

SUMMARY UNDER REGULATION 13(1B) OF THE COMBINATION REGULATIONS

1. A joint venture agreement was entered into on 25 September 2015 between Andhra Pradesh Gas Distribution Corporation Limited (**APGDC**), GDF Suez Energy International Global Developments B.V. (**Engie**) and Shell Gas B.V. (hereinafter referred to as **Shell**) for incorporation of a company (herein after referred to as the **TermCo**) for the development of a floating LNG import, storage, re-gasification and regasified LNG ("**RLNG**") send out terminal Project at Kakinada, Andhra Pradesh, India (herein after referred to as **TermCo**). On the same date of the Term Co JV, a joint venture agreement was entered into between GAIL (India) Limited (herein after referred to as GAIL), Engie and Shell for setting up of a joint venture company (herein after referred to as TradeCo or the TradeCo. JV).

APGDC

2. APGDC was established primarily for creating gas infrastructure in the State of Andhra Pradesh. APGDC is authorized to lay the Kakinada – Srikakulam pipeline connecting the various demand centers and also to construct and operate the city gas distribution systems in the two districts of East and West Godavari districts of Andhra Pradesh

Shell

3. Shell forms a part of global group of energy and petrochemical companies which has operations in more than 70 countries and territories and businesses including oil and natural gas exploration, production and marketing; manufacturing, marketing and shipping of oil products and chemicals; and renewable energy products. Shell is organized into Upstream, Downstream and Project & Technology businesses.
4. In India, Shell is primarily active in the wholesale and downstream supply of natural gas. Shell also sells bitumen, lubricants, fuel products, aviation fuel, chemicals and provides technical services in India. Additional information about Shell is available at <http://www.shell.com/>.

GAIL

5. GAIL is a leading marketer and transporter of natural gas in India and is an international player in LNG business. GAIL has a presence across the entire gas value chain with activities ranging from gas transmission and marketing to processing (for fractionating LPG, Propane, SBP Solvent and Pentane), transmission of LPG, and production and marketing of petrochemicals like HDPE and LLDPE. GAIL has also extended its presence in power, LNG re-gasification, city gas distribution and exploration and production through equity and joint venture participations. Gas transmission is one of the core competencies of GAIL and it draws strength from about 11,000 km of natural gas pipeline network.

Engie

6. Engie group provides highly efficient and innovative solutions to individuals, cities and businesses by relying on diversified gas-supply sources, flexible and low-emission power generation as well as unique expertise in three key sectors: LNG, energy efficiency services, and independent power production.

Relevant market

7. The Parties submit that the relevant market to be taken into account for the proposed transaction would be:
 - a. First relevant market is wholesale supply of natural gas. The geographic scope of the wholesale natural gas market is worldwide as natural gas can be transported from production sites either in a gaseous form, allowing it to be transported across continents via international network of pipelines, or as LNG enabling it to be transported by ship.
 - b. Second relevant market would be downstream supply of natural gas which is national in scope in India.