

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
EMBASSY GROUP, EMBASSY TECHZONE, RAJIV GANDHI
INFOTECH PARK, PHASE - II, HINJEWADI, DISTRICT PUNE
OF M/S. PUNE EMBASSY PROJECTS PVT. LTD.**

VENUE : Conference Hall, 2nd Floor, SEEPZ Service Centre,
Andheri (East), Mumbai - 400 096.

DATE : 14th September, 2015

TIME : 1:00 P.M.

MEETING OF THE APPROVAL COMMITTEE FOR SECTOR SPECIFIC SPECIAL ECONOMIC ZONE FOR IT/ AT EMBASSY GROUP, EMBASSY TECHZONE, RAJIV GANDHI INFOTECH PARK, PHASE - II, HINJEWADI, DISTRICT PUNE OF M/S. PUNE EMBASSY PROJECTS PVT. LTD., SEEPZ-SEZ ON 14TH SEPTEMBER, 2015.

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Agenda Item No.	Subject
Agenda item No. 01 :-	Confirmation of minutes of the meeting held on 07.08.2015.
Agenda item No. 02 :-	Approval of Change of Implementing Agency of existing SEZ from M/s. Volkswagen India Pvt. Ltd. to Volkswagen IT Services India Pvt. Ltd.
Agenda item No. 03 :-	Approval of additional list of services for authorized operations – M/s. eClerx Services Limited.

Minutes of the Meeting of the Approval Committee held under the Chairmanship of Joint Development Commissioner for Sector Specific Special Economic Zone for IT/ITES at Embassy Group, Embassy Techzone, Rajiv Gandhi Infotech Park, Phase- II, Hinjewadi, Dist. Pune of M/s. Pune Embassy Projects Pvt. Ltd. - SEZ, on 07.08.2015.

1. Name of the SEZ : M/s. Pune Embassy Projects Pvt. Ltd. - SEZ
2. Sector : IT/ITES
3. Meeting No. : 29
4. Date : 07.08.2015

Present:

1. Shri K. L. Rayappa
Asstt. Commissioner
Thergaon. : Nominee of the Commissioner
Central Excise, Pune - I.
2. Shri. C. L. Hedao
FTDO : Nominee of Jt.
DGFT, Pune.
3. Shri Pradeep Kumar
Income Tax Officer : Nominee of the Commissioner of
Income Tax, Pune III.

Special Invitee:

4. Shri B. C. Sahu,
Specified Officer,
Pune.
5. Shri Ganesh Iyer
Superintendent of Customs
Sr. Authorized Officer,
Pune Embassy Projects Pvt. Ltd. - SEZ.

Agenda Item No.01: Confirmation of Minutes of the meeting held on 05.06.2015.

The Minutes of the 28th Meeting held on 05.06.2015 were confirmed.

Agenda Item No.2: Approval for List of Services for Authorized Operations - M/s. Flextronics Technologies (India) Pvt. Ltd.

After deliberation, the Committee approved the following list of services:-

- 1) Club or association Service (EPCES and NASSCOM).
- 2) Event Management Services (Within SEZ only).
- 3) Foreign Exchange Broker Service.
- 4) Mailing list compilation and mailing services.
- 5) Mandap Keeper Services (Within SEZ only).
- 6) Video Production agency/video tape production service (related to marketing).

Contd.....2/-

Supplementary Agenda Item No.2: Approval for List of Services for Authorized Operations – M/s. Flextronics Technologies (India) Pvt. Ltd.

After deliberation, the Committee approved the following list of services:-

- 1) Club or association Service (EPCES and NASSCOM).
- 2) Event Management Services (Within SEZ only).
- 3) Foreign Exchange Broker Service.
- 4) Mailing list compilation and mailing services.
- 5) Mandap Keeper Services (Within SEZ only).
- 6) Video Production agency/video tape production service (related to marketing).

Supplementary Agenda Item No. 3: Approval for change of implementing agency of existing unit – M/s. Volkswagen India Pvt. Ltd. (VWIPL) to M/s. Volkswagen IT Services India Pvt. Ltd. (VWITS).

It was noted that the proposal of Volkswagen India Pvt. Ltd. viz. VWIPL (the existing LOA holder) intends to transfer its IT Service Division to Volkswagen IT Services India Pvt. Ltd. (VWITS), a newly set up Group company primarily for provision of IT and IT Enabled Services on a going concern basis. The representative of the unit stated that VWITS is a newly set up group company and the undertaking regarding taking over assets and liabilities of the existing LOA by the new entity has also been furnished.

After deliberation, the Committee deferred the proposal of the unit for further examination with regard to Rule 74A of the SEZ Rules.

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



**Chairperson-cum-
Joint Development Commissioner.**

**GOVT. OF INDIA,
OFFICE OF THE DEVELOPMENT COMMISSIONER,
SEEPZ SPECIAL ECONOMIC ZONE,
ANDHERI (EAST), MUMBAI**

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

a) Proposal: -

Application for change of implementing agency of existing SEZ unit from M/s. Volkswagen India Pvt. Ltd. (M/s. VWIPL) to M/s. Volkswagen IT Services India Pvt. Ltd. (M/s. VWITS).

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

Approval of change of implementing agency of existing SEZ from M/s. VWIPL to M/s. VWITS. in regards to Rule 74A of SEZ Rules 2006

c) Relevant provisions of SEZ Act, 2005 & Rules, 2006/ Instruction/

Notification :

Rule 19(2) of SEZ Rules, 2006 "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 requirements of rule 18]"

Rule 74A of SEZ Rules "The unit may opt out of Special Economic Zone by transferring its assets and liabilities to another by way of transfer of ownership including sale of SEZ subject to following conditions:

- i. The unit has held a valid letter of approval as well as lease of land for not less than period of five years on date of transfer.
- ii. The unit has been operational for a minimum period of two years after the commencement of production as on date to transfer
- iii. Such sale or transfer transactions shall be subject to the approval of Approval Committee.
- iv. The transferee fulfills all eligibility criteria applicable to a unit and
- v. The applicable duties and liabilities, if any, as calculated under rule 74 as well as obligations of transferor unit, if any shall stand transferred to the transferee Unit which shall be under obligation to discharge the same on same terms and condition as transferor unit

d) Other Information: -

M/s. Volkswagen India Pvt. Ltd., has been granted Letter of Approval No. SEEPZ/PEPPL-SEZ/VIPL/08/2014-15/5846, dated 15.05.2014

Contd.....2/-

16th July, 2015

To,
The Development Commissioner,
SEEPZ Special Economic Zone,
Ministry of Commerce & Industry,
Andheri (East),
Mumbai 400 096

Sub: Application for transfer of the Special Economic Zone ('SEZ') Unit – Reg

**Ref: Letter of Approval No. SEEPZ/ PEPPL-SEZ/ VIPL/ 08/ 2014-15/ 5846 dated
15 May 2014; and**

**Letter of Approval No SEEPZ/ PEPPL-SEZ/ VIPL/ 08/ 2014-15/ 5570 dated
26 March 2015**

Dear Sir,

We, **Volkswagen India Private Limited** ('VWIPL', 'We', 'Our' or 'the Company'), are incorporated under the Companies Act, 1956 and have our manufacturing facility and registered office at E-1, MIDC Industrial Area, Phase-III, Village Nigoje, Mhalunge, Kharabwadi, Khed, Chakan, Pune – 401501.

Volkswagen Group (parent company Volkswagen Aktiengesellschaft) is a German multi-national automotive company headquartered in Wolfsburg, Lower Saxony, Germany – engaged in designing, manufacturing and distributing passenger & commercial vehicles, motorcycles, engines and turbo machinery.

In India, VWIPL is engaged in the manufacture and sale of automotive cars ie Polo, Vento and Skoda Rapid under the brand names 'Volkswagen' and 'Škoda'. The cars manufactured by VWIPL at its plant are sold within India, as well as exported to various markets across the world.

Considering the need to provide Information Technology ('IT') and IT enabled services to Volkswagen Group entities, VWIPL setup an IT Service Division in M/s Pune Embassy Projects Private Limited – SEZ, at Block No. 3, (Congo), 9th Floor and 10th Floor, B-Wing, Plot No --3 Rajiv Gandhi IT Park, Phase – II, Hinjewadi, Pune ('IT Service Division') – *copy of Letter of Approvals to undertake authorized operations in the nature of Development of IT Software/ Electronic Hardware for Exports, Rendering IT enabled services for software exports and Execution of Onsite Consultancy projects at customer site abroad enclosed as Annexure A.*

The Volkswagen Group feels that to provide the IT/ IT enabled services with the intended focus and to make the IT Service Division a captive centre for providing such IT/ IT enabled services to the entire global operations of the Volkswagen Group, the same be carved out away from the manufacturing entity – thus, ensuring adequate focus on provision of the IT/ IT enabled services.

Accordingly, VWIPL intends to transfer its IT Service Division to **M/s Volkswagen IT Services India Private Limited ('VW ITS')** – a newly setup group company primarily for provision of IT and IT enabled services, on a going concern basis. >

In this regard, VW-ITS would enter into a Business Transfer Agreement ('BTA') with VWIPL to take over the entire operations of VWIPL's IT Service Division situated at M/s Pune Embassy Projects Private Limited – SEZ along with the existing assets and liabilities. Additionally, VW ITS would continue to claim the benefits enjoyed by



Your reference
Your letter from
Our reference
Extension
Telefax
E-mail:

Date

Volkswagen India Pvt. Ltd.
E-1, MIDC Industrial Area (Phase III),
Village Nigoje Mhalunge,
Kharabwadi, Tal: Khed, Chakan,
Pune – 410501.
India

Telephone +91 (0) 2135-661024
Telefax +91 (0) 2135- 661047

CIN-U70102PN2007FTC133117

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SB
CB

VWIPL under the Special Economic Zones legislation. We have enclosed herewith the following documents for your ready reference:

- Draft BTA (*enclosed Annexure B1*)
- Certificate of Incorporation of VW ITS (*enclosed Annexure B2*)
- Memorandum of Association of VW ITS (*enclosed Annexure B3*)
- Articles of Association of VW ITS (*enclosed Annexure B4*)

In addition to the above documents, we have also enclosed the Undertaking provided by VW ITS to undertake the authorized operations and comply with applicable regulations under the Special Economic Zones Act, 2005 and the Rules thereunder – *copy enclosed as Annexure C.*

In view of the above, we request your good-self to take the above on record and grant your approval for the transfer of VWIPL's SEZ Unit (situated at M/s Pune Embassy Projects Private Limited – SEZ, Hinjewadi, Pune) to VW ITS.

We assure of our full cooperation in this regard. Should you need any further information or clarification, please do contact us. We would be glad to provide you the same.

Thanking you.

Yours faithfully,

For Volkswagen India Private Limited



Puneet Sabharwal

Chief General Manager – Accounting & Taxation

(Authorised signatory)



Encl.: As above

6 August 2015



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To,
Office of the Development Commissioner,
SEEPZ Special Economic Zone,
Ministry of Commerce & Industry,
Andheri (East),
Mumbai 400 096

Your reference
Your letter from
Our reference
Extension
Telefax
E-mail
Date

Sub: Transfer of the Special Economic Zone ('SEZ') Unit – Reg

**Ref: - Letter no SEEPZ/ PIPPL-SEZ/ VIPL/ 08/ 2014-15/ VOL-II/ 12254 dated
5 August 2015 (received on 5 August 2015) ('Letter')
- Application dated 16 July 2015**

Dear Sir,

We, Volkswagen India Private Limited ('VWIPL', 'We', 'Our' or 'the Company'), refer to the captioned letter requiring us to submit additional documents with respect to our application for transfer of IT Service Division located in M/s Pune Embassy Projects Private Limited – SEZ, Hinjewadi, Pune to Volkswagen IT Services India Private Limited ('VW ITS').

Volkswagen India Pvt. Ltd.
E-1, MIDC Industrial Area (Phase III), Village Nigaoje Mhalunge, Kharabwadi, Tal: Khed, Chakan, Pune – 401501.
India

Telephone +91 (0) 2135-661024
Telefax +91 (0) 2135- 661047

CIN NO.
U70102PN2007FTC133117

In this regard, as required, please find enclosed the following documents:

- Board resolution in respect of change in the name/ transfer of SEZ unit – refer Annexure 1
- List of existing directors (in VWIPL) – refer Annexure 2
- List of new directors (in VW ITS) – refer Annexure 3
- Undertaking by all Directors of VW ITS regarding taking over assets and liabilities of the existing Unit (of VWIPL) – on Rs 100 stamp paper and duly notarized – refer Annexure 4

We request your good-self to take the above on record and grant your approval for the transfer of VWIPL's SEZ Unit (situated at M/s Pune Embassy Projects Private Limited – SEZ, Hinjewadi, Pune).

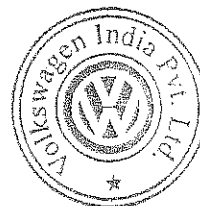
We assure you of our full cooperation in this regard. Should you need any further information or clarification, please do contact us. We would be glad to provide you the same.

Thanking you,

Yours faithfully,

For Volkswagen India Private Limited

Puneet Sabharwal
Chief General Manager – Accounting & Taxation
(Authorised signatory)



Encl.: As above

6573
10.8.15

**GOVT. OF INDIA,
OFFICE OF THE DEVELOPMENT COMMISSIONER,
SEEPZ SPECIAL ECONOMIC ZONE,
ANDHERI (EAST), MUMBAI**

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

a) Proposal: -

Application for additional List of services for Authorized Operations – M/s. eClerx Services Limited.

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

Approval for additional services not covered under default List of Service as approved by MOC&I.

c) Relevant provisions of SEZ Act, 2005 & Rules, 2006/ Instruction/ Notification :

In terms of Rule 10 of SEZ Rules 2006 and Notification No. 12/2013 Service Tax dated 01.07.2013 issued by Ministry of Finance.

d) Other Information: -

The developer has requested for the following additional services:-

Sr. No.	List of Services	Justification
1.	Auction Service	Removal of scrap or waste material from SEZ Unit by inviting quotations from different vendors online.
2.	Business Auxiliary Services (Marketing support services from abroad).	Marketing of their services in overseas location, it will be import of services wherein 100% liability to discharge service tax lies with the service receiver in India.
3.	Club or association service.	To avail membership of EPCEs or any other business/industries association.
4.	Credit card, debit card, charge card, or other payment card related services.	To provide cards to Authorized employees of SEZ Unit for official use on account of payment during travel for official purpose of SEZ Unit.

Contd.....2/-

August 3, 2015

To,
The Office of Development Commissioner
SEEPZ Special Economic Zone
Andheri (E), Mumbai-411057

Subject: Request for approval of additional list of Specified services required for Authorized Operation as per ST- Notification No. 12/2013 dated 01.07.2013


Ref: 1. Letter of Approval No. SEEPZ-SEZ/PEPPL-SEZ/ESL/16/2014-15/3959 dated 04.03.2015

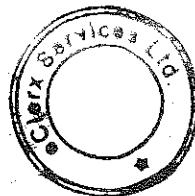
Dear Sir,

With reference to the above and taking references from S.T Notification No. 12/2013 dated 01.07.2013, which requires a list of specified services for authorized operations for unit needs to be approved by Unit approval committee for availing exemption from payment of service tax as per ST-Notification No. 12/2013 dated 01.07.2013.

In this backdrop, we hereby request your good office to kindly grant us an approval for additional lists of services required for Authorized operations as required under ST Notification No. 12/2013 dated 01.07.2013 as per annexure for our SEZ Unit.

For eClerx Services Ltd


Authorized Signatory



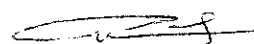
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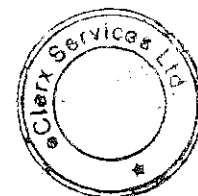
Additional List of Services required for authorized operations

Sr No.	List of Approved Services	Justification
1	Auction service	Said services are required in relation to removal of scrap or waste material from SEZ Unit by inviting quotations from different vendors online
2	Business Auxiliary services (Marketing support services from abroad)	Such services are required in relation to marketing of our services in overseas location, it will be import of services wherein 100% liability to discharge service tax lies with the service receiver in India
3	Club or association service	Such services are required in relation to be avail membership of EPCES or any other business/industries association
4	Credit card, debit card, charge card, or other payment card related services	Said services are required in relation to cards provided to Authorized employees of SEZ Unit for official use on account of payment during travel for official purpose of SEZ Unit
5	Event Management Services (Within SEZ only)	Such services are required in relation to availing services from event management service provider for conducting events, client visits within SEZ and expo within SEZ only.
6	Foreign Exchange Broker service	Such services are required for obtaining/conversion of foreign exchange, which is required to be paid to employees travelling abroad for official purpose of SEZ Unit
7	Life Insurance service	This service is required for getting insurance done for authorized employees of SEZ, since employees need to travel abroad and to client place in relation to performance of services, therefore SEZ Unit need to ensure that they are duly covered under life insurance
8	Mailing list compilation and mailing services	Such services are required for mass mailing in order to market our products and services to prospective clients
9	Management or Business Consultant's Services	Such services are required from various types of SEZ related consultancy services for obtaining opinions on various taxation matters, business strategy decisions etc
10	Public Relation management service	Such services are required in relation to issuance of any press release or corporate communication or company announcement to public at large specific to SEZ unit
11	Video Production agency/video tape production service	Such services are required in relation to development of our SEZ unit video or corporate event video to be sent to our client for marketing of our SEZ unit services and branding purpose

For ECLERX SERVICES LTD.



Authorised Signatory



5.	Event Management Services (Within SEZ only).	To availing services from event management service provider for conducting events, client visits within SEZ and expo within SEZ only.
6.	Foreign Exchange Broker Service.	For obtaining/conversion of foreign exchange, which is required to be paid to employees travelling abroad for official purpose of SEZ Unit.
7.	Life Insurance service.	For getting insurance done for authorized employees of SEZ, since employees need to travel abroad and to client place in relation to performance of services, therefore SEZ Unit need to ensure that they are duly covered under life insurance.
8.	Mailing list compilation and mailing services.	For mass mailing in order to market their products and services to prospective clients.
9.	Management or Business Consultant's Services.	These services are required from various types of SEZ related consultancy services for obtaining opinions on various taxation matters, business strategy decisions etc.
10.	Public Relation management service.	Issuance of any press release or corporate communication or company announcement to public at large specific to SEZ unit.
11.	Video Production agency/video tape production service.	Development of their SEZ unit video or corporate event video to be sent to their client for marketing of their SZ unit services and branding purpose.

A copy of letter dated **03.08.2015** is enclosed.

The proposal of the unit is placed before the Approval Committee for consideration.
