



COMPETITION COMMISSION OF INDIA

(Combination Registration No. C-2015/04/265)



Fair Competition
For Greater Good

12th June 2015

Notice under sub-section (2) of Section 6 of the Competition Act, 2002 given by Tata Capital Limited and Omega TC Holdings Pte. Ltd.

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

1. On 13th April 2015, 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 ('**Act**') jointly filed by Tata Capital Limited ('**TCL**') and Omega TC Holdings Pte. Ltd ('**Omega**'). (Omega and TCL are together referred to as the '**Acquirers**').
2. The proposed combination relates to the acquisition of 26.33 percent of the fully paid up equity share capital of Tata Projects Limited ('**TPL**' or '**Target**') by Tata Capital Limited and Tata Opportunities Fund LP ('**TOF LP**') through its subsidiary Omega. As part of this proposed combination, TCL and TOF LP/Omega will acquire 2.21 percent and 24.12 percent of the fully paid up equity share capital of TPL, respectively. The Acquirers have submitted that they have entered into a Co-investment Agreement, according to which TCL has agreed to co-invest in each investment made by Omega in a pre-determined ratio.
3. The said notice has been given pursuant to the execution of four Share Purchase Agreement(s) ('**SPAs**') between the Target, the Acquirers and the respective selling shareholders of the Target (i.e. the companies who would sell shares held by them in the Target to Acquirers), and a Shareholders Agreement dated 26th March 2015 ('**SHA**') executed between the Target, the Acquirers and the existing shareholders of the Target (i.e., the companies who would continue to hold a percentage of the shares of the Target, post combination) .
4. TCL, a subsidiary of Tata Sons Limited ('**Tata Sons**'), is registered with the Reserve Bank of India as a systemically important non-deposit accepting core investment company. It is primarily an investment holding company which holds investments in



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its subsidiaries and other group companies. It sponsors private equity funds and acts as an investment manager and advisor to those funds directly or indirectly through its subsidiaries.

5. Omega, incorporated as a private limited company in Singapore, is a wholly owned subsidiary of TOF LP which is a private equity fund registered as a limited partnership in Singapore. It has been set up as an investment vehicle for making investment on behalf of TOF LP. As stated in the notice, neither TCL nor any of its subsidiaries have any ownership interest in TOF LP or Omega. TCL has a wholly owned subsidiary, namely, Tata Capital Pte. Ltd ('**TCPL**'), established in Singapore. TCPL, in turn, has set up a wholly owned subsidiary, Tata Capital Advisors Pte. Limited ('**TCAPL**') in Singapore. TCAPL has been appointed as the investment manager for TOF LP and it takes investment decisions on behalf of the latter. TCPL and TCAPL have set up Tata Opportunities General Partners LLP ('**TOGP LLP**') which has been appointed as the general partner of TOF LP. Based on perusal of the relevant documents submitted by the Acquirers, it is observed that TOGP LLP, in its capacity as general partner, controls day to day management of TOF LP and indirectly controls Omega since Omega is a wholly owned subsidiary of TOF LP.
6. The Target, which is stated to be belonging to the Tata Sons group and incorporated under the Companies Act 1956, is an infrastructure company providing engineering, procurement and construction ('**EPC**') services in key sectors of the economy, namely, power, transmission, metals, railways, water, oil & gas, in India.
7. It is observed that as per the provisions of the SHA, the Acquirers do not enjoy any veto rights regarding the strategic or commercial decisions of the Target and thus, have not acquired control over the Target.
8. It is also noted that there is no horizontal overlap between the parties to the combination in India and that the existing vertical relationship between the parties is insignificant and not likely to cause any competition concern.
9. 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



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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 and therefore, the Commission hereby approves the same under sub-section (1) of Section 31 of the Act.

10. This order shall stand revoked if, at any time, the information provided by the Acquirers is found to be incorrect.
11. The Secretary is directed to communicate to the Acquirers accordingly.