

सीपज़ विशेष आर्थिक क्षेत्र  
**SEEPZ SPECIAL ECONOMIC ZONE**

अंधेरी (पूर्व), मुंबई  
**ANDHERI (EAST), MUMBAI.**

कार्यसूची के लिए  
**AGENDA FOR**

मेसर्स गीगाप्लेक्स एस्टेट प्राइवेट लिमिटेड के आईटी/आईटीईएस के लिए क्षेत्र विशिष्ट विशेष आर्थिक  
क्षेत्र के लिए अनुमोदन समिति की बैठक।

**MEETING OF THE APPROVAL COMMITTEE FOR SECTOR SPECIFIC  
SPECIAL ECONOMIC ZONE FOR IT/ITES OF M/s. GIGAPLEX ESTATE  
PRIVATE LIMITED.**

स्थल : सम्मेलन कक्ष, दूसरी मंजिल, विकास आयुक्त का कार्यालय, सीपज़-सेज़,  
अंधेरी (पूर्व), मुंबई।

VENUE : Conference Hall, 2<sup>nd</sup> Floor, the Office of the Development  
Commissioner, SEEPZ-SEZ, Andheri (East), Mumbai.

दिनांक : बुधवार, 17 अप्रैल, 2024

DATE : Wednesday, 17<sup>th</sup> April, 2024

समय : प्रातः 11:30 बजे

TIME : 11:30 A.M.

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बुधवार, 17 अप्रैल, 2024 को विकास आयुक्त, SEEPZ-SEZ की अध्यक्षता में मेसर्स गीगाप्लेक्स एस्टेट प्राइवेट लिमिटेड - SEZ के आईटी/आईटीईएस के लिए सेक्टर विशिष्ट विशेष आर्थिक क्षेत्र के लिए अनुमोदन समिति की बैठक।

Meeting of the Approval Committee for Sector Specific Special Economic Zone for IT/ITES of M/s. Gigaplex Estate Private Limited - SEZ under the Chairmanship of Development Commissioner, SEEPZ-SEZ on Wednesday, 17<sup>th</sup> April, 2024.

### सूचकांक / INDEX

कार्यसूची मद सं. <b>Agenda Item No.</b>	विषय <b>Subject</b>
कार्यसूची मद सं. 01 <b>Agenda Item No. 01 : -</b>	दिनांक 20.12.2024 को आयोजित बैठक के कार्यवृत्त की पुष्टि। Confirmation of minutes of the meeting held on 20.12.2023.
कार्यसूची मद सं. 02 <b>Agenda Item No. 02 : -</b>	क्षेत्रीय निदेशक - मेसर्स वर्ली इंडिया प्राइवेट लिमिटेड से समामेलन/विलय के आदेश के माध्यम से उद्यमी के परिवर्तन की स्वीकृति। Approval w.r.t. Change of Entrepreneur by way of Order for Amalgamation/Merger from Regional Director - <u>M/s. Worley India Private Limited.</u>

Minutes of **72<sup>nd</sup> Meeting** of the Approval Committee for Sector Specific Special Economic Zone of **M/s. Gigaplex Estate Private Limited – SEZ**, at Airoli, under the Chairmanship of Development Commissioner, SEEPZ-SEZ held on **20.12.2023**, at Second Floor SEEPZ Service Centre, SEEPZ SEZ, Mumbai.

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1. Name of the SEZ : M/s. Gigaplex Estate Pvt. Ltd.
2. Sector : IT/ITES
3. Meeting no : 72<sup>nd</sup>
4. Date : 20.12.2023

**Members Present:**

Sr. No.	Name of Members	Designation	Organization
1	Shri. C. P. S. Chauhan	Jt. Development Commissioner,	SEEPZ-SEZ.
2	Shri. Leider Panicker	Joint Commissioner Income Tax	Nominee of Commissioner of Income Tax office, Mumbai.
3	Shri. Himanshu Dhar Pandey	Deputy Director DGFT	Nominee of the Additional DGFT, Mumbai.
4	Smt. Kirti Deshmukh	Deputy Director Industries	Nominee of DC Industries, Government of Maharashtra.
5	Smt. Sunita Jagtap	Superintendent of Customs	Nominee of Commissioner of Customs, General, Air Cargo, Sahar.

**Special Invitee:-**

1. Dr. Prasad Varwantkar : Dy. Development Commissioner, SEEPZ SEZ
2. Shri. R.K. Jain : Specified Officer, Gigaplex-SEZ.

Shri. Hanish Rathi, ADC (New-SEZ), Shri. Palash Shankar, ADC (New-SEZ), Manish Kumar, ADC (New-SEZ), Smt. Rekha Nair, Assistant, Shri. Ravindra Kumar, Assistant and also attended for assistance and smooth functioning of the meeting.

**Agenda Item No. 01: Confirmation of Minutes of the 71<sup>st</sup> meeting held on 01.11.2023.**

The Minutes of the 71<sup>st</sup> Meeting held on 01.11.2023 were confirmed with consensus.

**Agenda Item No. 02 : Approval w.r.t. creation and sharing of common infrastructure facilities with their other SEZ units i.e. STPL, SEZ and DTA units of M/s. UBS Business Solutions (India) Pvt. Ltd.**

The Unit requested for approval for creation and sharing of common infrastructure facilities with their other units i.e. STPL, SEZ and DTA units. The Specified Officer, Mindspace-SEZ vide letter dated 26.10.2023 had submitted the comments on the [proposal. During the discussion, the Unit representative has informed that their proposal is for Software Development not for the IT/ITES. It is brought to the notice of the Committee, in the past similar proposal was rejected in the UAC. The Committee observed that the Rules 27(5) of SEZ Rules, 2006 provides that “ A unit may import or procure from Domestic Tariff Area, all types of goods and services, without payment of duty, taxes or cess for creating a central facility for use by Units in Special Economic Zone and where such facility is created for software development, the same may also be accessed by software exporters of Domestic Tariff Area” therefore this facility is for the Units SEZ and not for SEZs.

**Decision:-** After deliberation, the Committee has directed that the unit should make a representation to Development Commissioner with clear facts for IT/ITES units and the same shall be forwarded to Ministry for seeking guidelines/clearance on the issue of common infrastructure for units other than SEZ.

**Agenda Item No. 03 : Approval w.r.t. Surrender of the area at the entire fifth floor office premises on level six admeasuring 48,456 and entire sixth floor office premises on level seven admeasuring 42,356 sq.ft. totally aggregating to 90,812 sq.ft. of Building No. 06 to the developer M/s. Gigaplex Estate Pvt. Ltd. - SEZ without revision of projection and transfer of Fitout Assets/Capital Goods to SEZ Developer at Gigaplex –SEZ of M/s. Accenture Solutions Private Limited.**

The unit M/s. Accenture Solutions Private Limited located at M/s. Gigaplex-SEZ has requested for surrender of the area at the entire fifth floor office premises on level six admeasuring 48,456 and entire sixth floor office premises on level seven admeasuring 42,356 sq.ft. totally aggregating to 90,812 sq.ft. of Building No. 06 to the developer M/s. Gigaplex Estate Pvt. Ltd. - SEZ without revision of projection and transfer of Fitout Assets/Capital Goods to SEZ Developer at Gigaplex –SEZ.

During the meeting committee discussed the Rule position, with regards to the following :-

- Whether a unit can avail the depreciation on capital goods under the provision of Rule 49 of SEZ Rules 2006 only when goods are not removed into DTA and the

goods are goods are surrendered to Developer after payment of applicable duty/Tax.

**Decision :-** After deliberations, the Committee asked the unit representative to submit a request to allow them to transfer the capital goods on depreciated value based on which reference to be made to MOC&I for clarification /directions in the matter.

Meeting ended with the vote of thanks to the Chair.

(Rajesh Kumar Mishra, IRS)  
Chairperson-cum-  
Development Commissioner

Signed by Chanderpalsingh  
Chauhan  
Date: 06-02-2024 15:10:02  
Reason: Approved

<b>Action taken for the UAC Meeting held on 20.12.2023</b>			
<b>Name of SEZ</b>	<b>Name of Unit</b>	<b>Subject</b>	<b>Action Taken</b>
Gigaplex - SEZ	M/s. UBS Business Solutions (India) Pvt. Ltd.	Approval w.r.t. Creation and sharing of common infrastructure facilities with their other SEZ units i.e. STPL, SEZ and DTA units	Letter issued to unit on 28.02.2024
	M/s. Accenture Solutions Private Limited	Approval w.r.t. Surrender of the area at the entire fifth floor office premises on level six admeasuring 48,456 and entire sixth floor office premises on level seven admeasuring 42, 356 sq. ft. totally aggregating to 90,812 sq. ft. of Building No. 06 to the Developer M/s. Gigaplex estate Pvt. Ltd.-SEZ without revision of projection and transfer of Fitout Assets/Capital Goods to SEZ Developer at Gigaplex-SEZ	Letter issued to unit on 23.02.2024

**GOVT. OF INDIA,  
OFFICE OF THE DEVELOPMENT COMMISSIONER,  
MINISTRY OF COMMERCE & INDUSTRY,  
SEEPZ (SPECIAL ECONOMIC ZONE)  
MUMBAI  
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**AGENDA NOTE FOR CONSIDERATION OF APPROVAL COMMITTEE**

**a. Proposal: -**

Approval for Change of Entrepreneur by way of Order for Amalgamation/ Merger from Regional Director (Ministry of Corporate Affairs) of Worley India Private Limited (Transferor Company- with Worley Services India Private Limited as going concern basis

**b. Specific issue on which decision of Approval Committee is required:-**

Approval for change in Entrepreneur by way of Order for Amalgamation/ Merger from Regional Director.

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

**MOC&I Instruction No. 109 dated 18<sup>th</sup> October, 2021** - "In supersession of Instruction No. 89 dated 17.05.2018 and Instruction No. 90 dated 03.08.2018 of this Department on the subject cited above and in exercise of provisions of Section 10(10) of the SEZ Act, 2005, it is hereby conveyed that the guidelines for approval in the cases of reorganization including change of name, change of shareholding pattern, business transfer arrangements, court approved mergers and demergers, change of constitution, change of Directors, etc. of SEZ Developers / Co-developers as well as SEZ Units shall be as follows.

(i) Reorganization including 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 SEZ 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: -**

1.	LOP No. & Date	SEEPZ-SEZ/NEW-SEZ/GIGAPLEX-THANE/ JEIPL/07/2016-17/38274 Dated 21.12.2016 (Original LOA)
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2.	Item(s) of manufacture/ services	Information Technology Enabled Services i.e. Company Spectrum of engineering designing Services Including project management process engineering detailed engineering, procurement assistance and construction management with intensive use of Computers & CAD/CAM Services, Human Resource Services, Revenue Accounting Services, Payroll Services, Back office Operations, Support Centres, Professional Services (such as Legal Services without representation) and Other Business Services
4.	Date of commencement of production	06.03.2017
5.	LOA Valid upto	05.03.2027
6.	SEZ location	Unit No. 701 & 702 at 7 <sup>th</sup> to 10 <sup>th</sup> Floor, Building No. 02, Plot No. IT-5, Gigaplex Estate Private Limited – SEZ, TTC Industrial Area, Airoli Knowledge Park, Airoli, Navi Mumbai-400708.

**Following are the points:**

1. The unit vide letter dated 08.04.2024 has stated as under:

**I. Background of the case:**

1. M/s. Worley India Private Limited (Hereinafter referred to as Transferor Company 1) (WIPL) was incorporated in 1969, and it is the Subsidiary of the Worley Services India Private Limited and it is approved SEZ unit for Information Technology Enabled Services i.e. Company Spectrum of engineering designing Services Including project management process engineering detailed engineering, procurement assistance and construction management with intensive use of Computers & CAD/CAM Services, Human Resource Services, Revenue Accounting Services, Payroll Services, Back office Operations, Support Centres, Professional Services (such as Legal Services without representation) and Other Business Services at Gigaplex Estate Private Limited- SEZ, Plot No. IT 5, Airoli Knowledge Park, TTC Industrial Area, Thane Maharashtra, India-400708.
2. As a part of restructuring plan and to streamline operations, their management has decided to Amalgamate Worley India Private Limited i.e. Transferor Company 1, Intecsea Engineering India Private Limited (IEIPL) (Transferor Company 2) Worley Engineering Private Limited (WEPL) (Transferor Company 3) with Worley Services India Private Limited i.e. Transferee Co. along with assets and liabilities relating thereto including all license, contracts and personnel as per the provision of Rule 19(2) of SEZ Rules, 2006, section 233 of the Companies Act, 2013 and Section 2 (1B) of the Income Tax Act, 1961 and Instruction No. 109 of MOC&I.
3. In this regard, they have received an order of scheme of Merger or Amalgamation vide order No. RD/WR/Sec.233/Worley/AA6971504/2024/2573 Dated 28.03.2024 from Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai.
4. Whereas, Worley Services India Private Limited (Hereinafter referred to as Transferee Co.) was



incorporated in year 2006 which is engaged into Information Technology and Information Technology Enabled Services.

## II. Reasons for amalgamation:

The unit has intimated that **WIPL (Transferor Company 1)** has decided to **Amalgamate with WSIPL (Transferee Co.)** for the purpose of following reasons:

1. Consolidation of the respective operations of GFS Tech and GFS India thereby leveraging the Capability of the merged entity;
2. Ensuring a streamlined group structure by reducing the number of legal entities in the group and thereby reducing the administrative costs of maintaining separate Companies;
3. Operational efficiency and cost optimization by integration or consolidation of various similar functions in the Transferor/Transferee entities; and
4. Pooling of personnel, assets, proprietary information, financial, managerial and Technical resources of the Companies thereby contributing to the future growth and expansion of the merged entity.

## III. Documents/details submitted by the unit:

1. Copy of application submitted online.
2. Copy of Order of Regional Director for Scheme of Merger or Amalgamation.
3. Copy of Board resolution for Approval of Amalgamation and in favor of Authorized Signatory of WSIPL India –(Transferee Company).
4. Copy of Board resolution for Amalgamation and in favor of Authorized Signatory of GFS Tech (Transferor Company).
5. Undertaking for transfer of Assets and Liabilities.
6. List of Directors of WIPL (Transferor Company).
7. Shareholding Pattern of WIPL (Transferor Company).
8. List of Shareholders of WSIPL (Transferee Company).
9. List of Directors of WSIPL (Transferee Company).
10. Copy of Certificate of Incorporation and MOA and AOA in the name of buyer i.e. WSIPL (Transferee Company).
11. Copy of all Letter of Approval of the WIPL (Transferor Company).
12. Undertaking as per instruction no. 109.
13. Copy of Amended PAN from Worley India Private Limited to Worley India Private Limited to Worley Services India Private Limited.
14. Change in IEC and GST will be applied post receipt of approval of Change of Entrepreneur.

i. Detail of Directors of the company is as under:

Sr. No.	Name of Directors (Pre change in Entrepreneur)	Sr. No.	Name of Directors (Post change in Entrepreneur)
1	Mr. Dinesh Pissurlenkar	1	Mr. Ashish Modani
2	Ms. Raj Ajit Mankar	2	Ms. Vidya Tukaram Desai
3	Mr. Kamal Gobind Chatlani	3	Mr. Neelesh Vaman Borkar

**\*It is seen that there is change in Director of the company.**

ii. Detail of Shareholding pattern of the company is as under:

<b>Pre change in Entrepreneur of the Company</b>
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Sr. No.	Name of Shareholder	Total Number of Shares	Total Share Capital held	% of share Capital held
1	Worley Services India Private Limited (WSIPL)	42,10,173	4,21,01,730	100%
2	Nominee Shareholders of WSIPL*			

Post change in Entrepreneur of the Company (GFSIPL)				
Sr. No.	Name of Shareholder	Total Number of Shares	Total Share Capital held	% of share Capital held
1	Worley Engineering Pty Ltd	51,651	25,82,550	100%
2	Nominee Shareholder of Worley Engineering Pty Ltd.*			

**\* 1 Share of Worley Services India Private Limited is held by Worley SPV 1 Pty Ltd as a nominee shareholder for Worley Engineering Pty Ltd.**

**\*It is seen that there is change in shareholding pattern of the company.**

It is to mention that on amalgamation there is no change in projected export/import, investment and number of employees i.e. they would continue in the same projection covered in the LOA no. Letter of Approval No. SEEPZ-SEZ/NEW-SEZ/GIGAPLEX-THANE/JEIPL/07/2016-17/38274 dated 21.12.2016 in the block period of 2022-23 to 2026-27. The existing LOA is valid upto 05.03.2027. On amalgamation the Unit would be named as M/s. Worley India Services India Pvt. Ltd. (Unit I)

It is to also mention that they have another Unit M/s. Worley India Services India Pvt. Ltd. (Unit-II), covered under LOA no. SEEPZ-SEZ/NEW-SEZ/GIGA-THANE/01/2019-20/12228 dt. 12.06.2019 which is valid upto 22.12.2024.

**e. ADC's Recommendation: -**

The proposal of the unit approval for Change of Entrepreneur by way of Order for Amalgamation/Merger from Regional Director (Ministry of Corporate Affairs) of Worley India Private Limited (Transferor Company- with Worley Services India Private Limited in terms of Rule 19(2) of SEZ Rules, 2006, section 233 of the Companies Act, 2013 and Section 2(1B) of the Income Tax Act, 1961 and Instruction No. 109 of MOC& I.

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