

COMPETITION COMMISSION OF INDIA

21st February, 2012

Combination Registration No.: C-2012/02/34

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 “**Act**”) of the proposed combination between Zenta Knowledge Services Private Limited (hereinafter referred to as “**ZKSPL**”) and Accenture Services Private Limited (hereinafter referred to as “**ASPL**”).
2. The proposed combination relates to merger of ZKSPL into ASPL pursuant to scheme of amalgamation under the provisions of Sections 391 to 394 of the Companies Act, 1956.
3. The proposed combination falls under Section 5(c) of the Act.
4. The notice was filed pursuant to the approval of the scheme of amalgamation by the board of directors of ZKSPL and ASPL through separate resolutions dated 19th January, 2012.
5. ASPL is a private limited company incorporated under the Companies Act, 1956 and is engaged in the business of providing management consultancy, information technology and information technology enabled services to its clients. ASPL is registered under the software technology parks of India (hereinafter referred to as the “**STPI**”) scheme and under Special Economic Zones Act. ZKSPL is a private limited company incorporated under the Companies Act, 1956. It has been stated in the notice that the ZKSPL is currently a wholly owned subsidiary of ASPL and is engaged in the business of providing wide range of services such as analytical review, data aggregation, support and other services. ZKSPL is registered under STPI scheme and under Special Economic Zones Act.
6. It has been stated in the notice that the proposed combination has been envisaged to achieve efficiencies including reduction of overheads, administrative, managerial and other expenditure and optimal utilization of various resources. It is further stated that 100 per cent of the turnover of ZKSPL and 93.5 per cent of the turnover of ASPL during the financial year ending 31st March, 2011 are comprised of revenue derived from overseas entities. Thus, ASPL and ZKSPL are significantly engaged in export of their services to overseas entities. It is also observed that the control of the



business activities carried on by ZKSPL is presently with the management of ASPL and would continue to be with ASPL even after the proposed combination.

7. Based on the facts on record and the details provided in the notice filed under sub-section (2) of Section 6, 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 in the notice is found to be incorrect.
11. The Secretary is directed to communicate to ASPL and ZKSPL accordingly.



Certified True Copy


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

24/2/12