

COMPETITION COMMISSION OF INDIA

23rd February, 2012

Combination Registration No.: C-2012/02/36

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

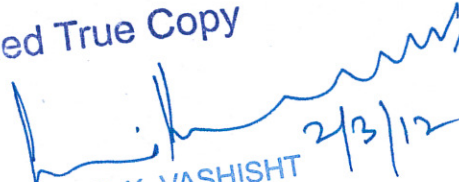
1. On 10th February, 2012, the Competition Commission of India (hereinafter referred to as the "Commission") received a notice under sub-section (2) of Section 6 of the Competition Act, 2002 (hereinafter referred to as the "Act") of the proposed combination between Thesys Technologies Private Limited (hereinafter referred to as "TTPL") and Capgemini India Private Limited (hereinafter referred to as "CIPL").
2. The notice was given pursuant to the approval of the scheme of amalgamation by the board of directors of CIPL and TTPL vide board resolutions dated 3rd November, 2011 and 4th November, 2011 respectively.
3. TTPL and CIPL, along with the notice filed under sub-section (2) of Section 6 of the Act, also requested the Commission for condoning the delay in filing the notice as the notice was filed in the Commission beyond the time limit mentioned in sub-section (2) of Section 6 of the Act. The Commission in its meeting held on 16th February, 2012 considered the request of TTPL and CIPL for condoning of delay in filing the notice under sub-section (2) of Section 6 of the Act and decided to admit the belated notice with effect from 16th February, 2012. The Commission in the said meeting 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.
4. The proposed combination relates to the amalgamation of TTPL into CIPL pursuant to the scheme of amalgamation under the provisions of Sections 391 to 394 of the Companies Act, 1956.
5. The proposed combination falls under Section 5(c) of the Act.
6. TTPL, a company incorporated under the provisions of the Companies Act, 1956, is a wholly-owned subsidiary of CIPL, which has been engaged in the business of developing software applications and providing software consultancy services. It has been stated in the notice that at present, TTPL is not engaged in any commercial activity directly in India and has investments overseas in Thesys Technologies Middle East FZE, Ajman and Thesys Technologies LLC Dubai, both the companies having activities outside India. CIPL, a company incorporated under the provisions of the Companies Act, 1956, is engaged in the business of providing information technology related consulting, technology and outsourcing services including application development and integration, business intelligence, infrastructure and security, mobility transformation and software and quality management testing.



7. It is observed that CIPL and TTPL are primarily engaged in the services of software development and majority of their business operations relate to the export of software. Further, it is observed that ultimate control over the business activities carried on by TTPL, a wholly-owned subsidiary of CIPL, before and after the proposed combination remains with the management of CIPL. Based on the facts on record and the details provided in the notice, the proposed combination is not likely to give rise to any adverse competition concern.
8. 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.
9. This approval is without prejudice to any other legal/statutory obligations as applicable.
10. This order shall stand revoked if, at any time, the information provided by TTPL and CIPL is found to be incorrect.
11. The Secretary is directed to communicate to TTPL and CIPL accordingly.



Certified True Copy


ANIL K. VASHISHT
Office Manager
Competition Commission of India
New Delhi
2/3/12