7<sup>th</sup> Floor, Cessna Business Park, Outer Ring Road, Kadubeesanahalli, Bangalore-560037, Karnataka, India  
SEZ 1: Wing 1, Cluster D, EON Free Zone, MIDC Kharadi Knowledge Park, Pune 411014, Maharashtra, India.  
SEZ 2: Wing 4, Cluster D, EON Free Zone, MIDC Kharadi Knowledge Park, Pune 411014, Maharashtra, India.  
Phone: +91 20 67303000 | Fax: 020 67303355 | Email : contact.india@tieto.com | Website : www.tieto.com

**Tieto India Private Limited**

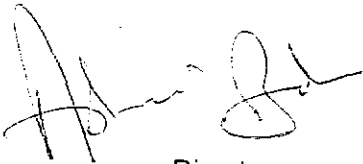
CIN: U72200PN1994PTC137531

**Shareholding pattern**

As on 31<sup>st</sup> March 2017

Name of Shareholder	Number of Shares	Face value per share (in INR)	Share Capital (in INR)
Softinn Software Services Pvt. Ltd.	3,18,193	10	31,81,930
Tieto Oyj	1	10	10
<b>Total</b>	<b>3,18,194</b>		<b>31,81,940</b>

**For Tieto India Pvt. Ltd.**



Director



Tieto India Private Limited  
(Formerly known as Tieto IT Services India Private Limited)

Registered Office and SEZ 1: Wing 1, Cluster D, EON Free Zone, MIDC Kharadi Knowledge Park,  
Pune - 411014, Maharashtra, India.

SEZ 2: Wing 4, Cluster D, EON Free Zone, MIDC Kharadi Knowledge Park,  
Pune - 411014, Maharashtra, India.

Phone: + 91 20 67303000 | Fax: +91 20 67303355 | Email: contact.india@tieto.com | Website: www.tieto.com  
Corporate Identification Number: U72200PN1994PTC137531

**Tieto India Private Limited**

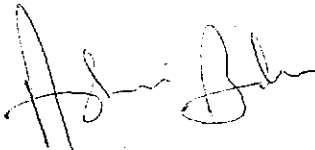
CIN: U72900PN2007PTC169538

**Shareholding pattern**

As on 31<sup>st</sup> July 2018

Name of Shareholder	Number of Shares	Face value per share (in INR)	Share Capital (in INR)
Tieto Netherlands Holding B.V.	3,26,319	10	32,63,190
Tieto Oyj	1	10	10
<b>Total</b>	<b>3,26,320</b>		<b>32,63,200</b>

**For Tieto India Pvt. Ltd.**



Director



Date: 1<sup>st</sup> August 2018

Place: Pune

**Tieto India Private Limited**

Registered Office and Hinjewadi Unit: Tech Centre, 4<sup>th</sup> Floor, MIDC, Phase -1, Plot 30, Hinjewadi, Pune - 411057, Maharashtra, India.  
Bangalore Unit: Unity Business Bay, Tower 1, 7<sup>th</sup> Floor, Cessna Business Park, Outer Ring Road, Kadubeesarahalli, Bangalore-560097, Karnataka, India.  
SEZ 1: Wing 1, Cluster D, ECN Free Zone, MIDC Kharadi Knowledge Park, Pune 411014, Maharashtra, India.  
SEZ 2: Wing 4, Cluster D, ECN Free Zone, MIDC Kharadi Knowledge Park, Pune 411014, Maharashtra, India.  
Phone: +91 20 67802000 | Fax: 020 67803355 | Email: contactindia@tieto.com | Website: www.tieto.com  
Corporate Identification Number: U72900PN2007PTC169538

IN THE NATIONAL COMPANY LAW BOARD TRIBUNAL  
MUMBAI BENCH

CSP No. 948 of 2017  
In  
CSA No. 777 of 2017

In the matter of Section 230 to 232 of the  
Companies Act 2013 and the Rules framed  
thereunder

AND

In the matter of Scheme of Amalgamation of  
Tieto India Private Limited (Transferor  
Company) with Softinn Software Services  
Private Limited (Transferee Company) And  
Their Respective Shareholders

Tieto India Private Limited ..... Transferor/  
Petitioner Company

Softinn Software Services Pvt. Ltd. .... Transferee/  
Petitioner Company

Order delivered on 28<sup>th</sup> March, 2018

Coram:

Hon'ble Shri. B.S.V. Prakash Kumar, Member (Judicial)  
Hon'ble Shri. Ravikumar Duraisamy, Member (Technical)

For the Petitioner(s): Mr. Hemant Sethi w/b Hemant Sethi & Co for  
the Petitioner  
For Regional Director: Mr. S. Ramakantha, Joint Director  
For Registrar of Companies: Mr. Budha D. Sagbhor (STA)  
For Official Liquidator: Mr. Santosh Dalvi, Representative of OL.

Per: Shri. Ravikumar Duraisamy, Member (Technical)

ORDER

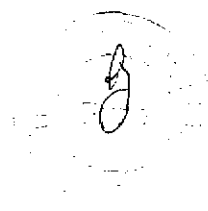
1. Heard the learned counsel for the Petitioner Company. No objector has come before the Tribunal to oppose the Petition and nor any party has controverted any averments made in the Petition.
2. The sanction of the Tribunal is sought under Sections 230 to 232 of the Companies Act, 2013 to the Scheme of Amalgamation of Tieto India Private Limited (Transferor Company) with Softinn Software Services Private Limited (Transferee Company) and their respective shareholders.

J





3. Learned counsel for the Petitioner Companies states that the:
  - Transferor Company is engaged in the business of development of IT Solutions and Services viz., business intelligence, enterprise content management, infrastructure services, legacy modernization, SAP solutions, R&D, outsourcing and cloud services for industries in automotive, financial services, telecom and media, healthcare and welfare, forest, energy, manufacturing, retail and logistics.
  - Transferee Company is engaged in business of providing software development and testing services to group companies.
4. Learned counsel for the Petitioner Companies further states that the proposed Scheme of Amalgamation will lead to following benefits for both the Companies:
  - Provide synergies by strengthening the operational capabilities.
  - Streamline operations and reduce operational cost by sharing common functions like legal, human resource, finance, etc.
  - Better economic and efficient management, control and running of the businesses.
  - Improved organizational capability and leadership by pooling human capital resource with diverse skills, talent and experience. The consolidation would enable the business units of both companies to leverage on talent pool to compete successfully in an increasingly competitive industry.
5. The Petitioner Companies have approved the said Scheme of Amalgamation by passing the board resolutions dated 20<sup>th</sup> June, 2017 (Annexed to their respective Company Scheme Petitions).
6. The Learned Advocate appearing on behalf of the Petitioner Companies states that the Petitioner Companies have complied with all requirements as per directions of the Hon'ble Tribunal and they have filed necessary affidavits of compliance with Hon'ble Tribunal. Moreover, Petitioner Companies undertake to comply with all statutory requirements, if any, as required under the Companies Act, 1956/2013 and the Rules made there under. The said undertaking is accepted.



7. The Regional Director has filed his report dated 26<sup>th</sup> February, 2018, inter alia, stating therein that save and except as stated in paragraph IV of the said report, it appears that the Scheme is not prejudicial to the interest of shareholders and public. In paragraph IV of the said report, the Regional Director has stated that:-

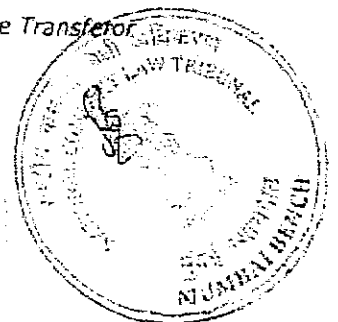
1. *Petitioner in clause 10 of the scheme has inter alia mentioned that upon sanction of the scheme the authorized share capital of the transferee company shall automatically stand increased without any act, instrument or deed including therein payment of fees, stamp duty. The combined authorized share capital shall be 4,650,000 equity shares of Rs. 10/- each amounting to Rs. 46,500,000/- and accordingly clause V of the Memorandum of Association of the company shall stand altered.*

*In this regard, Petitioner Companies have to undertake to comply with provisions of section 232 (3)(i) of the Companies Act, 2013, if applicable.*

2. *Petitioner in clause 11 of the scheme has inter alia mentioned that the name of Transferee Company shall be changed from Softinn Software Services Private Limited to Tieto India Private Limited on and from effective date.*

*In this regard, Petitioner Companies to justify for change of name of the transferee company to the name of Transferor Company.*

3. *Petitioner in clause 13 of the scheme has inter alia mentioned that upon the coming into the effect of this Scheme and with effect from the Appointed Date the accounting treatment for the proposed scheme shall be in accordance with the Accounting Standard Ind AS103 for Business Combination as notified under the Companies (Indian Accounting Standards) Rules, 2015. In this regards, Petitioner Companies have to mention the Method for accounting standard which need to be followed for transfer of Assets and Liabilities of the Transferor.*



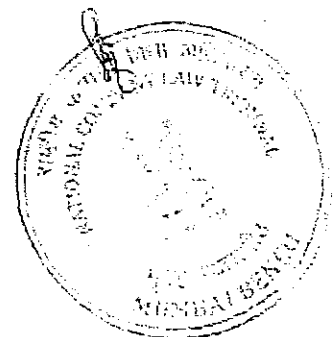
*company to Transferee Company and therefore the scheme may be amend with the approval of Hon'ble Tribunal.*

4. *It is submitted that Appointed Date proposed in the scheme is 01.04.2017. Petitioner Transferor & Transferee Company not filed Annual Return and Financial Statement for the year ended 31.03.2017. Petitioners may be directed to file the same.*
5. *Petitioner companies have not informed regarding admission of petition before the Hon'ble Tribunal.*

8. As far as the observation of the Regional Director, Western Region, Mumbai, as stated in paragraph IV (1) of the report is concerned, the Petitioner Companies undertake to comply with the provisions of section 232(3)(i) of the Companies Act, 2013.

9. As far as the observation of the Regional Director, Western Region, Mumbai, as stated in paragraph IV (2) of the report is concerned, the Petitioner Companies submit that:

- (a) Tieto is a leading software and services group in Nordic region. The group has a mix of global capabilities combined with local presence. It is headquartered in Espoo, Finland, and has over 14,000 experts in close to 20 countries.
- (b) The group has in the past consolidated (merged) all its group companies in India to form one consolidated Indian entity. Subsequent to the currently proposed merger, group will have only one consolidated entity in India.
- (c) 'Tieto' Trade mark is registered at Global level and all legal entities in different part of world has 'Tieto' name as part of legal name.
- (d) The Company has been using the word "Tieto" in its name earlier as well as it belongs to the Tieto Group of Companies. The Transferee Company is part of a globally acquired group (Softinn Group) and continues to carry its legacy name. This may indicate to an outsider that the company is not part of the Tieto Group.



(e) Considering the above, the management intends to have the name of the consolidated Indian entity to remain as "Tieto India Private Limited" rather than to change it again after the merger. Therefore, the change of name of the Transferee Company to the name of "Tieto India Pvt. Ltd." be and is hereby approved.

10. As far as the observation of the Regional Director, Western Region, Mumbai, as stated in paragraph IV (3) of the report is concerned, the Transferee Company undertakes that the accounting treatment for the proposed scheme shall be done using pooling of interest method which is in accordance with Appendix C of IND AS 103 - Business Combinations.

11. As far as the observation of the Regional Director, Western Region, Mumbai, as stated in paragraph IV (4) of the report is concerned, the Petitioner Companies submit that:  
The Appointed date has been fixed as 1<sup>st</sup> April, 2017 as mentioned in the Scheme.

(a) The Annual Return and Financial Statements for the year ended 31.03.2017 have been duly filed. The SRN numbers of the same are -

**Tieto India Pvt Ltd (Transferor Company):**

MGT - 7 Date 27/10/2017 SRN G58812447

AOC - 4 Date 03/10/2017 SRN G54631460

**Softinn Software Services Pvt Ltd (Transferee Company):**

MGT -7 Date 27/11/2017 SRN G63051577

AOC - 4 Date 27/10/2017 SRN G58748161

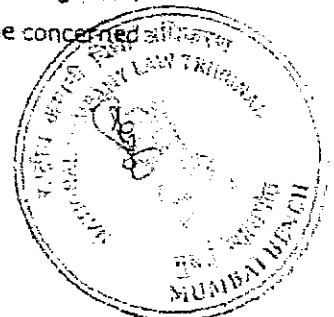
12. As far as the observation of the Regional Director, Western Region, Mumbai, as stated in paragraph IV (5) of the report is concerned, the Petitioner Companies submit that:

(a) The Joint Petition was filed before the NCLT on 28.09.2017 which was admitted on 11.10.2017.

*g*



- (b) As directed in the Petition Admission Order the Petitioner Companies have published Advertisements in local newspapers on 19.10.2017.
13. The observations made by the Regional Director have been explained by the Petitioner Companies in paragraphs 8 to 12 above. The clarifications and undertakings given by the Petitioner Companies are hereby accepted.
  14. The Official Liquidator has filed his report, stating therein that the affairs of the Transferor Company have been conducted in a proper manner and that the Transferor Company may be ordered to be dissolved without winding up by the Hon'ble Tribunal.
  15. From the material on record, the Scheme appears to be fair, reasonable and is not contrary to public interest.
  16. Since all the requisite statutory compliances have been fulfilled, the Company Scheme Petition No. 948 of 2017 is made absolute in terms of prayer clauses.
  17. The Petitioner Companies are directed to issue newspaper publication with respect to approval of Scheme of Amalgamation, in the same newspapers in which previous publications were issued in order to ensure transparency/ dissemination of complete information to all concerned parties about the approval granted by the Tribunal for the Scheme as proposed.
  18. The Petitioner Companies are directed to file a copy of this order along with a copy of the Scheme of Amalgamation with the concerned Registrar of Companies, electronically, along with e-Form INC-28, in addition to physical copy, within 30 days from the date of receipt of the order from the Registry.
  19. The Petitioner Companies to lodge a copy of this order and the Scheme duly certified by the Deputy Director or Assistant Registrar, National Company Law Tribunal, Mumbai Bench, with the concerned



Superintendent of Stamps for the purpose of adjudication of stamp duty payable, within a period of 60 days from the date of receipt of the order.

- 20. The Petitioner Companies to pay costs of Rs. 25,000/- each to the Regional Director, Western Region, Mumbai. The Transferor Company to pay costs of Rs. 25,000/- to the Official Liquidator. Costs to be paid within four weeks from the date of the receipt of the order.
- 21. All authorities concerned to act on a copy of this order along with the Scheme duly certified by the Deputy Director or Assistant Registrar, National Company Law Tribunal, Mumbai Bench.

Sd/-

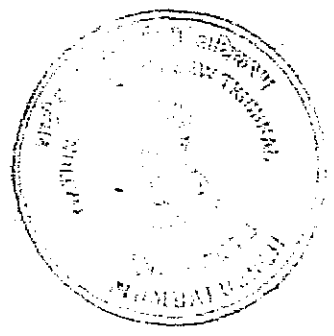
RAVIKUMAR DURAISAMY  
MEMBER (TECHNICAL)

Sd/-

B.S.V. PRAKASH KUMAR  
MEMBER (JUDICIAL)

Certified true copy  
 Date: 3/4/2018  
 Page: 7  
 No. of copies: 35  
 Date: 25/4/2018 25/4/2018  
 Date: 25/4/2018  
 Deputy Registrar

National Company Law Tribunal, Mumbai Bench



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**SCHEME OF AMALGAMATION**  
**OF**  
**TIETO INDIA PRIVATE LIMITED (Transferor Company)**  
**WITH**  
**SOFTINN SOFTWARE SERVICES PRIVATE LIMITED (Transferee Company)**  
**AND**  
**THEIR RESPECTIVE SHAREHOLDERS**  
**(Under Sections 230-232 of the Companies Act, 2013)**

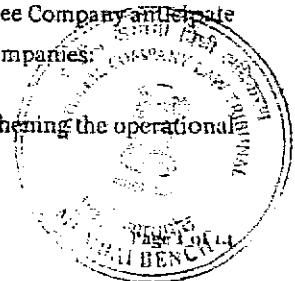
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**PREAMBLE**

The Scheme of Amalgamation ("Scheme") is presented under Sections 230-232 and other applicable provisions of the Companies Act, 2013. The Scheme provides for the amalgamation of Tieto India Private Limited ("TIPL", or 'the Transferor Company') with Softinn Software Services Private Limited ("SSSPL", or 'the Transferee Company') and their respective shareholders.

**Rationale for the Scheme.**

1. The Transferor Company is engaged in the business of providing IT Solutions and IT enabled services. The company caters to industries such as Public Healthcare and Welfare, Manufacturing, Retail and Logistics, Media, Energy and Telecom etc. It is engaged in development of IT Solutions and Services viz., business intelligence, enterprise content management, infrastructure services, legacy modernization, SAP solutions, R&D, outsourcing and cloud services for industries in automotive, financial services, telecom and media, healthcare and welfare, forest, energy, manufacturing, retail and logistics.
2. The Transferee Company is engaged in the business of providing software development and testing services to Software Innovation. The company is a leading international supplier of software for information, document and case management. The company is committed to delivering future-oriented, flexible and user-friendly applications. The standardized professional applications are built on Microsoft SharePoint and Office.
3. The Board of Directors of the Transferor Company and Transferee Company anticipate the following benefits pursuant to amalgamation of both the Companies:
  - Merger of TIPL into SSSPL will provide synergies by strengthening the operational capabilities.



(S)

ADIC  
29/6  
na  
29/6  
GSS

Date: 14<sup>th</sup> June, 2018

To  
The Development Commissioner,  
SEEPZ Special Economic Zone,  
Andheri (East),  
Mumbai - 400 096

**Sub:** Application for change in ownership as a result of merger

**Ref:** (1) LOA- SEEPZ/EKIPL-SEZ/TISIPL/23/2014-15/14850 dated 18th Dec, 2014;

(2) Name Change Approval from M/s Tieto IT Services India Pvt. Ltd. to Tieto India Pvt. Ltd:  
SEZONLINE/INPEK6/421600185506 dated 26th Dec, 2016; and

(3) Enhancement of Capital Goods Imports & Revision of Import Projections: SEEPZ/EKIPL-  
SEZ/TISIPL/23/2014-15/11555 dated 03/05/2018.

Dear Sir,

We, M/s Tieto India Private Limited ("Tieto"), wish to inform your good self that we have merged with M/s Softinn Software Service Private Limited ("Softinn") under the scheme of Amalgamation ("Scheme") of Companies Act 2013. The order has been passed by National Company Law Tribunal ("NCLT") on 28/03/2018 effective from 01/04/2017. However, merged entity name will be the Tieto India Private Limited.

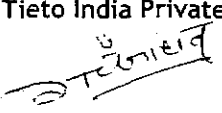
With reference to the above mentioned subject, we wish to submit an application for change in ownership as a result of merger. To facilitate our request; we have enclosed herewith the following for your kind perusal:

1. Copy of Merger Order of both the units;
2. Copy of Certificate of Incorporation pursuant of name change;
3. Board Resolution for merger plan and authorizing a signatory;
4. Copy of PAN Application Acknowledgement; and
5. Master data from MCA of merged unit having details of Directors.

We request your good self to take the above on record and allow our request. In case you require any further information in this regard, we would be glad to provide the same.

Thanking you,  
Yours faithfully,

For, Tieto India Private Limited

  
Authorised Signatory  
Ganesh C Jadhav  
Finance Controller  
Encl: as above

5036  
19/6/18

**Tieto India Private Limited**

Registered Office and Hinjewadi Unit : Tech Centre, 4<sup>th</sup> Floor, MIDC, Phase - 1, Plot 30, Hinjewadi, Pune - 411057, Maharashtra, India.

Bangalore Unit: Umiya Business Bay, Tower 1, 7<sup>th</sup> Floor, Cessna Business Park, Outer Ring Road, Kadubeesanahalli, Bangalore-560037, Karnataka, India

SEZ 1: Wing 1, Cluster D, EON Free Zone, MIDC Kharadi Knowledge Park, Pune 411014, Maharashtra, India.

SEZ 2: Wing 4, Cluster D, EON Free Zone, MIDC Kharadi Knowledge Park, Pune 411014, Maharashtra, India.

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**GOVT. OF INDIA,  
OFFICE OF THE ZONAL DEVELOPMENT COMMISSIONER,  
SEEPZ-SEZ (PUNE CLUSTER),  
ANDHERI (EAST), MUMBAI**

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**AGENDA NOTE FOR CONSIDERATION OF THE UNIT APPROVAL  
COMMITTEE**

**a) Proposal**

Application for Broad Banding of items M/s. Barclays Global Service Center Private Limited (EON SEZ, Pune).

**b) Specific Issue on which decision of UAC is required:**

Approval for broad banding of items for further period of the LOA i.e. 05.05.2023.

**c) Relevant Provisions:**

In terms of Rule 19(2) of SEZ, Rules 2006 "Provided that the Approval Committee may also approve proposals for broad - banding, diversifications, enhancement of capacity of production, change in the items of manufacture or service activity, if it meets the requirements of Rule 18".

**d) Other Information:**

1. M/s. Barclays Global Service Center Private Limited. has been granted Letter of Approval vide this office Letter No. SEEPZ - SEZ/EKIPL- SEZ /BTCIPL/19/2012-13/2459 Dated 21.02.2013 for setting up SEZ unit at Ground to 7<sup>th</sup> Floor, Wing 3, Cluster A and 3<sup>rd</sup> to 5<sup>th</sup> Floor, Wing 4, Cluster A, Eon Free Zone, Plot No.1, Sr.No.77, MIDC, KHARADI Knowledge Park, Pune, Maharashtra - 411014.
2. The unit has requested for addition of services in its authorized operation. The services to be added are: -
  - a. Backend operational processes and data processing,
  - b. Call center services,
  - c. Global functions such as Product control, financial control, risk management, compliance.
3. The unit has further declared that there is no change in projections due to addition of these services as their authorized operations.

Provision to Rule 19 (2) of SEZ Rules, 2006 states as under:

*"[ Provided that the Approval Committee may also approve proposals for broad - banding , diversification, enhancement of capacity of production, change in the items of manufacture or service activity, if it meets the requirement of rule 18 ]"*.

**e) ADCs Recommendations:**

The proposal of Broad Banding of items as requested by the unit is recommended in terms of Rule 19 (2) of SEZ Rules, 2006.

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Barclays Global Service Centre Private Limited  
Global Service Centre Private Limited  
100, MIDC Kharadi Knowledge Park, Pune, Maharashtra, Pin - 411 014 (Pune 3 SEZ unit)

20 July 2018

To,  
The Joint Development Commissioner,  
Wipro SEZ, Phase-II,  
Hinjewadi,  
Pune - 411 057.

**Reference:**

1. Letter of Approval No SEEPZ-SEZ/EKIPL-SEZ/BTCIPL/19/2012-13/2459 dated 21 February 2013, as amended from time to time, and renewed vide SEEPZ-SEZ/EKIPL-SEZ/BTCIPL/19/2016-17/VOL-III/13418 dated 23 May 2018.
2. Application for inclusion of additional activities in the above referred Letter of Approval as 'Authorised operations';
3. SEZ online reference no. 421800194535

**Subject:** Additional submission in respect of application for inclusion of additional activities in the above referred Letter of Approval as 'Authorised operations'.

We, Barclays Global Service Centre Private Limited (formerly known as Barclays Technology Centre India Private Limited), are operating as SEZ unit at Ground to 7th Floor, Wing 3, Cluster A and 3rd to 5th Floor, Wing 4, Cluster A, EON Free Zone, Plot No 1, S. No. 77, MIDC Kharadi Knowledge Park, Pune, Maharashtra, Pin - 411 014 (Pune 3 SEZ unit).

With respect to the above SEZ unit, we had submitted our application for addition of activities in our Letter of Approval. In this regard, we here by submit that due to such addition of activities there is no change in projections i.e. employment, exports, imports and Net Foreign Exchange of the SEZ unit.

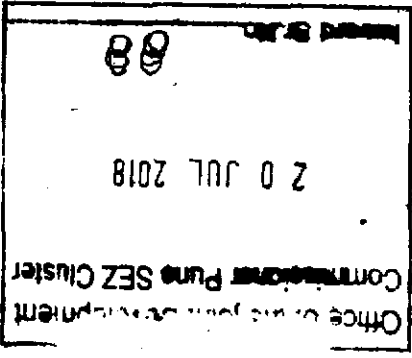
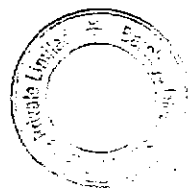
Should your office require further information/ clarification, we would be glad to furnish the same.

Yours faithfully,

For Barclays Global Service Centre Private Limited

(Authorised Signatory)  
Name: Moksha Kulkarni  
Designation: AVP

*Moksha Kulkarni*





*Satish*

*Brown Banking isme (UAC)*

*17/3*

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Barclays Global Service Centre Private Limited  
(formerly known as Barclays Technology Centre India Private Limited)  
Block B6, Level 11, Nirlon Knowledge Park, Nirlon Complex,  
Nr Western Express Highway, Goregaon East, Mumbai,  
Maharashtra  
400063  
India

Tel.: +91 2261752000

13 July 2018

To,  
The Joint Development Commissioner,  
Wipro SEZ, Phase-II,  
Hinjewadi,  
Pune - 411 057.

**Reference:** Letter of Approval No SEEPZ-SEZ/EKIPL-SEZ/BTCIPL/19/2012-13/2459 dated 21 February 2013, as amended from time to time, and renewed vide SEEPZ-SEZ/EKIPL-SEZ/BTCIPL/19/2016-17/VOL-III/13418 dated 23 May 2018.

**Subject:** Application for inclusion of additional activities in the above referred Letter of Approval as 'Authorised operations'.

We, **Barclays Global Service Centre Private Limited** (formerly known as Barclays Technology Centre India Private Limited), has been approved to set up a SEZ unit via Letter of Approval (LOA) No. **SEEPZ-SEZ/EKIPL-SEZ/BTCIPL/19/2012-13/2459** dated **21 February 2013, as amended from time to time, and renewed vide SEEPZ-SEZ/EKIPL-SEZ/BTCIPL/19/2016-17/VOL-III/13418** dated **23 May 2018** at Ground to 7th Floor, Wing 3, Cluster A and 3rd to 5th Floor, Wing 4, Cluster A, EON Free Zone, Plot No 1, S. No. 77, MIDC Kharadi Knowledge Park, Pune, Maharashtra, Pin - 411 014 ('Pune 3 SEZ unit') and have been approved to carry out authorized operations under the category of 'Information Technology Software Services' (ITSS). BGSC is a captive unit rendering services to its overseas affiliates.

Post-merger of Barclays Shared Services Private Limited with Barclays Technology Centre India Private Limited (now known as BGSC), for synergies from business perspective, it is proposed to provide services falling under same transaction cycles under single unit. Accordingly, we are proposing additional activities from our above mentioned SEZ unit to facilitate this proposed change. The same can be broadly classified under Information Technology/ Information Technology Enabled Services (IT/ITES). We have details of current activities and proposed activities in below submission.

**1. Presently approved authorised Operations:**

The Pune 3 SEZ unit is currently granted permission to undertake **various Information Technology Software Services** as authorised operations vide above referred LOA. The broad details of the operations provided in the application of set up of **Pune 3 SEZ unit** and currently being provided from the said SEZ unit is as below:

Office of the Joint Development Commissioner, Pune SEZ Cluster  
16 JUL 2018  
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► **Requirement and GAP analysis**

Analyzing the functionalities processes of software and hardware platforms to deliver the business and regulatory requirements of any Barclays banking businesses across the world.

► **Design of Applications, Solutions, Architecture & Infrastructure**

Designing and recommending (Architecture and Solutions) of Platform, technologies, interfaces, for existing & new Banking Applications on both Software and Hardware aspects.

► **Software development/programming/coding**

Software programming & coding, developing in-house software applications as per design, where the software applications are not available with software vendors; customizing applications developed in-house to suit client requirements.

► **Testing of Code, Applications and Systems**

Testing existing and new software applications / systems, which are either acquired from software vendors or developed in-house, prior to roll-out of the software applications / systems.

Manage security features and assurance through control of changes made to hardware, software, firmware, documentation, tests, test fixtures and test documentation throughout the life cycle of an information system.

► **Deployment of Applications & Infrastructure**

Roll-out of software applications / systems, including undertaking proper data migration, using standardized methods, processes & procedures.

Process Integration of existing application, systems & data into existing applications and systems and Ensure that all changes are successfully developed, tested, packaged and deployed into the production IT environment in the least disruptive manner.

► **User training**

Providing on-site or on-call training to the Barclays Bank for efficient use of the applications and preparing the technical and procedure manual.



► **Management, Maintenance and Support of Applications & Infrastructure**

Ensure faults (Hardware and Software) are corrected and recurrence is arrested.  
Manage internal and external communication, direct response and recovery activity, provide or reallocate recovery resources.

Support the overall business continuity management process by ensuring that the required IT technical & services facilities can be recovered within required and agreed business time scales.

► **Remote Infrastructure Management (Applications, Servers, Storage, Network, etc.)**

Management of Network Infrastructure delivery, providing Data/Firewalls Network solutions Engineering, Data Platforms - DBA build and configuration, Technical Change, Development of DB.

Management of Global Storage including Storage Strategy design, Delivery of storage technologies, Networking storage, Delivery of storage subsystems, Service oriented architecture, Storage process and automation of networked storage, Archiving, Storage virtualisation, consolidated activity around back up technologies.

Management of Estate or Server Firms, Compliance Activity, Technical Support for Operating Systems, Middleware and Applications.

► **Service Delivery Management (Service Centre)**

Manage the incident process to ensure the provision of secure, stable services whilst enabling continuous quality improvements.

Providing a single (informed) point of contact for customers, facilitating the restoration of normal operational service with minimal business impact on the customer within agreed SLA levels.

► **Global Business Operations (i.e. reporting, tracking etc.)**

Providing Project Management services on infrastructure deliveries, Planning, Co-ordination of the delivery of work packages, implementation, change, risk, cost management etc.

Providing operational MI/reporting services Generation of reports, database manipulation etc.

Manage business continuity management, records management, along with the implementation of all of the appropriate controls and governance process.



## 2. Proposed activities to be added as authorised operations in the above referred LOA:

Pune 3 SEZ unit now proposes to undertake below additional services:

- ▶ **Back end operational processes (IT enabled services) and data processing for supporting the following areas for Barclays Bank Plc UK and Barclays International:**
  - Wholesale – Onboarding/ KYC/ AML/ Closures: Involves undertaking functions that enable client onboarding through KYC documentation and customer screening, client maintenance, transaction monitoring and data integration.
  - Personal Banking Processing involves providing banking services to individuals such as savings accounts, credit card services and personal loans, among others.
  - Secured/ Unsecured Collections comprises of collections and recovery of the secured/ unsecured financial products of the group.
  - Wholesale Lending involves providing loans to larger customers or organizations such as brokers, corporate clients, mid-size companies, government entities among others.
  - Merchant Services allow corporates or individuals to accept debit card or credit card transactions using online orders or point of sale (PoS) systems.
  - Wealth Processing involves providing a combined service to high net worth individuals and corporate clients. The services involve financial and investment advisory, retirement planning, legal or estate planning, accounting and tax services among others.
  - Trade & Working Capital (TWC) involves providing working capital loans or short-term loans to individuals and corporates for business purposes.
  - Markets Post-Trade involves various functions to ensure adherence to compliance and reporting requirements in relation to executed securities transactions.
  - Secured/ Unsecured Fraud involves detecting and investigating fraudulent activities in relation to credit and debit cards.
  - Servicing and Contact Centre involves undertaking functions in relation to customer service.
  - Payments and Corporate client Treasury Services involves processing of payments of customer accounts
  
- ▶ **Call Centre Services** for credit cards, personal banking and corporate banking – including Virtual Contact Centre (VCC), Collections, Customer care for retail & personal banking customers and online banking helpdesk
  
- ▶ **Global functions** such as Product Control, Financial Control, Risk Management, Compliance, HR Operations and Research & Analytical services

### No change in projections including investments

Inclusion of the above activities to the authorized operations does not require any revision in the projected investments. Separately, we are filing application for the relocation of the unit due to which all revenue/investment may be revised in the relocation application.



As the activities would be carried out by the employees in line with objective of bringing synergies from business perspective, we do not envisage change in our investment plan and the proposed team can operate within the norms/approval of the existing investment by the Development Commissioner provided during the renewal of LOA.

Pursuant to above, we are enclosing following documents for your reference and record and seek your permission for inclusion of additional activities as authorized operations as described above.

- i. Self-certified copy of the LOA as renewed (**Attachment I**);
- ii. Letter of Authority in favour of authorised representatives to file relevant applications and collect approvals on our behalf (**Attachment II**); and
- iii. Board resolution in favour of the person signing the application (**Attachment III**).

Should your office require further information/ clarification, we would be glad to furnish the same.

Yours faithfully,

For Barclays Global Service Centre Private Limited



(Authorised Signatory)

Name: Moksha

Designation: AVP

