

Summary of the Proposed Combination

*[In terms of Regulation 13 (1A) of the Competition Commission of India
(Procedure in regard to the transaction of business relating to
combinations), 2011, as amended]*

A. Parties to the Proposed Combination

1. The Parties to the proposed combination are:
 - a) Nippon Express (South Asia & Oceania) Pte. Ltd. (“**Acquirer**”); and
 - b) Future Supply Chain Solutions Limited (“**Target**”)jointly referred to as the “**Parties**”.

B. The nature and purpose of the combination

2. The proposed combination pertains to the acquisition by the Acquirer of approximately 22% of the total issued and paid up share capital of the Target, on a fully diluted basis (“**Proposed Combination**”).
3. The Proposed Combination is a share acquisition under Section 5(a) of the Competition Act, 2002 (as amended) (“**Act**”).

Purpose of the Proposed Combination

4. By way of the Proposed Combination, the Acquirer seeks to enhance its domestic logistics business in India in order to capture the increasing domestic demand and provide end to end logistics services to its customers. The Proposed Combination will assist the Parties to explore synergies between the two

organisations and to jointly evaluate leveraging the Acquirer's competency in diverse sectors for the Indian market.

C. The products, services and business(es) of the parties to the combination

Acquirer

5. The Acquirer is a Singapore-based wholly owned subsidiary of Nippon Express Co. Ltd. ("**Acquirer Group**") and serves as the regional headquarter of the Acquirer Group, with operations over the South Asian and Oceania regions. The Acquirer Group is a Japan-based global logistics company which provides one-stop logistics services globally which include, mode-specific transport services, industry-specific transport services, specialized transport services, global supply chain management, warehouse and distribution services, etc.
6. In India, the Acquirer/Acquirer Group is present through its subsidiaries namely, (a) Nippon Express (India) Private Limited ("**NE India**"); (b) Nittsu Logistics (India) Private Limited ("**Nittsu Logistics**"); and (c) Nittsu Shoji (India) Pvt. Ltd. ("**Nittsu Shoji**"). NE India, Nittsu Logistics, and Nittsu Shoji are collectively referred to as "**India Subsidiaries**".
7. The India Subsidiaries are engaged in providing a range of logistics services in India such as: (a) domestic and international freight transport (air/marine forwarding); (b) contract logistics; (c) domestic transportation / trucking services; and (d) relocation and removal services.

Target

8. The Target is a third-party supply chain and logistics service provider in India which offers automated and IT-enabled warehousing, distribution and other logistics solutions. These services include, (a) contract logistics; (b) express logistics; and (c) temperature-controlled logistics. The Target offers warehousing and distribution services, “hub-and-spoke” transportation model and automated technology systems to cater to its customers’ supply chain needs. Additionally, the Target also provides international freight forwarding services by water routes and air routes.

D. Respective markets in which the parties operate

9. The business activities of the Parties horizontally overlap with respect to the following services:

- a) provision of third-party logistics (“**3PL**”) or contract logistics services;
- b) provision of road transportation services;
- c) provision of cross-border freight forwarding services by water routes; and
- d) provision of cross-border freight forwarding services by air routes.

10. Accordingly, the relevant markets for assessing the Proposed Combination may be defined as follows:

- a) the market for the provision of 3PL or contract logistics services in India;
- b) the market for the provision of road transportation services in India;
- c) the market for the provision of cross-border freight forwarding services in India by water routes; and
- d) the market for the provision of cross-border freight forwarding services in India by air routes.

11. The Proposed Combination will not cause any appreciable adverse effect on competition in India irrespective of the manner in which the markets are defined.
