



Fair competition for greater good

COMPETITION COMMISSION OF INDIA

(Combination Registration No. C-2013/09/130)

19.09.2013

Notice u/s 6 (2) of the Competition Act, 2002 given by:

- HT Global IT Solutions Holdings Limited

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

1. On 5th September, 2013 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**”), given by HT Global IT Solutions Holdings Limited (hereinafter referred to as “**Baring Asia**” or the “**Acquirer**”), a company belonging to the Baring Private Equity Asia Group. The notice was given pursuant to the execution on 23rd August, 2013, of two separate Share Purchase Agreements, entered into between the Acquirer, Elder Infosystems Private Limited and Elder Venture LLP and between the Acquirer and GA Global Investments Limited.
2. As per the information given in the notice, the proposed combination relates to the acquisition by Baring Asia, of 41.48 per cent of the equity share capital (including unlisted ADRs equivalent to 7.01 per cent of the equity share capital) of Hexaware Technologies Limited (hereinafter referred to as “**Hexaware**”), pursuant to the said Share Purchase Agreements. Additionally, Baring Asia also proposes to acquire upto 26 per cent of the equity share capital of Hexaware pursuant to the mandatory open offer under the SEBI (Substantial Acquisition of Shares and Takeovers), Regulations 2011.
3. In terms of Regulation 14 of Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011, on 6th September, 2013, the Acquirer was required to



Fair competition for greater good

COMPETITION COMMISSION OF INDIA

remove certain defects and provide information/document(s). The reply of the Acquirer was received on 13th September, 2013. The Acquirer also filed additional clarifications to its reply on 16th September, 2013 and 17th September, 2013.

4. The proposed combination falls under Section 5(a) of the Act.
5. Hexaware is a public listed company incorporated under the Companies Act, 1956 and is engaged in the business of providing information technology (IT) and Business Processing Outsourcing (BPO) services. The key service lines of Hexaware include application development and maintenance, enterprise solutions, quality assurance and testing, business intelligence & analytics, business process outsourcing and remote infrastructure management services. It has been stated in the notice that Hexaware provides its services to clients mainly in banking & financial market, insurance, healthcare & life sciences, manufacturing, travel & transportation, hospitality and logistics and in domains such as HR and business analytics.
6. Baring Asia is a private limited company incorporated under the laws of Mauritius and is a part of the Baring Private Equity Asia Group. It has been stated in the notice that neither Baring Asia nor any companies/private equity funds belonging to the Baring Private Equity Asia Group have any investments or interests in companies engaged in providing IT and IT enabled solutions/ services and having operations in India. The proposed combination, therefore, does not contemplate combination of two existing players in the Indian IT & IT enabled service industry.
7. Considering the facts on record, the details provided in the notice given under sub-section (2) of Section 6 of the Act and the assessment of the proposed combination on the basis of the factors stated in sub-section (4) of Section 20 of the Act, the Commission is of the opinion that the



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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.

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

(Ashok Chawla)
Chairperson

(Geeta Gouri)
Member

(Anurag Goel)
Member

(M. L. Tayal)
Member

(S.N. Dhingra)
Member

(S.L. Bunker)
Member