

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
INFRASTRUCTURE PVT. LTD.-SEZ, PHASE II.**

Via Video Conferencing

DATE : 21.09.2023

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
21.09.2023**

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Agenda Item No.	Subject
Agenda Item No. 01 :-	Confirmation of the Minutes of the meeting held on 10.08.2023
Agenda Item No. 02 :-	Application for Approval of Change in Board of Directors Submitted by M/s. LTIMindtree Ltd.-Unit-8

Minutes of the 36th 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. EON Kharadi Infrastructure Pvt. Ltd.-Phase-II SEZ, Kharadi, Pune, held on 10.08.2023

1	Name of the SEZ	M/s. EON Kharadi Infrastructure Pvt. Ltd.-SEZ, Phase II
2	Sector	IT/ITES
3	Meeting No.	36 th
4	Date	10.08.2023

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 Dabhale, Deputy DGFT	Nominee of DGFT, Pune
4	Smt. Malathi J Nair Superintendent	Nominee of Customs, Pune

Special Invitee

Sr	Name and Designation	Department
1	Shri Satbir Sharma Specified Officer	M/s. EON Kharadi Infrastructure Pvt. Ltd.-SEZ, Phase-II

Agenda Item No.01: Confirmation of the Minutes of the 35th meeting held on 25.07.2023

After deliberation, the Committee confirmed the minutes of the 35th meeting of Approval Committee held on 25.07.2023.

Agenda Item No.02: Application for Approval of Change in the Shareholding Pattern and Change in the Board of Directors submitted by M/s. Credit Suisse Services AG

After deliberation, the committee approved the proposal of M/s. Credit Suisse Services AG., LOA No. SEEPZ/EKIPL-SEZ/CSSAG/29/2017-18 dated 24.08.2017 for change in Shareholding pattern and the change in the Board of Directors, as per Instruction No. 109 dated Oct 18, 2021 issued by MOC&I as detailed below:

I. **Approved Shareholding Pattern:**

Name of Shareholders	No. of Shares	Value per Share	%
Credit Suisse Group AG	NA	NA	NA
UBS Group AG	10	1,00,000	100%
TOTAL	10	1,00,000	100%


II **Approved List of Board of Directors:**

Sr. No.	Name of the Director	Designation
1.	John Benedict Burns	Branch Manager
2.	Ulrich Friedrich Walter Hoffmann	Director
3.	John Hartley Tattersall	Director
4.	Michael John Dargan	Director

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

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


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

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

AGENDA NOTE FOR CONSIDERATION OF THE APPROVAL COMMITTEE

a) Proposal:

Application filed by M/s. LTIMindtree Limited, SEZ Unit located EON Kharadi Infrastructure Pvt.Ltd-SEZ Phase-II, for approval of Change in Board of Directors

b) Specific Issue on which decision of Approval Committee is required:

Approval of the committee for change in Board of Directors in terms of Instruction No. 109 dated 18.10.2021, issued by MOC&I, as detailed below:

Existing List of Board of Directors:

Sr. No	Name of the Director	Designation	Date of Cessation
1	Mr. A. M. Naik	Non-Executive Chairman	--
2	Mr. S. N. Subrahmanayan	Non-Executive Vice Chairman	--
3	Mr R Shankar Raman	Non-Executive Director	--
4	Mr. Sudhir Chaturvedi	President –Sales & Whole Time Director	--
5	Mr. Nachiket Deshpande	Chief Operating Officer & Whole Time Director	--
6	Mr. Sanjeev Aga	Independent Director	--
7	Mr. James Varghese Abraham	Independent Director	--
8	Mr. Rajnish Kumar	Independent Director	--
9	Mr. Vinayak Chatterjee	Independent Director	--
10	Mr. Debashish Chatterjee	Chief Executive Officer & Managing Director	--
11	Ms. Apurva Purohit	Independent Director	--
12	Mr. Bijou Kurien	Independent Director	--
13	Mr. Chandrasekaran Ramakrishnan	Independent Director	--
14	Mr. Venugopal Lambu	Whole Time Director & President Markets	10.01.2023

Proposed List of Board of Directors:

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Sr. No	Name of the Director	Designation	Date of Appointment
1	Mr. A. M. Naik	Non-Executive Chairman	23.12.1996
2	Mr. S. N. Subrahmanayan	Non-Executive Vice Chairman	10.01.2015
3	Mr R Shankar Raman	Non-Executive Director	28.10.2015
4	Mr. Sudhir Chaturvedi	President –Sales & Whole Time Director	09.11.2016
5	Mr. Nachiket Deshpande	Chief Operating Officer & Whole Time Director	02.05.2019
6	Mr. Sanjeev Aga	Independent Director	09.11.2016
7	Mr. James Varghese Abraham	Independent Director	18.07.2021
8	Mr. Rajnish Kumar	Independent Director	26.08.2021
9	Mr. Vinayak Chatterjee	Independent Director	01.04.2022
10	Mr. Debashish Chatterjee	Chief Executive Officer & Managing Director	14.11.2022
11	Ms. Apurva Purohit	Independent Director	14.11.2022
12	Mr. Bijou Kurien	Independent Director	14.11.2022
13	Mr. Chandrasekaran Ramakrishnan	Independent Director	14.11.2022

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. LTIMindtree Limited, located at Office No 1, 6th Floor, Tower B, EON Kharadi Infrastructure Pvt Ltd-SEZ, Phase-II, S.No. 72/2, Kharadi, Pune-411014 has been granted LOA No SEEPZ-SEZ/EKIPL-SEZ LTIL/38/2018-19/835 Dtd. 03.01.2019
- DCP: 09.12.2019
- LOA Valid upto: 08.12.2024
- **Reason for change of Directors:** Mr. Venugopal Lambu has resigned as Whole Time Director & President Markets of the Company w.e.f. 10.01.2023.
- The Unit has submitted the following documents with the application:
 - DIR 12 copy of Mr. Venugopal Lambu
 - Undertaking in the required format for the director Mr. Venugopal Lambu, who has resigned.

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- Copy of payment receipts
- Undertaking in r/o Instruction No. 109

e) ADC observation:

- Approval committee may like to consider the proposal for Change in Board of Directors, in terms of Instruction No. 109 dated 18.10.2021, issued by MOC&I
