



12.01.2015

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

- HBL Global Private Limited
- Atlas Documentary Facilitators Company Private Limited
- HDB Financial Services Limited

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

1. On 8th December, 2014, 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 given by HBL Global Private Limited (‘**HBL**’), Atlas Documentary Facilitators Company Private Limited (‘**Atlas Documentary**’) and HDB Financial Services Limited (‘**HDB**’) (hereinafter HBL, Atlas Documentary and HDB are collectively referred to as “**Parties**”).
2. The Proposed combination relates to the amalgamation of HBL and Atlas Documentary, with HDB, pursuant to a scheme of amalgamation under the provisions of Sections 391 to 394 of the Companies Act, 1956, as amended and the corresponding provisions of the Companies Act, 2013, approved by the board of directors of HBL at its meeting on 10th November, 2014 and of Atlas Documentary and HDB at their meeting on 14th November, 2014.
3. In terms of Regulation 14 of the Competition Commission of India (Procedure in regard to transaction of business relating to combinations) Regulations, 2011 (‘**Combination Regulations**’), vide letter dated 22nd December, 2014, the Parties were required to remove defects and furnish certain information/document(s) by, 29th December, 2014. The Parties filed their response on 29th December, 2014.
4. HBL, a subsidiary of Atlas Documentary, is engaged in the business of providing specialized Business Process Outsourcing (‘**BPO**’) services to HDFC Bank Ltd. (‘**HDFC Bank**’). As



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stated in the notice, HBL has no other business apart from providing BPO services to HDFC Bank and no customer other than HDFC Bank.

5. Atlas Documentary, provides BPO services in the nature of processing support in the areas of retail liabilities and assets, credit cards processing, cheque clearing, cash management service, depository services etc. It provides BPO services to HDFC Bank, Housing Development Finance Corporation Limited and HDFC Ergo General Insurance Company Limited. Apart from the above, as stated in the notice, Atlas Documentary has no other business activities and has no other customer. Further, as per the information provided by the Parties, HDFC Bank owns 28.99 per cent of the equity share capital of Atlas Documentary.
6. HDB is a subsidiary of HDFC Bank and is registered as a Systemically Non-Deposit Taking Non-Banking Finance Company with the Reserve Bank of India. HDB's operations mainly involve providing loans to small borrowers, commercial vehicle loans, construction equipment loans etc. HDB also sells life and general insurance products on behalf of HDFC Standard Life Insurance Company Limited and HDFC Ergo General Insurance Company Limited. In addition, HDB provides BPO services by running collection call centres for HDFC Bank. As stated in the notice, HDB does not provide BPO services to any other enterprise other than HDFC Bank.
7. It is observed that the proposed combination primarily relates to provision of BPO services in the banking, financial services and insurance ('BFSI') sector in India. Further, it is also observed that though there is horizontal overlap between the business activities of the Parties regarding BPO services, considering the fact that the Parties provide BPO services only to HDFC Bank and other HDFC group companies, the proposed combination is not likely to change the existing market structure for the provision of BPO services, in India. Further, it is also observed that the Parties have insignificant market shares in the provision of BPO services in the BFSI sector, in India. As regards the provision of financial services, there is no horizontal overlap between the Parties since both HBL and Atlas Documentary provide only BPO services in the BFSI sector.



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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 assessment of the proposed combination on the basis of 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 in any of the relevant market(s) and therefore, the Commission hereby approves the same 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 the Parties is found to be incorrect.
11. The Secretary is directed to communicate to the Parties accordingly.