



Fair Competition
For Greater Good

COMPETITION COMMISSION OF INDIA
(Combination Registration No.C-2015/07/291)

25.08.2015

**Notice under Section 6 (2) of the Competition Act, 2002 given by
Edison Acquisition Sub, Inc. and Raritan, Inc.**

CORAM

Mr. Ashok Chawla
Chairperson

Mr. S. L. Bunker
Member

Mr. Sudhir Mital
Member

Mr. Augustine Peter
Member

Mr. U. C. Nahta
Member

Mr. M. S. Sahoo
Member

Mr. Justice (retd.) G. P. Mittal
Member

Legal Representatives of the parties:

Nishith Desai Associates, Mumbai

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

1. On 10th July 2015, the Competition Commission of India (“**Commission**”) received a notice jointly filed by Edison Acquisition Sub, Inc. (“**Edison**”) and Raritan, Inc. (“**Raritan**”) under sub-section (2) of Section 6 of the Competition Act, 2002 (‘**Act**’) (Hereinafter, Edison and Raritan are collectively referred to as “**Parties**”).
2. The notice was given in respect of a proposed combination relating to the merger of Edison, a wholly owned subsidiary of Legrand Holdings Inc. (“**Legrand**”), with Raritan, pursuant to



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an Agreement and Plan of Merger entered, *inter alia*, between the Parties on 14th June 2015 (“**Merger**”). As a condition precedent to the Merger, Raritan’s software business for data centres will be demerged into its wholly owned subsidiary, Sunbird Software Inc. (“**Sunbird**”) (“**Demerger**”). Pursuant to the Demerger, Raritan’s principal shareholders will become the shareholders of Sunbird. Following the Demerger, Edison will merge into and with Raritan, as a result of which Edison will cease to exist and Raritan will be the surviving entity. The exiting principal shareholders of the Raritan will be paid cash consideration as part of the proposed combination. Accordingly, Raritan will become a wholly owned subsidiary of Legrand upon consummation of the proposed combination.

3. Edison, a US corporation, is stated to be created for the purpose of the proposed combination and therefore, does not carry out any business activity at present. Legrand, the parent of Edison, a US corporation, is engaged globally in the business of electrical equipment and digital systems infrastructure that is used in buildings including commercial, industrial and residential. It operates in India through Novateur Electrical & Digital Systems Private Limited (“**Novateur**”) and Adlec Power Private Limited (“**Adlec**”). Novateur is a wholly owned subsidiary of Legrand. Adlec is a joint venture company and 70 per cent of its share capital is held by Legrand. They are engaged in trading and manufacture on electrical products and equipment in India.
4. Raritan, incorporated in Delaware, US, is stated to be engaged in the business of creating, developing, manufacturing, selling, distributing, delivering and maintaining hardware for data centres and providing related service. It is also engaged in the provision of similar services for software in the power management solutions industry and related services for data centres. It is present in India through Raritan International India Private Limited (“**RIIPL**”), which acts as a sales agent for Raritan in India. It does not manufacture any products in India.
5. It is observed that there is no horizontal overlap between the businesses of the Parties in India as Legrand caters to the electrical and digital equipments used in the building industry whereas RIIPL operates as an end to end hardware and software solutions provider for data centres. Further, it is observed that there is no vertical relationship between the Parties since they are not engaged in any activity relating to the production, supply, distribution, storage, sale and service or trade in products or provision of services which are at different stages or levels of production chain.
6. 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 and therefore, the Commission, hereby, approves the same under sub-section (1) of Section 31 of the Act.



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