

## COMPETITION COMMISSION OF INDIA

29<sup>th</sup> March, 2012

Combination Registration No. C-2012/03/44

### Order under section 31(1) of the Competition Act, 2002

1. On 15<sup>th</sup> March, 2012, the Commission received a notice jointly filed by Infosys Limited (“**Infosys**”) and Infosys Consulting India Limited (“**Infosys Consulting**”), a wholly-owned subsidiary of Infosys, under sub-section (2) of Section 6 of the Competition Act, 2002 (“**Act**”). Infosys and Infosys Consulting hereinafter are jointly called as “**parties to the combination**”.
2. The parties to the combination, along with the notice, also filed an application dated 15<sup>th</sup> March, 2012 requesting the Commission for condoning the delay in filing the notice as the said notice was filed with the Commission beyond the time limit mentioned in sub-section (2) of Section 6 of the Act. The belated notice was admitted on 22<sup>nd</sup> March, 2012. The Commission in its meeting held on 29<sup>th</sup> March, 2012 also decided to initiate separate proceedings under Section 43A of the Act as the notice was not filed in accordance with the provisions contained under sub-section (2) of Section 6 of the Act.
3. The proposed combination relates to the amalgamation of Infosys Consulting into Infosys pursuant to implementation of a scheme of amalgamation under Section 391 to 394 of the Companies Act, 1956 which was approved by the Board of Directors of Infosys Consulting and Infosys through separate resolutions dated 7<sup>th</sup> October, 2011 and 12<sup>th</sup> October, 2011 respectively.
4. The proposed combination falls under clause (c) of Section 5 of the Act.
5. It is stated in the notice that as per the said scheme of amalgamation, Infosys Consulting Inc., incorporated under limited liability company law of Texas, USA and Infosys Consulting, a company incorporated under the Companies Act, 1956 were proposed to be merged with Infosys. The parties to combination have disclosed that Infosys Consulting Inc. has since been terminated under the laws of Texas, USA with effect from 12<sup>th</sup> January, 2012. Infosys Consulting is now proposed to be merged with Infosys under the said scheme of amalgamation.
6. Infosys is a public limited company incorporated under the Companies Act, 1956 and is engaged in providing technology consulting, custom application development, maintenance and production support, infrastructure management, package enabled consulting and implementation, product engineering solutions and product lifecycle



management, system integration, business process management and core banking software solution services etc.

7. Infosys Consulting is engaged in the business of consulting and advice in designing, developing, installing, implementing and operating all kinds of software/information technology projects and rendering technical services, business transformation projects etc.
8. Infosys Consulting is a wholly owned subsidiary of Infosys. The ultimate control over the business activities of the parties to the combination before and after the proposed combination would continue to remain with Infosys and the proposed combination is not likely to have any adverse competitive concern.
9. Considering the facts on record and the details provided in the notice given under sub-section (2) of Section 6 of the Act and the assessment of the proposed combination, the Commission is of the opinion that the proposed combination is not likely to have an appreciable adverse effect on competition in India and therefore, the Commission hereby approves the proposed combination under sub-section (1) of Section 31 of the Act.
10. This approval is without prejudice to any other legal/statutory obligations as applicable.
11. This order shall stand revoked if, at any time, the information provided by the parties to the combination is found to be incorrect.
12. The Secretary is directed to communicate to Infosys and Infosys Consulting accordingly.



Certified True Copy  
*[Signature]*  
17/4/12  
ANIL K. VASHISHT  
Office Manager  
Competition Commission of India  
New Delhi