



Fair Competition  
For Greater Good

**COMPETITION COMMISSION OF INDIA**  
(Combination Registration No. C-2013/12/143)

**07.01.2014**

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

- Mahindra Engineering Services Limited (“MES”)
- Tech Mahindra Limited (“TechM”)

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

1. On 18<sup>th</sup> December, 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 MES and TechM. The notice was given pursuant to separate resolutions passed by the Board of Directors of MES and TechM, each dated 29<sup>th</sup> November 2013 approving the amalgamation of MES with TechM as per the scheme of amalgamation and arrangement under sections 391 to 394 read with sections 78, 100 to 104 and other applicable provisions of the Companies Act, 1956 (hereinafter referred to as the “**Scheme**”).

2. As stated in the notice, pursuant to the Scheme coming into effect, all the undertakings and entire business of MES would be transferred / amalgamated, as a going concern, into TechM. The proposed combination falls under Section 5(c) of the Act.



3. MES is an unlisted company incorporated in the year 1995 under the Companies Act, 1956 and is engaged globally in the business of rendering engineering services comprising designing and developing parts, components, systems and aggregates mainly in the automotive and off-highway industry sectors. TechM is a listed company incorporated in 1986 under the Companies Act, 1956 and is engaged globally predominantly in the business of providing services relating to information technology. TechM also provides engineering services to the clients largely in the aerospace, automotive, industrial hi-tech and consumer electronics sectors. As stated in the notice, the purpose of the proposed combination is creation of unified engineering services division within TechM.

4. Mahindra & Mahindra Limited, which directly and indirectly, holds 80.69 per cent of the share capital of MES also holds collectively with other promoters 36.46 per cent of the share capital of TechM, the remaining share capital of which is held by the public.

5. 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 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.

6. This approval is without prejudice to any other legal/statutory obligations as applicable.

7. This order shall stand revoked if, at any time, the information provided by the parties to the combination is found to be incorrect.



8. The Secretary is directed to communicate to MES and TechM accordingly.

(Ashok Chawla)  
Chairperson

(Geeta Gouri)  
Member

(M. L. Tayal)  
Member

(S. N. Dhingra)  
Member

(S. L. Bunker)  
Member