

SEEPZ SPECIAL ECONOMIC ZONE

ANDHERI (EAST), MUMBAI.

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SUPPLEMENTARY 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 : M/s. IGATE Global Solutions Ltd., Plot No. 14, Rajiv
Gandhi Infotech Park, MIDC-SEZ, Hinjewadi, Phase
- III, Pune - 411 057.**

DATE : 07.08.2015

TIME : 12.15 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 07TH AUGUST, 2015.

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Agenda Item No.	Subject
Agenda item No. 01 : -	Confirmation of minutes of the meeting held on 05.06.2015.
Agenda item No. 02 : -	Application 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).

Minutes of the 28th Meeting of the Approval Committee held under the Chairmanship of 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 05.06.2015.

1. Name of the SEZ : M/s. Pune Embassy Projects Pvt. Ltd. - SEZ
2. Sector : IT/ITES
3. Meeting No. : 28
4. Date : 05.06.2015

Present:

1. Shri. P. S. Raman : Member
Joint Development Commissioner
SEEPZ-SEZ.
2. Shri. G. C. Jain : Nominee of Service Tax,
Dy. Commissioner
Service Tax, Mumbai-VII
3. Shri D.D.Kadam : Nominee of the Commissioner
Asst. Commissioner
Central Excise, Pune - I.
4. Shri. Prem Nair : Nominee of Joint
FTDO, Pune.
DGFT, Pune.
5. Shri. V. S. Kumatkar : Nominee of the Jt. Director of
Industries Inspector
Industries (MMR).
6. Shri B.C.Sahu : Member
Specified Officer,
Pune Embassy - SEZ
7. Shri. Raju Nayak : Nominee of Developer
Pune Embassy - SEZ

Agenda Item No.01: Confirmation of Minutes of the meeting held on 27.04.2015.

The Minutes of the 27th Meeting held on 27.04.2015 were confirmed.

Agenda Item No. 02: Approval for expansion of SEZ unit with revision of projections for a period of 5 years of M/s. Access Healthcare Services Pvt. Ltd.

After deliberation, the Committee approved the proposal of M/s. Access Healthcare Services Pvt. Ltd. for Additional Location admeasuring 25,836 Sq. Ft. at 2nd floor, Wing A, Mississippi, Block 1.2, Embassy Techzone, Pune Embassy Projects Pvt. Ltd. - SEZ, Rajiv Gandhi Infotech Park, Phase-II, Hinjewadi, Pune - 411 057 with Revision of Projection for the period of 5 year i.e. 01.04.2015 to 31.03.2020 envisaging FOB value of exports Rs. 13406.96 Lakhs and NFE of Rs. 12152.22 Lakhs with an employment of 626 people.

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


Chairperson-cum-
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.

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

Rule 19(2) of SEZ Rules 2006.

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 for establishment of unit at 9th Floor and 10th Floor, Block No. 3 (Congo), M/s. Pune Embassy Projects Pvt. Ltd. – SEZ, Plot No. 3, Rajiv Gandhi Infotech Park, Phase – II, Hinjewadi, Pune – 411 057 to undertake Development of IT Software/Electronic Hardware for Exports, Rendering IT enabled Services for Software Exports, Execution of Onsite Consultancy Projects at Customer site abroad. The unit has commenced production on **06.06.2014**.

In order to make the IT Service division a captive centre for providing IT/ITES to entire global operation of Volkswagen Group they intend to transfer the IT Service Division to ('VW ITS') – a newly setup group company primarily for provision of IT and IT enabled services, on a going concern basis.

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The application of unit was scrutinized and following deficiencies were intimated to the unit vide letter dated 05.08.2015.

- (i) The Board of Resolution in respect of change of name/transfer of SEZ unit.
- (ii) List of existing directors.
- (iii) List of New directors.
- (iv) Undertaking by all Directors of new company/implementing agency on Rs. 100 stamp paper duly notarized regarding taking over assets and liabilities of the existing unit.

Copy of their application dated **16.07.2015** is enclosed.

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

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 'Skoda'. 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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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.*

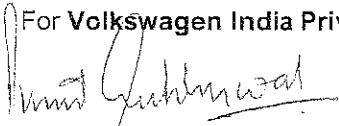
In view of the above, we request your good-self to take the above on record and grant your approval for the transfer of VWIPL's SEZ Unit (situated at M/s Pune Embassy Projects Private Limited – SEZ, Hinjewadi, Pune) to VW ITS.

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