

## COMPETITION COMMISSION OF INDIA

16<sup>th</sup> October, 2012

Combination Registration No. C-2012/10/81

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

1. On 3<sup>rd</sup> October, 2012, the Competition Commission of India (hereinafter referred to as the “**Commission**”) received a notice under sub-section (2) of Section 6 of the Competition Act, 2002 (hereinafter referred to as the “**Act**”) jointly filed by Serco BPO Private Limited (hereinafter referred to as the “**Serco BPO**”), SKR BPO Services Private Limited (hereinafter referred to as the “**SKR BPO**”) and Intelenet Global Services Private Limited (hereinafter referred to as the “**IGSPL**”) (hereinafter Serco BPO, SKR BPO and IGSPL are collectively referred to as “**parties to the combination**”). The notice was filed pursuant to the approval by the Board of Directors of Serco BPO, SKR BPO and IGSPL to the Scheme of Arrangement under Section 391 to 394 of the Companies Act, 1956 (hereinafter referred to as the “**Scheme**”), through separate resolutions, each dated 13<sup>th</sup> September, 2012.
2. The notice relates to a proposed combination wherein pursuant to implementation of the Scheme, SKR BPO, in which Serco BPO holds 99.9 percent shareholding, and IGSPL, which is a wholly owned subsidiary of SKR BPO, would merge into Serco BPO. The ultimate holding company of Serco BPO is stated to be Serco Group Plc. The proposed combination falls under clause (c) of Section 5 of the Act.
3. Serco BPO, SKR BPO and IGSPL are private limited companies incorporated under the provisions of the Companies Act, 1956 and are all engaged in the business of providing call centre services, transaction and data processing, web enabled customer care, data digitization and IT enabled services.
4. It is observed from the information provided in the notice that the business operations of parties to the combination are primarily in Business Process Outsourcing (hereinafter referred to as “**BPO**”) segment of the Information Technology and Business Process Outsourcing (hereinafter referred to as “**IT-BPO**”) sector in India and that a majority of their revenue is derived from exports. Further, the domestic operations of the parties to the combination constitute a small percentage of the overall domestic BPO segment of the IT-BPO sector in India.
5. Considering that the proposed combination is a restructuring between enterprises belonging to the same group and that the management and control over the activities carried on by the parties to the combination before and after the proposed combination would remain unchanged, therefore, the proposed combination is not likely to raise any adverse competition concern in India.
6. 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.



7. This approval is without prejudice to any other legal/statutory obligations as applicable.
8. This order shall stand revoked if, at any time, the information provided by the parties to the combination is found to be incorrect.
9. The Secretary is directed to communicate to parties to the combination accordingly.



Certified True Copy

*[Handwritten Signature]*  
19/2/12

ANIL K. VASHISHT  
Office Manager  
Competition Commission of India  
New Delhi