

**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 SECTOR OF WIPRO LTD.-SEZ, PUNE**

Via Video Conferencing

DATE : 05.12.2023

TIME : 11.00 A.M.

**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
05.12.2023**

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Agenda Item No.	Subject
Agenda Item No. 01 :-	Confirmation of the Minutes of the meeting held on 21.02.2023
Agenda Item No. 02 :-	Application for change in Composition of Board of Directors submitted by M/s. Wipro Ltd. (Developer) and Units-1,2,3,4,6,7

Minutes of the 24 th Meeting of the Approval Committee held under the Chairmanship of Zonal Development Commissioner SEEPZ-SEZ, Mumbai for Sector Specific Special Economic Zone for IT/ITES of M/s. Wipro Ltd.-SEZ, Hinjawadi, Phase-II SEZ, Pune, held on 21.02.2023 via video conferencing.		
1	Name of the SEZ	M/s. Wipro Ltd. (Phase II)
2	Sector	IT/ITES
3	Meeting No.	24 th
4	Date	21.02.2023

Members present

Sr	Name and Designation (S/Shri.)	Department
1	Smt. Mital Hiremath Joint Development Commissioner	Pune Cluster SEZ, Pune
2	Smt. Pradnya R. Gholap, DCIT (TDS) Pune	Nominee of Income Tax, Pune
3	Dr. Dileeraj Dabhole, Deputy DGFT	Nominee of DGFT, Pune
4	Smt. Sunita Jagtap Superintendent	Nominee of Customs, Pune

Special Invitee

Sr	Name and Designation	Department
1	Shri B. Ajay Kumar Specified Officer	Wipro Ltd. (Phase II)-SEZ

Agenda Item No.01: Confirmation of Minutes of the 23rd meeting held on 24.05.2022

After deliberation, the Committee confirmed the minutes of the 23rd Unit Approval Committee meeting held on 24.05.2022.

Agenda Item No.02: Application for change in Composition of Board of Directors submitted by M/s. Wipro Ltd. (Developer) and Unit-1,2,3,4,5,6,7

After deliberation, the Committee approved the proposal of the M/s. Wipro Ltd. (Developer) and their Unit-1,2,3,4,5,6,7, for change in Composition of Board of Directors, in terms of Instruction No 109, dated 18.10.2021, issued by MOC&I, as detailed below:

Approved List of Directors:

Sr. No	Name of Directors	Designation
1	Mr. Rashid A. Premji	Chairman
2	Mr. Thierry Delaporte	Chief Executive Officer and Managing Director
3	Mr. Azim Hasham Premji	Non-executive Non Independent Director

4	Mrs. Ireena Vittal	Independent Director
5	Dr. Patrick John Ennis	Independent Director
6	Mr. Patrick Lucien Andre Dupuis	Independent Director
7	Mr. Deepak Madhav Satwalekar	Independent Director
8	Mrs. Tulsi Naidu	Independent Director
9	Ms. Paivi Rekonen	Independent Director

The approval is subject to the conditions as laid down in Instruction No. 109, as applicable, issued by MOC&I

- a. Seamless continuity of the SEZ activities with unaltered responsibilities and obligations for the altered entity;
- b. Fulfilment of all eligibility criteria applicable, including security clearances etc. by the altered entity and its constituents;
- c. Applicability of and compliance with all Revenue/Company Affairs/SEBI etc. Act/Rules which regulate issues like capital gains, equity change, transfer, taxability etc.
- d. Full financial details relating to change in equity/merger, demerger, amalgamation or transfer in ownership etc. shall be furnished immediately to Member (IT&R), CBDT, Department of Revenue and to the jurisdictional Authority.
- e. The assessing officer shall have the right to assess the taxability of the gain/loss arising out of the transfer of equity or merger, demerger, amalgamation, transfer in ownerships etc. as may be applicable and eligibility for deduction under relevant sections of the Income Tax Act, 1961.
- f. The applicant shall comply with relevant State Government laws, including those relating to lease of land, as applicable.
- g. The applicant shall furnish details of PAN and jurisdictional assessing office of the unit to CBDT.
- h. The applicant shall be recognized by the new name or such arrangement in all the records.

Meeting ended with a vote of thanks to the Chair.

(Shyam Jagannathan, IAS)
Chairman-cum- Development
Commissioner
E-Mail- dcseepz-mah@nic.in

**GOVT. OF INDIA,
OFFICE OF THE ZONAL DEVELOPMENT COMMISSIONER,
SEEPZ – SEZ (PUNE CLUSTER)**

AGENDA NOTE FOR CONSIDERATION OF APPROVAL COMMITTEE

a. Proposal: -

Application submitted by M/s. Wipro Ltd. (Developer) and their other 6 IT/ITES units located in M/s. Wipro Ltd.- SEZ for Change in Board of Directors.

b. Specific Issue on which decision of Approval committee is required: -

Approval of the Approval Committee for Change in Board of Directors, in terms of Instruction No. 109 dated 18.10.2021, as detailed below:

Approved/Existing List of Directors as on 29.11.2022

Sr. No	Name of Directors	Designation	Appointment/Cessation
1	Mr. Rashid A. Premji	Chairman	
2	Mr. Thierry Delaporte	Chief Executive Officer and Managing Director	
3	Mr. Azim Hasham Premji	Non-executive Non-Independent Director	
4	Ms. Ireena Vittal	Independent Director DIN No-05195656	Cessation on 30.09.2023 (Retirement)
5	Dr. Patrick John Ennis	Independent Director	
6	Mr. Patrick Lucien Andre Dupuis	Independent Director	
7	Mr. Deepak Madhav Satwalekar	Independent Director	
8	Mrs. Tulsi Naidu	Independent Director	
9	Ms Paivi Rekonen	Independent Director	

Proposed/Updated/New List of Directors

Sr. No	Name of Directors	Designation	Appointment/Cessation
1	Mr. Rashid A. Premji	Chairman	
2	Mr. Thierry Delaporte	Chief Executive Officer and Managing Director	
3	Mr. Azim Hasham Premji	Non-executive Non-Independent Director	
4	Mr. Kannan Narayanan Srinivas	Independent Director DIN No-00066009	Appointed on 01.10.2023

5	Dr. Patrick John Ennis	Independent Director	
6	Mr. Patrick Lucien Andre Dupuis	Independent Director	
7	Mr. Deepak Madhav Satwalekar	Independent Director	
8	Mrs. Tulsi Naidu	Independent Director	
9	Ms. Paivi Rekonen	Independent Director	

c. Relevant provisions: -

As per para (i) of Instruction no. 109, dated 18.10.2021,

"Reorganization including change of name, Change of Shareholding pattern, business transfer arrangements, court approved mergers and demergers, change of constitution, Change of Directors, etc. may be undertaken by the Unit Approval Committee (UAC) concerned subject to the condition that the Developer/Co-developer/ Unit shall not opt out or exit out of the Special Economic Zone and continues to operate as a going concern. All liabilities of the Developer/Co-Developer/Unit shall remain unchanged on such reorganization." ...

d. Other Information: -

- M/s. Wipro Ltd. (Developer) has submitted application for their Formal Approval No. F2/50/2005-EPZ dated 21.08.2006 and their 6 Units obtaining following LOA Nos.
- Unit-1-LOA.No. SEEPZ-SEZ/NEW-SEZ/WIPRO/01/2007/460 dated 18.01.2007
- Unit-2-LOA.No. SEZ/PUNE/6C/2008-09/126 dated 05.09.2008
- Unit-3-LOA.No. SEEPZ-SEZ/WL/05/2012-13/990 dated 23.01.2013
- Unit-4-LOA.No. SEZ/PUNE/1H/2010-11/484 dated 16.12.2010
- Unit-6-LOA.No. SEEPZ/NEWSEZ/WL/07/2018-19/221 dated 06.09.2018
- Unit-7-LOA.No. SEEPZ-SEZ/NEWSEZ/WL-UNIT1/196/2017-18/19494 dated 27.09.2017
- The units have submitted following documents:
 - Updated List of directors as on 20.11.2023.
 - DIR 12 Mr. Kannan Narayanan Srinivas (Appointed) and DIR 12 for Ms Ireena Vittal (Cessation).
 - ID proof of Mr. Kannan Narayanan Srinivas.

d. ADC's Recommendations:

- In respect of Undertaking required for the directors who have resigned, the Developer/Units had submitted that an Independent director is not involved in the day-to-day activities, hence they cannot provide the undertaking for any personal liability.
- Approval Committee may like to consider the proposal of Developer and their 6 Units for change in Board of Directors in terms of Instruction no. 109 issued by MOC&I.
