

**Competition Law : Draft CCI (Procedure in regard to the
transaction of business relating to combination) Regulations, 201_
(No._ of 201_)
Notification No. RegIn/Combination/ 2011-12/CCI**

No./RegIn/Combination/ 2011-12/CCI.--- In exercise of the powers conferred by sub-section (1) and clauses (b), (c) and (f) of sub-section (2) of section 64 read with sub-sections (2) and (5) of section 6 of the Competition Act, 2002 (12 of 2003), the Competition Commission of India hereby makes the following regulations, namely:-

1. Short title and commencement.-

- (1) These regulations may be called the Competition Commission of India (Procedure in regard to the transaction of business relating to combination) Regulations, 201_.
- (2) They shall come into force on the date of their publication in the Official Gazette.

2. Definitions.-

- (1) In these regulations, unless the context otherwise requires:-
 - (a) "Act" means the Competition Act, 2002 (12 of 2003);

- (b) “Combination” means and includes combination as defined in section 5 of the Act and any reference to combination in these regulations shall mean a proposed combination or the combined entity, if the combination has come into effect, as the case may be;
 - (c) “Commission” means the Competition Commission of India established under sub-section (1) of section 7 of the Act;
 - (d) “Designated Authority” means an officer of the Commission who is authorized by the Commission to function as such, for the purpose of regulation 12 of these regulations;
 - (e) “Director General” means the Director General appointed under sub-section (1) of section 16 of the Act and includes any Additional, Joint, Deputy or Assistant Directors General appointed under the said section;
 - (f) “Parties to the combination” means persons or enterprises entering into the combination and shall include the combined entity if the combination has come into effect;
 - (g) “Secretary” means the Secretary appointed under sub-section (1) of section 17 of the Act and includes an officer of the Commission authorized by the Chairperson to function as Secretary;
- (2) Words and expressions used but not defined in these regulations shall have the same meanings respectively as assigned to them in the Act or the rules or regulations framed thereunder or in the Companies Act, 1956 (1 of 1956).

3. Power to determine procedure in certain circumstances.-

In a situation not provided for in these regulations or the Competition Commission (General) Regulations, 2009, the Commission may determine the procedure, in specific matters, if so required.

4. Form of notice for the proposed combination.-

- (1) In respect of categories of the combinations referred to in Schedule I to these regulations, the notice under sub-section (2) of section 6 of the Act, may be filed in Form I as specified in Schedule II of these regulations, duly filled in, verified and accompanied by evidence of payment of requisite fee by the parties to the combination.
- (2) In respect of categories of the combinations other than those referred to in Schedule I to these regulations, the notice under sub-section (2) of section 6 of the Act, shall be filed in Form II as specified in Schedule II to these regulations, duly filled in, verified and accompanied by evidence of payment of requisite fee by the parties to the combination.
- (3) Where in the course of inquiry, it is found by the Commission that the notice should have been filed by the parties to the combination in Form II and not in Form I, it shall direct the parties to the combination to file notice in Form II.
- (4) Where the parties to the combination are directed to file notice in Form II under sub-regulation (3), the period of two hundred ten days referred to in sub-section (11) of section 31 of the Act, shall be

reckoned from the date of filing of the notice by parties to combination in Form II.

- (5) If requisite details are not available for any of the columns in Form I or Form II, the date on which they may be submitted should be clearly indicated against those columns, by the parties to the combination.
- (6) The reference to the 'board of directors' in clause (a) of subsection (2) of section 6 of the Act, shall mean and include,-
- (a) the individual himself or herself including a sole proprietor of a proprietorship firm;
 - (b) the karta in case of a Hindu Undivided Family (HUF);
 - (c) the board of directors in case of a company registered under the Companies Act, 1956;
 - (d) in case of a corporation established by or under any Central, State or Provincial Act or a Government company as defined in section 617 of the Companies Act, 1956 (1 of 1956) or an association of persons or a body of individuals, whether incorporated or not, in India or outside India or any body corporate incorporated by or under the laws of a country outside India or a cooperative society registered under any law relating to cooperative societies or a local authority, the person or the body so empowered by the legal instrument that created the said bodies;
 - (e) in the case of a firm, the partner(s) so authorized;

- (f) in the case of any other artificial juridical person not falling within any of the preceding sub- clauses, by that person or by some other person competent to act on his behalf.
- (7) The reference to the 'other document' in clause (b) of sub-section (2) of section 6 of the Act shall mean any document, by whatever name called, purporting to convey the intention to acquire control, shares, voting rights or assets.
- (8) The date on which intention to acquire is communicated to the Central Government or a State Government or a statutory authority, shall be deemed to be the date of execution of the other document for acquisition.

5. Filing of details of acquisition under sub-section (5) of section 6 of the Act.-

The details of acquisition by a public financial institution, foreign institutional investor, bank or venture capital fund, referred to in sub-section(5) of section 6 of the Act, shall be filed without any fee in Form III, as specified in Schedule II to these regulations.

6. Failure to file notice.-

- (1) Where the parties to a combination fail to file notice under sub-section (2) of section 6 of the Act, the Commission may under sub-section (1) of section 20 of the Act, upon its own knowledge or information relating to such combination, inquire into whether such a combination has caused or is likely to cause an appreciable adverse effect on competition within the relevant market in India.

- (2) Where the Commission decides to commence an inquiry, referred to in sub-regulation (1), the Commission shall direct the parties to the combination to file notice in Form II, as specified in Schedule II to these regulations, duly filled in, verified and accompanied by evidence of requisite fee.
- (3) The notice, referred to in sub-regulation (2), shall be filed, within 30 days of receipt of communication from the Commission, by the parties to the combination.

7. Liability to file the notice.-

- (1) In case of an acquisition or acquiring of control of enterprise(s), the acquirer shall file the notice in Form I or Form II, as the case may be, which shall be duly signed by the person(s) as specified under regulation 11 of the Competition Commission of India (General) Regulations, 2009.
- (2) In case the enterprise is being acquired without its consent, the acquirer shall furnish such information as is available to him, in Form I or Form II, as the case may be, relating to the enterprise being acquired:

Provided that all information required to be filed, relating to the enterprise being acquired shall be filed with the Commission, as soon as possible.

Provided further that in case the acquirer is not in a position to furnish all the required information in Form I or Form II, as the case may be, relating to the enterprise being acquired, the Commission

may direct the enterprise being acquired to furnish such information as it deems fit.

- (3) In case of a merger or an amalgamation, parties to the combination shall jointly file the notice in Form I or Form II, as the case may be, duly signed by the person(s) as specified under regulation 11 of the Competition Commission of India (General) Regulations, 2009.

8. Liability to pay the fee.-

- (1) The person or enterprise filing the notice under regulation 4, or regulation 6 shall pay the fee as specified under regulation 9 of these regulations.
- (2) Where notice is filed jointly, the fee will be paid jointly or severally.

9. Amount of Fee.-

The amount of fee payable alongwith the notice in Form I or Form II, as may be applicable, shall be as under:-

- (a) in case of merger or amalgamation or acquiring of control over an enterprise, the fee shall be rupees forty lakhs (Rs. 40,00,000);
- (b) in case of acquisition of shares, voting rights or assets of the enterprise, the fee shall be as given in the Table below:-

Table

Value of Acquisition	Fee (Rupees)
Less than rupees five hundred crores.	Ten lakhs (Rs. 10,00,000)
From rupees five hundred crores to less than rupees one thousand crores .	Twenty lakhs (Rs. 20,00,000)
Rupees one thousand crores and above.	Forty lakhs (Rs. 40,00,000).

10. Mode of payment.-

The fee may be paid either by tendering demand draft or pay order or banker's cheque, payable in favour of Competition Commission of India (Competition Fund), New Delhi or through Electronic Clearance Service (ECS) by direct remittance to the Competition Commission of India (Competition Fund), Account No. 1988002100187687 with "Punjab National Bank, Bhikaji Cama Place, New Delhi-110066".

11. Procedure for filing notice.-

A duly filled in and verified notice shall be delivered to the Secretary, Competition Commission of India, The Hindustan Times House, 3rd Floor, 18-20, Kasturba Gandhi Marg, New Delhi-110 001, India, along with ten copies thereof. The person or enterprise shall also file a soft copy of the notice contained on a read-only compact disc in document format.

12. Consultation prior to filing of notice of the proposed combination.-

- (1) Any enterprise which proposes to enter into a combination may request in writing to the designated authority, for an informal and verbal consultation about filing the notice, under these regulations, with the officials of the Commission.
- (2) The request for an informal and verbal consultation under sub-regulation (1) shall be made and duly signed by the person(s), as specified under regulation 11 of Competition Commission of India (General) Regulations, 2009.

- (3) In terms of sub-regulation (1), the parties to the combination may informally seek clarifications prior to filing notice under sub-section (2) of section 6 of the Act.
- (4) Any opinion or the views expressed during the course of such informal and verbal consultation shall not be binding on the Commission and shall not create any obligation on its part, in any manner whatsoever.
- (5) The informal and verbal consultation under this regulation shall be confidential.

13. Scrutiny of notice.-

- (1) The notice filed under regulation 4 or regulation 6 of these regulations shall not be valid unless it is in conformity with these regulations.
- (2) The Secretary shall issue an acknowledgement of the receipt of notice.
- (3) Where the information including document(s) contained in the notice under regulation 4 or regulation 6 of these regulations has any defect(s) or is incomplete in any respect, the parties to the combination shall be communicated by the Commission to remove such defect(s) or furnish the required information including document(s).
- (4) The Secretary shall place the proof of service of communication as referred to in sub-regulation(3) to the parties to the combination on record.

- (5) The parties shall comply with the directions as referred to in sub-regulation (3) within the time specified by the Commission and the time taken by the parties in removing such defects or furnishing the required information including document(s) shall not be counted towards the time as provided under sub-section (11) of section 31 of the Act and the period of thirty days as referred to in sub-regulation (1) of regulation 18 of these regulations.
- (6) In case the parties fail to remove the defects or fail to furnish the required information including documents(s), within the time specified, the notice shall not be treated as a valid notice under these regulations and the fee paid with the notice shall be forfeited.

14. Computation of time limits.-

- (1) The time period as provided under sub-section (11) of section 31 of the Act shall commence from the date of receipt of a notice under regulation 4 of these regulations.
- (2) The parties shall comply with the directions to furnish information within the time specified by the Commission and any additional time taken by the parties in furnishing the required information including document(s) shall not be counted towards the time as provided under sub-section (11) of section 31 of the Act.

15. Intimation of any change.-

- (1) The parties to the combination, having filed a notice, shall inform the Commission of any change in the information provided in the notice to the Commission at the earliest during the continuation of the proceedings under the Act.

- (2) The Secretary shall place the information relating to any change in the notice before the Commission not later than the third day of its receipt in the Commission.
- (3) The Commission shall assess the significance of the information relating to that change and, if satisfied, take on record the information received.
- (4) Where the Commission is of the view that the change is likely to affect the factors for the determination of the appreciable adverse effect on competition significantly, it may, after giving an opportunity of being heard and after recording reasons, treat the notice already filed as not valid.
- (5) Where the Commission has held a notice to be not valid under sub-regulation (4), the Secretary shall convey the decision of the Commission to the parties to the combination within seven days of the decision of the Commission.
- (6) The fee paid with the notice, not treated as valid notice as per this regulation, shall be forfeited.

16. Termination of proceedings.-

- (1) The proceedings under this Act relating to the combinations shall be terminated upon,-
 - (a) receiving an intimation from the person(s) or enterprise(s) who filed the notice to the effect, that the proposed combination will not take effect; or
 - (b) passing of an order by the Commission under section 31 of the Act.

- (2) On termination of the proceedings, as per clause (a) of sub-regulation (1), the fee paid shall be forfeited.

17. Mode of service of notice(s), etc.-

Save as otherwise provided in the Act or in these regulations, the service of any notice excluding the notice under sub-section (2) of section 6 of the Act, or intimation to any person or enterprise under these regulations shall be effected in the manner as provided in regulation 22 of the Competition Commission of India (General) Regulations, 2009 or by electronic transmission as considered appropriate by the Commission.

18. Prima facie opinion on the combination.-

- (1) The Commission shall form its prima facie opinion under sub-section (1) of section 29 of the Act, on the notice filed in Form I or Form II, as the case may be, as to whether the combination is likely to cause or has caused an appreciable adverse effect on competition within the relevant market in India, within thirty days of the receipt of the said notice.
- (2) For the purpose of forming its opinion under sub-regulation (1), the Commission may, if considered necessary, require the parties to the combination to file additional information, as deemed fit by it:

Provided that the time taken by the parties to the combination, in furnishing the additional information shall be excluded from the period of thirty days as referred to in sub-regulation (1) and the time as provided under sub-section (11) of section 31 of the Act.

- (3) Where the Commission deems it necessary, it may call for information from any enterprise while inquiring as to whether a combination has caused or is likely to cause an appreciable adverse effect on competition in India.

19. Publication of the details of the combination.-

- (1) Where the Commission is of the prima facie opinion that the combination has caused or is likely to cause appreciable adverse effect on competition within the relevant market in India, the Secretary shall convey the direction of the Commission to the parties to the combination, within four days of its decision to publish the details of the combination within ten working days of the date of such direction:

Provided that the direction of the Commission to publish the details of the combination may be conveyed by electronic transmission wherever the parties have provided recipient identities for electronic transmission.

- (2) The details of combination shall be published by the parties in Form IV, as specified in Schedule II to these regulations.
- (3) The parties shall submit the details of combination to be published under sub-regulation (2) to the Commission before its publication and the Commission may decide to host the same on its official website.
- (4) The details of the combination to be published under sub-regulation (2) shall also be hosted by the parties on the websites of their respective enterprises not later than the time specified in sub-regulation(1).

- (5) The parties shall publish the details of the combination under sub-regulation (2), not later than the time specified in sub-regulation (1), in all India editions of four leading daily newspapers including at least two business newspapers, as may be specified by the Secretary.

20. Proof of publication.-

The parties to the combination shall submit copies of publication, referred to in regulation 19, to the Secretary, not later than the fifteenth day of the order of the Commission for publication of the details of the combination.

21. Appearance of the parties before the Commission.-

Where the Commission deems it necessary to give an opportunity of being heard to the parties to the combination before deciding to deal with the case in accordance with the provisions contained in section 31 of the Act, the Secretary shall convey its directions to the said parties, by giving a notice of such period as directed by the Commission, to appear before it.

22. Modification to the proposed combination.-

Where the actions required for carrying out the modification and the time-frame for such actions as specified by the Commission are accepted by the parties to the combination or the amendment to the modification as proposed by the parties to the combination under sub-section (6) of section 31 of the Act is accepted by the Commission under sub-section (7) of section 31 of the Act, such modifications shall be complied with and carried out by the parties to the combination in accordance with the provisions of section 31 of the Act read with regulation 23 of these regulations.

23. Compliance by the parties for carrying out modification.-

- (1) The modification referred to in regulation 22 of these regulations shall be carried out by the parties to the combination within the period as may be specified by the Commission.
- (2) The parties to the combination shall upon completion of modification, file a compliance report for the actions required for giving effect to the combination before the Secretary within seven days of such completion.
- (3) In case the parties to the combination fail to file the compliance report under sub-regulation (2), the Secretary shall place the matter of such non-compliance before the Commission for appropriate directions.

24. Appointment of independent agencies to oversee modification.-

- (1) Where the Commission is of the opinion that the modification proposed by it and accepted by the parties to the combination needs supervision, it may appoint agencies, to oversee the modification, on such terms and conditions as may be decided by the Commission.
- (2) The agencies appointed under sub-regulation (1) shall be independent of the parties to the combination having no conflicts of interest. Such independent agencies referred to in this regulation may include an accounting firm, management consultancy, any other professional organization, or part thereof, or independent practitioners of repute.
- (3) The agencies appointed under sub-regulation (1) shall carry out the responsibilities as specified by the Commission from time to time.

- (4) The agencies appointed under sub-regulation (1) shall submit report to the Commission upon completion of each of the actions required for carrying out the modification.
- (5) The payment to the agencies appointed under sub-regulation (1) shall be made by the parties to the combination by depositing it with the Commission or as may be directed by the Commission.

25. Orders of the Commission.-

- (1) Where the Commission is of the opinion that the combination has, or is likely to have, an appreciable adverse effect on competition in the relevant market in India, it shall pass an order under sub-section (2) of section 31 of the Act that the combination shall not take effect.
- (2) Where the Commission is of the opinion that the combination does not or is not likely to have an appreciable adverse effect on competition, it shall pass an order under sub-section (1) of section 31 of the Act, approving the combination.
- (3) Where the Commission approves the combination with modification, the order of the Commission approving the combination shall specify the terms, conditions and the time-frame for all the actions required for giving effect to the combination.
- (4) Where the parties to the combination fail to carry out the modification within the stipulated time limit, the Commission shall issue appropriate direction.
- (5) The Secretary shall communicate to the parties to the combination, the decision of the Commission under sub-regulation (1) or (2) or (4) within seven days of such decision.

- (6) Having due regard to the provisions contained in sub-section (11) of section 31 of the Act, the Commission shall endeavour to pass an order or issue direction in accordance with sub-section (1) or sub-section (2) or sub-section (7) of section 31 of the Act within one hundred and eighty days of filing of the notice under sub-section (2) of section 6 of the Act.

26. Appeal to Competition Appellate Tribunal on Combinations.-

Having due regard to the provisions contained in Section 53B of the Act, the Central Government or the State Government or a local authority or enterprise or any person, who is party to proceedings on matters relating to combinations and is aggrieved by any direction, decision or order referred to in clause (a) of section 53A of the Act may prefer an appeal to the Competition Appellate Tribunal.

27. Request for Confidentiality.-

- (1) Any request for confidentiality of the documents submitted during the investigation shall be duly considered having due regard to the procedure laid down in the Competition Commission of India (General) Regulations, 2009.
- (2) Subject to the provisions of sub-regulation (3), the confidentiality under sub-regulation (1) shall only be applicable as far as its disclosure to public is concerned:

Provided that no request to keep the details of the combination, required to be published under sub-section (2) of section 29 of the Act, confidential shall be entertained by the Commission.

- (3) The Commission or the Director General, as the case may be, may exchange the information with other competition authorities with whom the Commission has a Memorandum of Understanding or agreement for exchange of such information after obtaining consent from the concerned parties to the combination.

28. Combination taking effect prior to the notification of combination provisions.-

Unless otherwise expressly provided under the Act, the provisions of these regulations shall not apply to a combination, if the said combination has taken effect prior to the date as may be appointed by the Central Government, for giving effect to the provisions of section 5, section 6, section 20, section 29, section 30 and section 31 of the Act.

29. Overriding effect.-

The provisions of these regulations shall have effect in all matters relating to combinations notwithstanding anything inconsistent therewith contained in any other regulations framed under the Act.

30. Removal of difficulty.-

In the matter of implementation of the provisions of these regulations, if any doubt or difficulty arises, the same shall be placed before the Commission and the decision of the Commission thereon shall be final and binding.

SCHEDULE I
[See regulation4(1)]

- (1) An acquisition of shares or voting rights by the parties, referred to in sub-clause (i) or sub-clause (ii) of clause (a) of section 5 of the Act, solely as an investment or in the ordinary course of business, of not more than fifteen percent (15%) of the total shares or voting rights of the company, of which shares or voting rights are being acquired, directly or indirectly or in accordance with the execution of any document including a share holders' agreement or articles of association, not leading to control of the enterprise whose shares or voting rights are being acquired.
- (2) An acquisition of shares or voting rights, referred to in sub-clause (i) or sub-clause (ii) of clause (a) of section 5 of the Act, where the acquirer is already in control of the enterprise whose shares or voting rights are being acquired.
- (3) An acquisition of assets by the parties, referred to in sub-clause (i) or sub-clause (ii) of clause (a) of section 5 of the Act, not directly related to the business activity of the party acquiring the asset or made solely as an investment or in the ordinary course of business, not leading to control of the enterprise whose assets are being acquired except where the assets being acquired represent the entire business operations in a particular location or for a particular product or service of the enterprise, of which assets are being acquired, irrespective of whether such assets are organized as a separate legal entity or not.
- (4) An acquisition or acquiring of control or merger or amalgamation, where not more than one party to the combination has assets or turnover in India, as referred to in part (A) or part (B) of sub-clause (i) or sub-clause (ii) of clause (a) or clause (b) or clause (c) of section 5 of the Act, more than rupees two hundred fifty crores or seven hundred and fifty crores respectively.
- (5) An acquisition of stock –in-trade, raw materials, stores and spares in the ordinary course of business.
- (6) An amended or renewed tender offer where a notice has been filed by the party making the offer prior to such amendment or renewal of the offer:
Provided that the compliance with regulation 15 relating to intimation of any change is duly made.
- (7) An acquisition of shares or voting rights by a person acting as a securities underwriter, in the ordinary course of business and in the process of underwriting.
- (8) An acquisition of shares or voting rights pursuant to a bonus issue or sub-division of shares.

- (9) An acquisition of control or shares or voting rights or assets by one person or enterprise of another person or enterprise within the same group ;

Explanation:

The 'group' referred to in this category shall have the same meaning as given in explanation (b) to section 5 of the Act.

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4(b) State the name, business title, address, telephone number, fax numbers and e-mail address of an individual located in India who is authorised to receive communications on behalf of each of the notifying party(s) regarding this notice and related proceedings.

Name _____

Title _____

Son/Daughter of _____

Address _____

City _____ Country _____ Postal/Zip Code _____

Tel: City/Area Code _____ No. _____

Mobile No. _____

Fax No City/Area Code _____ No. _____

E-mail Address _____

(Furnish aforesaid information in respect of a person to contact, in case the person mentioned above is not the appropriate person for contact.)

5. Supporting Documents:

5(a). Furnish copies of due-diligence exercise, reports, studies, surveys or any other document taken into account for the purpose of assessing the viability of the proposed combination.

5(b). Furnish date(s) of approval(s) by the Board of Directors of the entities concerned and/ or the agreement and/ or other documents executed in case of acquisition in chronological order starting with the earliest. Attach copies of the relevant documents leading to the decision/agreement/approval. [Reports of consultants/experts, reports to the Boards, etc. particularly highlighting the competitive situation prevailing and benefits likely to accrue on account of combining, if any, should be provided].

5(c). List names of CEO/CFO/ directors/partners/trustees/persons-in-charge/persons acting in concert of each of the combining parties.

5(d). List of shareholders with 5% or more equity holding where applicable.

5(e). Provide copies of Memorandum/ Articles of Association / Charter/Partnership Deed/Constitution document for each combining party.

6. Details about the Combination:

6(a). Whether acquiring control, shares, voting rights or assets (provide details about each, as applicable).

6(b)(i). If it is a case of merger or amalgamation, provide details of the entity remaining after merger or the entity created as a result of amalgamation.

6(b)(ii). Whether a new entity is being created or is to be created to which assets, in full or in part, or operations, in full or in part, are to be transferred, in any manner, before or after the combination takes place? If yes, provide details in the format of aforesaid item No.4 and 5(c), 5(d) and 5(e) along with its business plan and capital structure.

6(c)(i). What are the main products or services of the parties to combination? Separate narration required for each party to the combination.

6(c)(ii). What are the main products or services of the entities of the groups to which the parties to combination belong?

6(c)(iii). Do the parties to combination produce/ provide similar or identical or substitutable products? If yes, provide details.

6(c)(iv). List products or services of all the parties to combination other than the main products or services listed at serial no. 6(c)(i) and (ii) above.

6(c)(v). From amongst products or services other than the main products or services, does any of the parties to combination produce/supply similar or identical or substitutable products or services?

6(c)(vi). Does any of the parties to combination has direct or indirect control over another entity engaged in production, distribution or trading of a or provision of a similar or identical or substitutable products or services? If yes, provide details.

[Refer to either Accounting Standard 17 (of India) or International Accounting Standard 14 or any other new internationally accepted accounting or financial reporting standard, if so mandated by law in India for guidance, on what constitutes main products or services.]

7. Purpose of the Combination:

7(a). What are the business objects and purposes of the combination and how these are intended to be achieved?

7(b) Describe the economic rationale of the combination.

8. Information about the size of the Combination:

8(a). Furnish the following details, as per audited annual accounts of the immediately preceding financial year, for all the parties to the combination. If annual accounts for the immediate preceding financial year are not audited, furnish the following details as per the last audited annual accounts as well as the annual accounts of the succeeding financial years*.

Name of entity: Year :	Value of Assets**		Aggregate Turnover	
	In India***(Rs. in Crores)	Worldwide (US\$ in Million).	In India***(Rs. in Crores)	Worldwide (US\$ in Million).

8(b). Furnish the following details for the current financial year, for all the parties to the combination (for the preceding completed calendar quarters till the date of notice)*.

Name of entity/ Quarter	Value of Assets**		Aggregate Turnover	
	In India***(Rs. in Crores)	Worldwide (US\$ in Million).	In India***(Rs. in Crores)	Worldwide (US\$ in Million).

*the above figures shall be certified by the Chief Accounting Officer/Chief Financial Officer of the parties concerned and supported by the certificate of a Chartered Accountant in practice.

** the value of asset should be computed as provided in *explanation* (c) of section 5 of the Act. Rate of conversion of foreign exchange into Indian Rupees or US Dollars should be based on the average of last six months rates quoted on the London Foreign Exchange market.

*** (1 crore = 10 million)

8(c). Aggregate for the proposed Combination:

Furnish the following details as per last audited annual accounts of the immediately preceding financial year. If annual accounts for the immediate preceding financial year are not audited, furnish the following details as per the last audited annual accounts as well as the annual accounts of the succeeding financial years.*

For the proposed combination	Value of Assets**		Aggregate Turnover	
	For the financial year immediately preceding the date of the notice	For the current financial year, for the completed calendar quarters till the date of notice	For the financial year immediately preceding the date of notice	For the current financial year, for the completed calendar quarters till the date of notice.
In India*** (Rupees in Crores as per audited accounts) (mention year)				
Worldwide (US \$ in million as per audited accounts) (mention year)				
In India*** (Rupees in Crores as per unaudited accounts) (mention year)				

*the above figures shall be certified by the Chief Accounting Officer/Chief Financial Officer of the parties concerned and supported by the certificate of a Chartered Accountant in practice.

** the value of asset should be computed as provided in explanation (c) of section 5 of the Act. Rate of conversion of foreign exchange into Indian Rupees or US Dollars should be based on the average of last six months rates quoted on the London Foreign Exchange market.

*** (1 crore = 10 million)

8(d). Furnish the following details in case of a group, to which the entity whose control, shares, assets or voting rights have been acquired or are being acquired would belong or the entity remaining after the merger or the entity created as a result of amalgamation would belong after acquisition /merger /amalgamation, as the case may be namely:-*

Group	Value of Assets**		Aggregate Turnover	
	For the financial year immediately preceding the date of the notice	For the current financial year, the completed calendar quarters till the date of notice	For the financial year immediately preceding the date of notice	For the current financial year, the completed calendar quarters till the date of notice.
In India*** (Rupees in Crores as per audited accounts)				
Worldwide (US \$ in billion as per audited accounts)				
In India*** (Rupees in Crores as per unaudited accounts)				
Worldwide (US \$ in billion as per unaudited accounts)				

*the above figures shall be certified by the Chief Accounting Officer/Chief Financial Officer of the parties concerned and supported by the certificate of a Chartered Accountant in practice.

** the value of asset should be computed as provided in explanation (c) of section 5 of the Act. Rate of conversion of foreign exchange into Indian Rupees or US Dollars should be based on the average of last six months rates quoted on the London Foreign Exchange market.

*** (1 crore = 10 million)

Note: The aggregate value of assets/annual turnover for any party (parties) to combination and in respect of a group, in items 8(a) to (d) above, should be in respect of all products or services and not merely for the identical/substitute/similar product (s)/services(s).

8(e). For each of the parties to combination provide details (individual and aggregate, before and after the proposed combination) of the total capacity for production/distribution/supply in India and the location of production/distribution/supply facilities in India. (If it is a group, same information should be given for all parties of the group).

9. Information on Markets:-

9(a). Provide an estimate indicating the relevant source and basis of estimate of the total size of the market in terms of value of sales (in rupees.) and volume (units) of identical/substitutes/similar products or services produced /distributed /supplied in India. Also provide details of three largest competitors.

9(b). Provide details with regard to sales in value (in rupees) and volume (units) along with an estimate of the market shares of each of the parties to the combination for identical/substitutes/similar products or services produced /distributed /supplied in India. (If it is a group, same information should be given for all

parties of the group).

9(c) Provide if one or more parties to the combination are engaged in business activities in a product or services market upstream or downstream of a market, in which any other party to the combination is involved. Also provide details of three largest competitors (indicate the relevant source and basis of estimate).

9(d) Provide figures of sales value of sales (in rupees.) and volume (units) along with estimate of the market shares of all products or services of the parties to combination. Also indicate market shares in respect of all products or services of the parties to combination for the last three financial years. Elaborate if there have been significant changes in the sales and market shares in respect of each product during the aforesaid period.

10. Documents of compliance in present and past cases and filing in other jurisdictions:

10(a). Whether any order/judgement has been passed in a matter of the parties to combination on a competition issue by any Competition Authority/ Court/Tribunal/Government/Regulatory Authority in the last 5 years. If yes, provide details and attach certified copies of the orders/judgements.

10(b). Has any of the parties to combination filed any bankruptcy/ winding-up application to the relevant authorities? If yes, provide details.

10(c). Furnish details of any application/notification/intimation/ information relating to the proposed combination filed in a High Court/ Company Law Board/ Securities and Exchange Board of India or any other Authority established under any law in India along with the status thereof and certified copies of the decision in the matter, if any.

10(d). Whether this combination is subject to filing requirements in jurisdictions other than India? If yes, list the notified, or to be notified, jurisdictions. Furnish copies of notifications of the combination so filed. Also provide copies of decisions/orders of the competition authorities in other jurisdictions, if any.

11. If in your opinion, and with reference to the provisions of sub-section (4) of section 20 of the Competition Act, 2002, the proposed combination is not likely to cause an appreciable adverse effect on competition within the relevant markets in India, then state why? [Attach documents/reports/materials sufficient to support your opinion]

Note:

If any additional information is needed by the Commission for determining whether a combination would have the effect of or is likely to have an appreciable adverse effect on competition in the relevant market, the parties to the combination may be required to furnish the same.

VERIFICATION

Certified that this form together with all appendices and attachments thereto has been prepared and compiled under my supervision in accordance with the provisions of the Competition Act, 2002 and the rules and regulations made there under.

It is verified that the contents of this notice are true to the best of my knowledge and belief and nothing material has been concealed there from.

However, where specific data /information is not available due to the absence of authentic source, reasonable estimates have been made, which are to the best of knowledge true, correct and complete and in accordance with the provisions of the Competition Act, 2002 and the rules and regulations made there under.

First Applicant

Name (Please Print or Type) son/daughter of	Title
Signature	Date Place

(In case there are more than one applicants use the same format).

IMPORTANT: ALL COMBINING PARTIES MUST VERIFY THE CONTENTS BY SIGNING ON EACH PAGE AND ON THIS PAGE

Subscribed and sworn before me at the
City of _____ State of _____ Country of _____
The _____ day of _____ the year
Signature _____

My commission expires on _____

(Notary Public)

[SEAL]

FORM II

[See regulation 4 (2)]

FORM OF FILING NOTICE WITH THE COMPETITION COMMISSION OF INDIA UNDER SUB - SECTION (2) OF SECTION 6 OF THE COMPETITION ACT, 2002

Registration No.(to be assigned by the Competition Commission of India)

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1. Summary of Combination:

Provide a summary of the proposed combination, specifying the parties to combination, the nature of the combination, the area of activity of the parties to combination, the markets in which the combination will have an impact and the strategic and economic rationale for the combination.

2. Provide details of the proposed or expected dates of major events required to complete the proposed combination and the schedule consummation date of the combination.

3. Details of payment:

3(a). Amount of fee deposited (provide proof)

<u>INR</u>	<u>Amount</u>	<u>Date</u>
------------	---------------	-------------

<u>3(b) Mode of Payment Identification</u>	<u>Number</u>	<u>Drawn on</u>	<u>Bank</u>
(Demand Draft/ Banker's/ Cheque/ ECS)			<u>Code No</u>

4. Personal Details:

4(a). First Applicant

Legal Name of combining party _____
Name of the person signing in terms of regulation 7(enclose documentary proof of eligibility for signing the notice, in terms of regulation7) _____
Son/Daughter of _____
Principal Business Address _____
City _____ Country _____ Postal/Zip Code _____
Tel: Country Code _____ City/Area Code _____ No. _____
Mobile No. _____
Fax No. Country Code _____ City/Area Code _____ No. _____
E-mail Address _____
Website Address _____

(in case there are more applicants use the same format for additional applicants)

4(b) State the name, business title, address, telephone number, fax numbers and e-mail address of an individual located in India who is authorised to receive communications on behalf of each of the notifying party(s) regarding this notice and related proceedings.

Name _____
S/D/o _____
Title _____
Address _____

City _____ Country _____ Postal/Zip Code _____

Tel: City/Area Code _____ No. _____

Mobile No. _____

Fax No City/Area Code _____ No. _____

E-mail Address _____

(Furnish aforesaid information in respect of a person to contact, in case the person mentioned above is not the appropriate person for contact.)

5. Supporting Documents:

5(a). Furnish copies of due-diligence exercise, reports, studies, surveys or any other document taken into account for the purpose of assessing the viability of the proposed combination.

5(b). Furnish date(s) of approval(s) by the Board of Directors of the entities concerned and/ or the agreement and/ or other documents executed in case of acquisition in chronological order starting with the earliest. Attach copies of the relevant documents leading to the decision/agreement/approval. [Reports of consultants/experts, reports to the Boards, etc. particularly highlighting the competitive situation prevailing and benefits likely to accrue on account of combining, if any, should be provided].

5(c). List names of CEO/CFO/ directors/partners/trustees/persons-in-charge/persons acting in concert of each of the combining parties.

5(d). List of shareholders with 5% or more of voting rights or equity holding where applicable.

5(e). Provide copies of Memorandum/Articles of Association / Charter/Partnership Deed/Constitution document for each combining party.

6. Details about the Combination:

6(a)(i). Whether you acquiring control, shares, voting rights or assets (provide details about each as applicable).

6(a)(ii). Give details of the offered/ agreed price of the acquisition (along with the details of payment in cash and or in kind).

6(b)(i). If it is a case of merger or amalgamation, provide details of the entity remaining after merger or the entity created as a result of amalgamation.

6(b)(ii). Whether a new entity is being created or is to be created to which assets, in full or in part, or operations, in full or in part, are to be transferred, in any manner, before or after the combination takes place? If yes, provide details in the format of aforesaid Item no.4 and 5(c), 5(d) and 5(e) along with its business plan and capital structure.

6(c)(i). What are the main products or services of the parties to combination? Separate narration required for each party to the combination.

6(c)(ii). What are the main products or services of the entities of the groups to which the parties to combination belong?

6(c)(iii). Do the parties to combination produce/ provide similar or identical or substitutable products or services? If yes, provide details.

6(c)(iv). List products of all the parties to combination other than the main products or services listed at serial no. 7(c) (i) and (ii) above.

6(c)(v). From amongst products or services other than the main products or services, does any of the parties to combination produce/supply similar or identical or substitutable products or services?

6(c)(vi). Does any of the parties to combination has direct or indirect control over

another entity engaged in production, distribution or trading of a or provision of a similar or identical or substitutable products or services? If yes, provide details.

[Refer to either Accounting Standard 17 (of India) or International Accounting Standard 14 or any other new internationally accepted accounting or financial reporting standard), if so mandated by law in India, for guidance on what constitutes main products or services.]

7. Purpose of the Combination:

7(a). What are the business objects and purposes of the combination and how these are intended to be achieved?

7(b). Describe the economic rationale of the combination.

8. Information about the size of the Combination:

8(a). Furnish the following details, as per audited annual accounts of the immediately preceding financial year, for all the parties to the combination. If annual accounts for the immediate preceding financial year are not audited, furnish the following details as per the last audited annual accounts as well as the annual accounts of the succeeding financial years*.

Name of entity: Year:	Value of Assets**		Aggregate Turnover	
	In India*** (Rs. in Crores)	Worldwide (US\$ in Million).	In India*** (Rs. in Crores)	Worldwide (US\$ in Million).

8(b). Furnish the following details for the current financial year, for all the parties to the combination (for the preceding completed calendar quarters till the date of notice)*.

Name of entity: Quarter:	Value of Assets**		Aggregate Turnover	
	In India*** (Rs. in Crores)	Worldwide (US\$ in Million).	In India*** (Rs. in Crores)	Worldwide (US\$ in Million).

*the above figures shall be certified by the Chief Accounting Officer/Financial Officer of the parties concerned and supported by the certificate of a Chartered Accountant in practice.

** the value of asset should be computed as provided in *explanation* (c) of section 5 of the Act. Rate of conversion of foreign exchange into Indian Rupees or US Dollars should be based on the average of last six months rates quoted on the London Foreign Exchange market.

*** (1 crore = 10 million)

8(c). Aggregate for the proposed Combination:

Furnish the following details as per last audited annual accounts of the immediately preceding financial year. If annual accounts for the immediate preceding financial year are not audited, furnish the following details as per the last audited annual accounts as well as the annual accounts of the succeeding financial years.*

For the proposed combination	Value of Assets**		Aggregate Turnover	
	For the financial year immediately preceding the date of the notice	For the current financial year, for the completed calendar quarters till the date of notice	For the financial year immediately preceding the date of notice	For the current financial year, for the completed calendar quarters till the date of notice.
In India***(Rupees in Crores as per audited accounts) (mention year)				
Worldwide (US \$ in million as per audited accounts) (mention year)				
In India***(Rupees in Crores as per unaudited accounts) (mention year)				

*the above figures shall be certified by the Chief Accounting Officer/ Chief Financial Officer of the parties concerned and supported by the certificate of a Chartered Accountant in practice.

** the value of asset should be computed as provided in explanation (c) of section 5 of the Act. Rate of conversion of foreign exchange into Indian Rupees or US Dollars should be based on the average of last six months rates quoted on the London Foreign Exchange market.

*** (1 crore = 10 million)

8(d). Furnish the following details in case of a group, to which the entity whose control, shares, assets or voting rights have been acquired or are being acquired would belong or the entity remaining after the merger or the entity created as a result of amalgamation would belong after acquisition /merger /amalgamation, as the case may be namely:-*

Group	Value of Assets**		Aggregate Turnover	
	For the financial year immediately preceding the date of the notice	For the current financial year, the completed calendar quarters till the date of notice	For the financial year immediately Preceding the date of notice	For the current financial year, the completed calendar quarters till the date of notice.
In India*** (Rupees in Crores as per audited accounts)				
Worldwide (US \$ in billion as per audited accounts)				
In India*** (Rupees in Crores as per unaudited accounts)				
Worldwide (US \$ in billion as per unaudited accounts)				

*the above figures shall be certified by the Chief Accounting Officer/Financial Officer of the parties concerned and supported by the certificate of a Chartered Accountant in practice.

** the value of asset should be computed as provided in explanation (c) of section 5 of the Act. Rate of conversion of foreign exchange into Indian Rupees or US Dollars should be based on the average of last six months rates quoted on the London Foreign Exchange market.).

*** (1 crore = 10 million)

Note: The aggregate value of assets/annual turnover for any party (parties) to combination and in respect of a group, in Items 8(a) to (d) above, should be in respect of all or services and not merely for the identical/substitute/similar product (s)/services(s).

8(e)(i). For each of the parties to combination provide details (individual and aggregate before and after the proposed combination) of the total capacity for production/distribution/supply in India and the Location of production/distribution/supply facilities in India. (If it is a group, same information should be given for all parties of the group).

8(e)(ii). Also state for each of the parties to the combination, current utilized capacity and the installed capacity (for the last 3 years) including maximum possible capacity for the main products or services as well as products or services other than the main products or services that can be achieved in the next one year. [refer Item nos. 6(c)(i), (ii) and (iv) above] The data to be furnished for non-manufacturing enterprises may be on number of professionals available or number of branches or the size and extent of infrastructure.

9. Ownership and Control

9(a). Furnish a list of all enterprises belonging to the same group for each of the parties to the combination and list all the entities controlling the parties to the combination, directly or indirectly, along with the nature and means of control.

9(b). Whether the party to the combination, either singly or jointly, directly or indirectly control the affairs or management of another entity or group. If yes, please furnish the following:

- (i) details of entities exercising control and entities whose affairs are being controlled.
- (ii) form and manner in which the control is exercised.
- (iii) details of common Directors/Partners/Coparceners / Trustees.

9(c). Does any of the parties to combination:

- (i) exercise twenty-six per cent, or more of the voting rights in the other entity; or
- (ii) appoint more than fifty percent, of the members of the board of directors in the other entity; or
- (iii) control the management or affairs of the other entity.

9(d). If answer to any of the questions in Item 10(c) is 'yes', furnish the following information for such other entity:

- (i) name of the entity and the details of Directors/Partners/Coparceners / Trustees.
- (ii) main product(s).
- (iii) market share of each main product.

9(e). Furnish details of the intended structure of ownership and control of the acquired entities/acquirer entity/ combined entities after completion of the combination.

10. Details about the main products or services:

10(a). Furnish details for each of the main products or services:

- (i) Physical characteristics and end use of products or services [attach current selling aids and promotional material of the concerned products or services].
- (ii) Market shares of the main products or services of the parties to combination and also of rivals/competitors for similar or identical or substitutable products or services.
- (iii) Details of captive or in-house consumption, if any.
[Captive Consumption= Total production – (Total Sales + Free Distribution + Exports)].
(Submit documents that identify in-house producers of any of the main products or services).
- (iv) Existence/availability of other specialised producers/suppliers.
(Submit documents that identify specialised producers/providers or discuss the competitive position of specialise producers/ providers).
- (v) Classification of products or services as per National Industrial Classification (NIC) Code.

(Submit documents sufficient to show how the parties to combination classify and sell their products).

10(b). Are there any regulations, laws/rules/procedures/official press notes/directions/notifications, etc. which restrict production, supply, distribution of the main products or services of the parties to the combination. (Submit documents sufficient to demonstrate such restraints).

10(c). Are the main products or services subject to local specifications prescribed by government/ departments/authorities? If yes, provide details. (Submit documents and material sufficient to describe any specifications, whether established or regulated by a Government or Non-Government Organisation or customary, with which the parties to combination, main products or services or the production must comply).

10(d). Are there any licensing/registration requirements to set up facilities for production/supply of the main products or services? Does the production/supply of the main products or services require any special technical knowledge that is not readily available?

10(e)(i). Are there Government procurement policies which discriminate in any manner against the parties to combination? (Attach sufficient documents/material).

10(e)(ii). Whether the Government procurement policies favour the parties to combination? (Attach sufficient documents/material).

10(f). What portion of the initial investment will be permanently lost on exit? Is there a likelihood of entry of sufficient size for the production/supply of the main products or services in the next 1 to 2 years? (Attach sufficient documents/material in support).

10(g) Furnish the following :

- (i) details of prices of the main products or services during the last one year of each of the entities of the proposed combination;
- (ii) details of prices of similar or identical or substitute products or services of major competitors during the last one year. (Attach copies of price- lists, marketing and pricing plans and strategies along with the analyses).
- (iii) If similar or identical or substitute products or services are imported into India, prices at which such products or services are being sold. (Attach documents/material sufficient to show the details furnished).

10(h). What are the likely or expected prices of the main products or services of the parties to the combination in the coming six months to one year? (Attach documents/material sufficient to show the details furnished).

11. Information on the Market Structure (Demand and Supply Structure, Market Entry and Innovation):-

11(a). Provide an estimate (indicate the relevant source and basis of estimate) of the total size of the market in terms of value of sales (in rupees.) and volume (units) of identical/substitutes/similar products or services produced /distributed /supplied in India. Also provide details of three largest competitors.

11(b). Provide details with regard to sales in value (in rupees) and volume (units) along with an estimate of the market shares of each of the parties to the combination for identical/substitutes/similar products or services produced /distributed /supplied in India. (If it is a group, information should be given for all parties of the group).

11(c). State and explain (in your opinion) the scope of relevant product and relevant geographic market in relation to the proposed combination.

11(d)(i). Furnish a list of your main competitors in the same /substitute products or services in the relevant market of your opinion.

11(d)(ii). An estimate of the market share in value (and where appropriate volume), of all the competitors (including importers) having at least 5% of the geographic market of your opinion under consideration.

11(d)(iii). What is the level of concentration in the market for the main products or services?

11(d)(iv) How many entities have entered the industry in the last five years? Provide the name, address, telephone numbers and e-mail address.

11(d)(v) How many entities have made an exit from the industry in the last five years? Provide the name, address, telephone numbers and e-mail address.

11(d)(vi). If any of the parties to the combination have entered in the market in past five years, provide details of barriers to entry encountered along with analysis.

11(d)(vii) How much will the level of concentration change after the proposed combination takes effect? (Provide number of entities before and after the combination effect). On this basis provide an estimate of HHI (Herfindhal - Hirshman Index along with delta). (Indicate the proportion of market shares used as a

basis to calculate the HHI).

11(d)(viii). If in the opinion of the parties to the combination, whether there are enterprises that are likely to enter the market. If yes, furnish the name, address, telephone numbers and e-mail address of such entrants.

11(d)(ix). Describe the various factors influencing entry into the market from both the geographical and product market view point. In doing so, take into account the following factors, where appropriate, namely:

- (i) the total costs of entry (R&D, production, establishing distribution system, promotion, advertising, servicing and so forth) on a scale equivalent to a significant viable competitor, indicating the market share of such a competitor;
- (ii) any legal or regulatory barriers to entry, such as government authorization or standard setting in any form, as well as barriers resulting from product certification procedures, or the need to have a proven track record;
- (iii) any restriction created by the existence of patents, know how and other intellectual property rights in these markets and any restrictions created by licensing such rights. (How many IPRs have been developed and registered with the relevant authorities by the parties to the combination in the last five years? (Provide details information separately for each combining party);
- (iv). The extent to which each of the parties to the combination are holders, licensees or licensors of patents, know-how and other rights in the relevant markets;
- (v). The importance of economics of scale for the production or distribution of products in the relevant market of your opinion;
- (vi). access to sources of supply, such as availability of raw materials and necessary infrastructure.

11(e) How important/significant are “distribution facilities” of the main products ? Furnish details of your distribution channels and service networks (for example maintenance and repair) along with the ones that exist in the market). (Submit documents or material sufficient to show the location of all distribution facilities and any strategic plans or maps relating to distribution system of each main product).

11(f) Details of import (total value, volume and source) of similar or identical or substitute products or services to the main products or services of the parties to combination during the last three years. Also, provide details of potential imports. (Submit documents, sufficient to show business of imports including the extent to which quotas, tariffs or non-tariff barriers affect or restrict the trade or import of the each main product).

11(g). What is the extent of export of similar or identical or substitute products or services to the main products or services? Provide the names of large exporters and their contact details.

11(h). Whether the product can be transported? If yes, what are the possible modes of transportation? What is the unit cost of transportation per kilometre? What is the ratio of transportation cost to the sale price? (Submit documents sufficient to show shipping or transportation costs incurred in the distribution of the main products).

11(i). Identify some of the largest independent suppliers to the parties to the combination and their individual shares or purchases from each of these suppliers (of raw materials or goods used for purposes of producing the relevant products in your opinion). Mention their names, addresses and contact details.

11(j). Specify whether any of the parties to the combination, or any of the competitors have ‘pipeline products or services’, (products or services likely to be brought to the market in the near future) or have plan to expand or contract production or sales capacity. If so, provide an estimate of the projected sales and market shares of the parties to the combination over the next three to five years.

11(k). If the parties to the combination have few large buyers for the main products or services, furnish their names, addresses and contact details along with their individual shares in your sales/supply.

11(l). Explain the structure of demand in the relevant market:-

- (i) the phases of the market in terms of its take off, expansion, decline and a forecast of growth rate of demand and the importance of customer preferences, for example, in terms of brand loyalty, the provisions of pre and after sales service, the provision of a full range of products or network efforts;
- (ii) role of product differentiation in terms of attributes or quality and the extent to which the products or services of the parties to the combination are close substitutes;
- (iii) role of switching cost (in terms of time and expense) for customers when changing from one

- supplier to another;
- (iv) degree of concentration or dispersion of customers;
 - (v) the importance of exclusive distribution contracts and other type of long term contracts; and
 - (vi). the extent to which public authorities, government agencies or similar bodies are important source of demand.

11(m). Is there any statutory obligations to comply with language requirements, if any, in respect of the products/users manual, etc. in any part of India? If yes, provide details. (Attach documents/ material sufficient to show any impact language has on the sale or distribution of each main product or services).

11(n). Give an account of importance of R&D in the ability of an enterprise operating in the relevant market (in your opinion) to compete in the long term. Explain the nature of the R&D carried out by the parties to the combination and while doing so take into consideration the following, where appropriate:

- (i) course of technological development in the market over an appropriate period of time (including developments in products, and/or services, production processes, distribution system etc).
- (ii) major innovations that have been carried out in the market and the enterprises responsible for these innovations.
- (iii). the cycle of innovation and where the parties to combination are in the cycle of innovation.

12. Over all market efficiencies

12(a). How many persons earn their livelihood on account of the parties to the combination in India? Provide details for each district/state/region or the whole country, as appropriate. (The basis of estimating the number should be provided).

12(b). Describe how the proposed combination is likely to affect the interests of intermediate and ultimate consumers and the development of technical and economic progress.

12(c). In your opinion, do the benefits of the proposed combination outweigh its adverse impact, if any? [Provide sufficient documents/material.]

12(d). Whether the efficiency gains generated by the combination are likely to enhance the ability and incentive of the new entity to act pro- competitively for the benefit of the consumers? Provide a description of and supporting documents relating to each efficiency (including cost savings, new product introduction, and service or product improvement) that the parties to combination anticipate will result from the proposed combination relating to any relevant product (in your opinion). Where reasonably possible, quantification to the efficiency and a detailed explanation of how the quantification was calculated be given. For efficiencies that involve cost savings, state separately the one time fixed cost savings, recurring fixed cost savings, and variable cost savings (in rupees per unit and rupees per year).

12(e). Furnish any other information which, in your opinion, may be relevant for assessment of the combination in relation to competition in the market (use separate sheets, if required).

13. Documents of compliance in present and past cases and filing in other jurisdictions:

13(a). Whether any order/judgement has been passed in a matter of the parties to combination on a competition issue by any Competition Authority/ Court/Tribunal/Government/Regulatory Authority in the last 5 years. If yes, provide details and attach certified copies of the orders/judgements.

13(b). Has any of the parties to combination filed any bankruptcy/ winding-up application to the relevant authorities? If yes, provide details.

13(c). Please furnish details of any application/notification/intimation/ information relating to the proposed combination filed in a High Court/ Company Law Board/ Securities and Exchange Board of India or any other Authority established under any law in India along with the status thereof and certified copies of the decision in the matter, if any.

13(d). Is this Combination subject to filing requirements in jurisdictions other than India? If yes, list the notified, or to be notified, jurisdictions. Furnish copies of notifications of the combination so filed. Also provide copies of decisions/orders of the competition agencies in other jurisdictions, if any.

14. If in your opinion, and with reference to the provisions of sub-section (4) of section 20 of the Competition Act, 2002, the proposed combination is not likely to cause an appreciable adverse effect on competition within the relevant markets in India, then state the reasons? [Attach documents/reports/materials sufficient to support your opinion]

Note:

If any additional information is needed, by the Commission for determining whether a combination would have the effect of or is likely to have an appreciable adverse effect on competition in the relevant market, the parties to the combination may be required to furnish the same.

DRAFT

VERIFICATION

Certified that this form together with all appendices and attachments thereto has been prepared and compiled under my supervision in accordance with the provisions of the Competition Act, 2002 and the rules and regulations made there under.

It is verified that the contents of this notice are true to the best of my knowledge and belief and nothing material has been concealed there from.

However, where specific data /information is not available due to the absence of authentic source, reasonable estimates have been made, which are to the best of knowledge true, correct and complete and in accordance with the provisions of the Competition Act, 2002 and the rules and regulations made there under.

First Applicant

Name (Please Print or Type) Son/Daughter of	Title
Signature	Date Place

(In case there are more than one applicants use the same format).

IMPORTANT: ALL COMBINING PARTIES MUST VERIFY THE CONTENTS
BY SIGNING ON EACH PAGE AND ON THIS PAGE

Subscribed and sworn to before me at the
City of _____ State of _____ Country of _____
The _____ day of _____ the year
Signature _____

My commission expires on _____

(Notary public)

[SEAL]

FORM III

[See regulation 5]

Form for filing of details of acquisitions under sub-section (5) of section 6 of the Competition Act, 2002

Registration number (to be assigned by Competition Commission of India)

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Date of receipt

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D D M M Y Y Y Y

1. Details regarding Party (ies) filing this notice:

Party (s)	Name: Designation Address: Telephones: Fax: E-mail: (in case there are more than one applicants use the same format for additional applicants)	
2. (i)	Describe the acquisition of control, shares (including share subscription or financing facility), voting rights or assets that the party giving notice has taken, and the modalities involved therein. Describe the loan, financing facility, investment etc that the party giving notice has given to the entity whose shares, assets or control are being acquired or are liable to be so acquired.	
(ii)	Also explain as to how the provisions of sub-section 4 of section 6 of the Act are applicable in this case (attach documents/reports etc).	
3.	Whether it that the acquirer/buyer is; (i) public financial institution or (ii) foreign institutional investor; or (iii) venture capital fund; or (iv) bank	
4.	Describe the nature and extent of acquisition and a justification to the effect that acquisition attracts the provisions of in sub-section (4) of section 6 of the Act.	
5.	Furnish details of approval by the Board of Directors of Acquirer or execution of Agreement or other document and also whether the notification is filed within the time	

	specified & in case of otherwise, the extent of delay in filing and the reasons thereof.			
6.	Whether the "Acquisition " is subject to foreign filing requirements and if yes, list the jurisdictions and furnish details of notice(s) filed.			
7.	Whether this original or corrective notice of acquisition and in case of latter, indicate the date of filing and attach a copy of original notice of acquisition.			
8	Indicate as to whether: (i) entity in which loan or investment has been made and (ii) any of the party in which the loan/investment has already been made, are engaged in identical, similar or substitutable "goods" or provision of "services" and if so, the details thereof.			
9.	To determine whether the acquisition meets the threshold limits as provided in section 5 (a) or (b) of the Act, furnish the following details*: (For the financial year immediately preceding the date of notice).			
	Party to the Acquisition	Value of Assets**		Aggregate Annual Turnover
		In India *** (Rs. In Crores)	Outside India (US \$ in Millions)	In India*** (Rs. In Crores)
				Outside India US\$ in Millions)
	Name and Address of parties:			
(For the current financial year till the date of notice).				
	Party to the Acquisition	Value of Assets**		Aggregate Annual Turnover
		In India*** (Rs. In Crores)	Outside India (US \$ in Millions)	In India*** (Rs. In Crores)
				Outside India US\$ in Millions)
	Name and Address Of parties:			

*The above figures shall be certified by the Chief Accounts Officer/ Chief Financial Officer of the Party concerned and supported by a certificate of Chartered Accountant in practice.

** the value of asset should be computed as provided in explanation (c) of section 5 of the Act. Rate of conversion of foreign exchange into Indian Rupees or US Dollars should be based on the average of last six months rates quoted on the London Foreign Exchange market.

***(1 crore = 10 million).

Note: The aggregate value of assets/annual turnover, for any party, should be in respect of all products or services and not merely for the relevant product (s)/service(s).

10. What is the 'relevant product market' of the products or services whose control, shares, assets or voting rights have been acquired or are being acquired.?

11. What is the 'relevant geographic market' of the products or services whose control, shares, assets or voting rights have been acquired or are being acquired.?

12. What is the relevant market for the acquisition keeping in view the relevant product market and relevant geographic market?

(In case relevant market has been worked on the basis of some study or is based on market report, the detail of the organization which conducted the study and furnished the report and whether the organization which conducted the study and furnished report is a related party and whether any grant has been made to such organization which has given the report.)

13. To determine 'control' *the following information is to be furnished.

Parties to acquisition	Details of entities exercising control	Form and manner in which control is exercised.	Details of common Directors / Partners/ Co-parceners/ Trustees.

* Note: Furnish details of the nature of direct as well as indirect control as the case may be.

14. To determine the 'group' to which the entity whose control, shares, assets or voting rights have been acquired or are being acquired would belong after the acquisition, in terms of Section 5(a)(ii), the following information is required:

Name of the enterprise & the details of Directors /partners/ Co-parceners / trustees	Relevant product	Market share	Value of Assets				Aggregate Annual Turnover			
			For the financial year till the date of notice		For the current financial year till the date of notice		For the financial year immediately preceding the date of notice		For the current financial year till the date of notice	
			Rs. Crores	US\$ (Mn)	Rs.(Cr.)	US& (Mn)	Rs. (Cr.)	US& (Mn)	Rs. (Cr.)	US\$ (Mn)

Note: Indicate the basis of falling in “group” i.e. whether any party to the combination exercises twenty-six per cent, or more of the voting rights in the other entity; or appoints more than fifty percent, of the members of the board of directors in the other entity; or control the management or affairs of the other entity.

15. In case the acquisition is under clause (b) of section 5, the following information be furnished to identify the entity that comprise the group to which the entity over which control has been acquired, along with the entity over which the acquirer has already direct or indirect control would jointly belong:

Name of the entity & details of Directors /Partners/ Coparceners / Trustees	Relevant product	Market share	Value of Assets				Aggregate Annual Turnover			
			For the financial year till the date of notice		For the current financial year till the date of notice		For the financial year immdtly preceding the date of notice		For the current financial year till the date of notice	
			Rs. in Crores	US\$ (Mn)	Rs.in (Cr.)	US& (Mn)	Rs.in (Cr.)	US& (Mn)	Rs.in (Cr.)	US\$ (Mn)

Note: The figures of value of assets as well as turnover should be supported by relevant annual reports and a copy of audited and unaudited accounts of the parties to combination.

Note: Indicate the basis of falling in “group” i.e. Whether any party to the acquisition exercise twenty-six per cent, or more of the voting rights in the other entity; or appoint more than fifty percent, of the members of the board of directors in the other entity; or control the management or affairs of the other entity.

16. Furnish a copy each of Annual Reports along with a copy each of adopted annual accounts for last three years alongwith unaudited accounts (when applicable) of parties to the acquisition.
17. In eventuality of the acquisition being subject to the applicability of provisions of Competition law of any overseas jurisdiction, is it that approval of such authority has been obtained and/or the status thereof. A copy of the notice so filed alongwith a copy of approval received, if any, may also be furnished.
18. Whether, in your opinion, the acquisition (including share subscription or financing facility) is likely to cause appreciable adverse effect on competition in markets in India?
19. Any other additional information which is felt relevant for the purposes of analysing the combination be furnished.

VERIFICATION

Certified that this form together with all appendices and attachments thereto has been prepared and compiled under my supervision in accordance with the provisions of the Competition Act, 2002 and the rules and regulations made there under.

It is verified that the contents of this notice are true to the best of my knowledge and belief and nothing material has been concealed there from.

However, where specific data /information is not available due to the absence of authentic source, reasonable estimates have been made, which are to the best of knowledge true, correct and complete and in accordance with the provisions of the Competition Act, 2002 and the rules and regulations made there under.

Name* Son/Daughter of	Title
Signature	Date Place

* Enclose letter of authorisation in original , duly and legally issued by the Public Financial Institution/ Foreign Institutional Investor/ Bank/ Venture Capital Fund.
(in case there are more than one applicants use the same format.)

Subscribed and sworn to before me at the

City of _____ State of _____

The _____ day of _____ the year

Signature _____

My Commission expires on _____

(Notary public)

[SEAL]

FORM IV

[See regulation 19 (2)]

Details of Combination proposed by -----under sub-section (2) of section 29 of the Competition Act, 2002

‘1. The Competition Commission of India is investigating into the (proposed) combination of (name and address) and (name and address). In order to determine as to whether this combination has or is likely to have an appreciable adverse effect on competition in the relevant market in India, the Commission shall have due regard to all or any of the factors given in sub-section (4) of section 20 of the Act.

2. The details of the combining parties are as under -:

- (i) Main products from which the parties derive revenue
- (ii) Area of operations of the parties including location of assets
- (iii) The control, shares, voting rights or assets being acquired
- (iv) Acquiring of control by a person or enterprise when such person has already, directly or indirectly, control over another enterprise engaged in production, distribution or trading of a similar or identical or substitutable goods or provision of a similar or identical or substitutable service
- (v) Brief details of the merger or amalgamation, as the case may be
- (vi) The proposed date of closing the transaction
- (vii) The groups to which the enterprises belong
- (viii) Any other information as the Commission may deem necessary;

3. Any person or member of the public having knowledge about the above parties may submit his/her/its objections in writing under sub-section (3) of section 29 of the Act to the Secretary, Competition Commission of India, The Hindustan Times House, 3rd Floor, 18-20, Kasturba Gandhi Marg, New Delhi-110001. The objections shall state how such person or member of the public is adversely affected or is likely to be affected by such combination, keeping in view the relevant provisions of the Competition Act, 2002. The basis of objections raised with regard to the proposed combination shall be substantiated with the help of the supporting materials/documents. The written objections along with the supporting materials/documents should reach the Secretary within fifteen working days from the date of this publication. The objections shall state the name, address, and contact details of the person or member of the public submitting it. The Commission is not likely to consider unsubstantiated objections.”;