

Short Summary

1. **Name of the Parties:** Starwood Hotels & Resorts Worldwide (“**Starwood**”) and Marriott International Inc. (“**Marriott**”).

2. **Nature of Transaction:** Vide the proposed transaction, Marriott will acquire Starwood. Parties submit that the proposed transaction is an acquisition and eligible for Target Exemption. It involves multiple steps including preparatory inter-group mergers.

3. **Area of Activity:** Both Starwood and Marriott are international hotel companies. Marriott is a global diversified hospitality company, and operates, franchises and licenses hotels and timeshare properties in 85 countries and territories under several brands. Starwood is also a hospitality company with more than 1270 properties in about 100 countries.

4. Marriott and Starwood manage or franchise upscale hotel accommodation and related services under different brand names in India. Neither Marriott nor Starwood own or lease any hotels in India.

5. **Agreement/ Board Approval:** The Proposed Acquisition will be notified, pursuant to the board approvals dated 15 November 2015 for terms of the “Agreement and

Plan of Merger” (the “**Agreement**”) signed on 15 November 2015 to effect an acquisition of Starwood by Marriott.

6. **Relevant Market:** The present transaction affects the hotels and hospitality industry in different Indian cities. Hence, Parties proposed that the relevant market is the market for hotels in different cities of India.
7. A narrower market definition is also proposed to further assist the Hon’ble Competition Commission of India (“**CCI**”). The proposed transaction is between parties who are active in the upscale, 4* and 5* categories of hotels in different cities in India. Hence, the parties have also presented data based on such a definition of the market. However, even if such a market definition is adopted, the Proposed Acquisition does not cause an Appreciable Adverse Effect on Competition (“**AAEC**”) in India.
8. **Impact of Combination:** The hotel market in India is well established and presents innumerable choices to its customers. New entrants like branded hotel aggregators ZO, OYO rooms etc offer quality, standardised services at economical prices. Additionally, these aggregators offer an online reservation platform that allows access to consumers across the world. Similarly, several hotels, across price points and star categories are listed on online travel portals like Yatra, Makemytrip etc. Resultantly, there are several options available to the consumer in the Indian market and consumers enjoy a countervailing bargaining power.

9. Even in the relevant market of 4 and 5 star hotels in India, there are several well established players. Due to the choices available to the consumer in the upscale category, each player is subject to competitive constraints from its competitors. Resultantly, the Proposed Acquisition is unlikely to cause an AAEC in Indian cities.