

Notes to Form I

In terms of Regulation 5(3A) of the Competition Commission of India (Procedure in regard to the transaction of Business relating to Combinations) Regulations, 2011, the parties are required to give notice in Form I in accordance with the notes to Form I.

Paragraph	Description
Part I	
1.3 - 1.6	i. The contact details should be correct and to up to date.
1.9	i. The role of the party to the combination, i.e., whether the party is an acquirer or a target or a party to the merger or amalgamation is required to be clearly identified. In case of joint venture, being incorporated under the proposed combination, please indicate if one or more parties to the combination is/are transferring its assets to the joint venture company.
1.10	i. Please provide the 4 digit national industrial classification of the activities of the parties to the combination on the basis of National Industrial Classification, 2008 ("NIC"). In addition to the above, the six digit classification provided in NIC may also be indicated. However, such classification is not binding on the Commission and is used only for the purposes of reference.
1.11	i. In the event a pre-filing consultation was scheduled regarding the proposed combination, please indicate the date on which such pre-filing consultation took place.
1.12	<p>i. In case of acquisitions, the information regarding authorized person is to be provided for the acquirer only.</p> <p>ii. In the event the notifying party is an Indian company, please provide a certified copy of the board resolution authorizing the said person(s) to sign the notice. For body corporates organised/incorporated under foreign laws, the following documents may be submitted:</p> <p style="padding-left: 40px;">a. for body corporates which are required to pass board resolutions for such authorisation, a certified copy of the board resolution authorizing the said person(s) to sign the notice;</p> <p style="padding-left: 40px;">b. for body corporates which under the laws applicable to such enterprises are not required to pass a board resolution for such authorisation, an authorisation letter issued by any of any of the key managerial personnel (i.e., Chief Executive Officer or the Managing Director, Company Secretary, Director, Chief Financial Officer or their equivalent as per the applicable law) in favour of the person signing the notice. The said authorisation should be printed on the company letter head and should, wherever applicable, bear the company seal or its equivalent as per the applicable law.</p>
Part II	
2	i. In the event a demand draft/pay order/banker's cheque for fees has been deposited, please provide details such as demand draft/pay order/banker's cheque number, the

Paragraph	Description
	name of the issuer bank along with the date of issue. Please also attach a copy of the same along with the notice, where applicable. In the event payment is made through electronic banking, please provide a copy of the remittance acknowledgement.
Part III	
3	i. Please provide details of the person located in India who is authorized to receive communication(s) on behalf of the notifying party(ies) from the Commission. Please indicate whether such person is also authorized to make submissions on behalf of the notifying party(ies), including but not limited to submitting response to the letters issued by the Commission. An authorization letter regarding the same should be provided in the format provided at Annexure 'A' along with the notice.
Part IV	
4	<p>i. Please indicate under which clause(s) of section 5 of the Act is the combination notifiable along with the reasons thereof.</p> <p>ii. Please provide details of the assets and turnover of the parties to the combination. The following should be taken into account while providing the said details:</p> <ol style="list-style-type: none"> a. In the event the assets and/or turnover in India include the assets and/or turnover of the companies based outside India, please provide separately the assets and/or turnover of Indian companies and those of the foreign companies. b. The worldwide assets and turnover figures should be provided in USD million. c. The assets and turnover provided on a worldwide basis should include the assets and turnover of the parties to the combination in India.
Part V	
5	<p>i. In accordance with sub-regulation (1A) of regulation 13 of the Combination Regulations, the summary to be filed with the Commission must not contain any confidential information and must not be less than 2000 words. The summary must provide details regarding the combination, including, <i>inter alia</i>, (a) the products, services and business(es) of the parties to the combination; (b) the values of assets/turnover for the purpose of section 5 of the Act; (c) the respective markets in which the parties to the combination operate; (d) the details of agreement(s)/other documents and the board resolution(s) executed/passed in relation to the combination; (e) the nature and purpose of the combination; and (f) the likely impact of the combination on the state of the competition in the relevant market(s) in which the parties to the combination operate.</p> <p>ii. A separate summary is required under sub-regulation (1B) of regulation 13 of the Combination Regulations. The said summary will be published on the website of the Commission. It must not contain any confidential information and must not be more than 500 words. The summary must provide details such as such as, (a) name of the parties to the combination; (b) the type of the combination; (c) the area of activity of the parties to the combination; and (d) the relevant market(s).</p> <p>iii. An electronic version of the above summaries should also be filed with the Commission at the time of filing the notice.</p>
Part VI	
6.2	i. Regarding type of combination, please indicate whether the proposed combination is:

Paragraph	Description
	<ul style="list-style-type: none"> a. Acquisition of shares. b. Acquisition of voting rights. c. Acquisition of assets. d. Acquisition of control. e. Merger or amalgamation. f. Composite transaction (in such case, identify which of the above elements are involved).
6.2.1	i. In the event a combination involves multiple steps, such steps should be clearly indicated (supported by diagrams) and the ownership structure (including control) after each step must be provided.
6.2.2	<p>i. The structure, ownership and control, prior to and post the combination, of the parties to the combination and the enterprises whose structure, ownership and control will be directly or indirectly affected by the combination should be illustrated by way of organization charts or diagrams.</p> <p>ii. Please also provide details of structural and/or financial links between (i) the acquirer and the target and/or (ii) the merging parties, taking into account the following:</p> <ul style="list-style-type: none"> a. Do the parties to the combination have common directors? If yes, please provide details. b. Are there any inter corporate loans and/or inter corporate deposits between the parties to the combination? If yes, please provide details. c. Is there a technology license/technical collaboration agreement between the parties to the combination? If yes, please provide details. d. Do the parties to combination have shareholding in each other or have shareholding in a common enterprise. If yes, please provide details.
6.2.3	i. The value of the transaction should be provided in Indian rupees (in Indian numbering system). In the event the assets are being transferred, the value of assets and consideration thereof must be indicated. For combinations involving open offer, the consideration which would be payable if the open offer is fully accepted must be indicated along with the minimum consideration agreed to be paid by the acquirer to the promoters/ sellers other than public.
6.3	i. For purpose of the combination, please provide detail of economic rationale of the combination from the perspective of each party to the combination. The details of how the purpose of the combination would be achieved should be clearly stated.
6.4	i. If the proposed combination is notified in other jurisdictions, list the notified or to be notified jurisdictions along with the certified copy(ies) of the order(s)/decision(s) passed in that jurisdiction. In the event the order/decision is not in English, please provide an English translation of the order/decision in accordance with Regulation 7 of the Competition Commission of India (General) Regulations, 2009.
6.5	<p>i. Notifying parties must also provide the following supporting documents:</p> <ul style="list-style-type: none"> a. Copies of the most recent annual reports and accounts of the parties to the combination.

Paragraph	Description									
	<p>b. Only in cases wherein there are overlapping goods/services between the parties to the combination or the parties to the combination are engaged in different stages of production/supply/distribution/storage/sale and service or trade in products or provision of services or the parties to the combination are engaged in supply of complimentary, non-competing but related goods/services, provide copies of all presentations prepared by or for or received by any members of the board of management, or the board of directors, or the supervisory board, as applicable in the light of the corporate governance structure, or the other person(s) exercising similar functions (or to whom such functions have been delegated or entrusted), or the shareholders' meeting, analyzing the combination. For each document, indicate the date of preparation and the name and title of the addressee(s).</p>									
6.6	<p>i. The justification for the length/ scope of the non-compete agreement may be provided by taking into account, <i>inter alia</i>, the following factors:</p> <ol style="list-style-type: none"> Time taken by a new entrant to gain at least 5 per cent share in the relevant market. Nature of industry. Time required for obtaining regulatory approvals in the industry and the gestation period specific to the sector. Any other transaction with specific details 									
Part VII										
7.2	<p>i. The list of products/services of the parties to the combination must be provided in the following format:</p> <table border="1" data-bbox="343 1249 1377 1485"> <thead> <tr> <th data-bbox="343 1249 724 1361"></th> <th data-bbox="724 1249 1038 1361">Products / Services of 1st Party to the combination</th> <th data-bbox="1038 1249 1377 1361">Products / Services of 2nd Party to the combination</th> </tr> </thead> <tbody> <tr> <td data-bbox="343 1361 724 1406">Directly</td> <td data-bbox="724 1361 1038 1406"></td> <td data-bbox="1038 1361 1377 1406"></td> </tr> <tr> <td data-bbox="343 1406 724 1485">Through subsidiary(ies)</td> <td data-bbox="724 1406 1038 1485"></td> <td data-bbox="1038 1406 1377 1485"></td> </tr> </tbody> </table>		Products / Services of 1 st Party to the combination	Products / Services of 2 nd Party to the combination	Directly			Through subsidiary(ies)		
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7.4	<p>i. The details of the activities of the parties to the combination regarding different stages of production/supply/distribution/storage/sale and service or trade in products or provision of services must be provided in the format provided below:</p> <table border="1" data-bbox="320 376 1469 640"> <thead> <tr> <th data-bbox="320 376 555 562">Name of the overlapping good or service</th> <th data-bbox="555 376 810 562">Description of vertical relationship</th> <th data-bbox="810 376 1066 562">Manufactured /sold /provided by</th> <th data-bbox="1066 376 1469 562">Link with the Party(ies) to the combination (including each of the enterprise listed in response to paragraph 7.5]</th> </tr> </thead> <tbody> <tr> <td data-bbox="320 562 555 640"></td> <td data-bbox="555 562 810 640"></td> <td data-bbox="810 562 1066 640"></td> <td data-bbox="1066 562 1469 640"></td> </tr> </tbody> </table>	Name of the overlapping good or service	Description of vertical relationship	Manufactured /sold /provided by	Link with the Party(ies) to the combination (including each of the enterprise listed in response to paragraph 7.5]				
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7.5	<p>i. The details regarding shareholding and/or control over enterprises must be provided in the following format:</p> <table border="1" data-bbox="320 792 1461 1021"> <thead> <tr> <th data-bbox="320 792 539 978">Name of the enterprise</th> <th data-bbox="539 792 874 978">Shareholding held by and/or shareholders [Acquirer / Target/Merging Party(ies)]</th> <th data-bbox="874 792 1110 978">Whether controlled by the party(ies) to the combination</th> <th data-bbox="1110 792 1461 978">Veto rights enjoyed by the party(ies) to combination</th> </tr> </thead> <tbody> <tr> <td data-bbox="320 978 539 1021"></td> <td data-bbox="539 978 874 1021"></td> <td data-bbox="874 978 1110 1021"></td> <td data-bbox="1110 978 1461 1021"></td> </tr> </tbody> </table>	Name of the enterprise	Shareholding held by and/or shareholders [Acquirer / Target/Merging Party(ies)]	Whether controlled by the party(ies) to the combination	Veto rights enjoyed by the party(ies) to combination				
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7.6	<p>i. Describe the sector/industry to which the combination belongs, highlighting any characteristics that are specific to India, including the following: -</p> <ol style="list-style-type: none"> a. Supply chain(s) of which overlapping goods or services are a part. b. Intermediate customers. c. End-customers. d. Importance of innovation and intellectual property rights. e. Legal and regulatory provisions specific to industry/sector. f. Role of imports and emerging technologies. 								
Part VIII									
8.1	<p>i. The definition of relevant market should be provided taking into account the following:</p> <ol style="list-style-type: none"> a. Under sub-section (1) and (2) of Section 20, the Commission is required to determine whether a combination has caused or is likely to cause an appreciable adverse effect on competition in India. To assist the Commission in its inquiry, the parties are required to identify the relevant product market and the relevant geographic market in relation to the combination. b. Sub-section (4) of Section 20 lists out the factors to be considered by the Commission while determining whether a combination would have the effect of or is likely to have an appreciable adverse effect on competition in the relevant market. c. The notifying party(ies), therefore, must provide the information requested in this 								

Paragraph	Description
	<p>Form I having regard to the following definitions:</p> <p>ii. <u>Relevant product market</u></p> <p>Section 2(t) of the Act defines relevant product market as “a market comprising all those products or services which are regarded as interchangeable or substitutable by the consumer, by reason of characteristics of the products or services, their prices and intended use.”</p> <p>Further, factors relevant to the assessment of the relevant product market include, <i>inter alia</i>, the analysis of why the products or services in these markets are included and why others are excluded by using the above definition and having regard to, for example, the classification of industrial products, substitutability of products and services, physical characteristics or end-use, price, consumer preferences cross-price elasticity of demand, other relevant factors, such as supply side substitutability in appropriate cases.</p> <p>iii. <u>Relevant geographic market</u></p> <p>Section 2(s) of the Act defines relevant geographic market as “a market comprising the area in which the conditions of competition for supply of goods or provision of services or demand of goods or services are distinctly homogenous and can be distinguished from the conditions prevailing in the neighbouring areas.”</p> <p>Further, the factors relevant to the assessment of the relevant geographic market include, <i>inter alia</i>, the nature and characteristics of the products or services concerned, regulatory trade barriers, local specification requirements, national procurement policies, transport costs, need for secure or regular supplies or rapid after-sales services, language, consumer preferences; adequate distribution facilities, appreciable differences in the party(ies)’s market shares between the neighbouring geographic areas, substantial price differences.</p> <p>iv. In order to assist the Commission in its investigation, please provide, wherever applicable, plausible alternative definition(s) of relevant product and geographic market, including the narrowest possible definition. Please provide full and true disclosure regarding the definition (including alternative definition) of relevant market, even if the parties are of the opinion that a particular definition may not be suitable in the context of the combination or that there are reasons why certain products/services should not be included while defining the relevant market.</p>
8.3 and 8.4	<p>i. The market size and market share of the parties to the combination (including the entities which have been listed in response to paragraph 7.5) and their top competitors must be provided in the format provided below. This information should be separately provided for each of the party(ies) to the combination (including the enterprises mentioned in response to paragraph 7.5) for each relevant market.</p>

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	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2" style="text-align: center;">Market size (for period___)</th> <th colspan="2" style="text-align: center;">Market share of Acquirer/ Merging party (for period___)</th> <th colspan="2" style="text-align: center;">Market share of Target/ Merged party (for period___)</th> <th colspan="2" style="text-align: center;">Combined market share (for period___)</th> <th colspan="2" style="text-align: center;">Each competitor's market share (for period___)</th> </tr> <tr> <th style="width: 50%;">Volume</th> <th style="width: 50%;">Value</th> </tr> </thead> <tbody> <tr> <td colspan="10" style="padding: 10px;"> <p>ii. The markets share figures should preferably be based on the reports available in public domain and/or prepared by the independent third parties. Please indicate the source clearly. In the event such reports are not available, the parties to the combination may submit their internal estimates. In such case, the rationale and full methodology of calculation should be submitted with the Commission.</p> <p>iii. Further, with regard to the vertical links, please provide the following details:</p> <ol style="list-style-type: none"> a. Extent of vertical integration pre combination and how the same will be strengthened by the proposed combination. b. Extent of vertical integration of the competitors of the parties to the combination. <p>iv. Where the parties to the combination deem fit, they may provide relevant information with regard to the factors provided in sub-section (4) of section 20 of the Act.</p> </td> </tr> </tbody> </table>	Market size (for period___)		Market share of Acquirer/ Merging party (for period___)		Market share of Target/ Merged party (for period___)		Combined market share (for period___)		Each competitor's market share (for period___)		Volume	Value	Volume	Value	Volume	Value	Volume	Value	Volume	Value	<p>ii. The markets share figures should preferably be based on the reports available in public domain and/or prepared by the independent third parties. Please indicate the source clearly. In the event such reports are not available, the parties to the combination may submit their internal estimates. In such case, the rationale and full methodology of calculation should be submitted with the Commission.</p> <p>iii. Further, with regard to the vertical links, please provide the following details:</p> <ol style="list-style-type: none"> a. Extent of vertical integration pre combination and how the same will be strengthened by the proposed combination. b. Extent of vertical integration of the competitors of the parties to the combination. <p>iv. Where the parties to the combination deem fit, they may provide relevant information with regard to the factors provided in sub-section (4) of section 20 of the Act.</p>											
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8.5	<p>i. The contact details for each category, i.e., competitors, customers and suppliers must be provided separately in the format provided below (softcopy should be in excel) :</p> <table border="1" style="width: 100%; border-collapse: collapse; text-align: center;"> <thead> <tr> <th style="width: 12.5%;">Type:</th> <th style="width: 12.5%;">Company</th> <th style="width: 12.5%;">City</th> <th style="width: 12.5%;">State</th> <th style="width: 12.5%;">Name of the person to be contacted and designation</th> <th style="width: 12.5%;">Phone (STD) - (number)</th> <th style="width: 12.5%;">Email</th> <th style="width: 12.5%;">Fax</th> </tr> </thead> <tbody> <tr> <td>(a) customer</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(b) competitor</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(c) supplier</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>	Type:	Company	City	State	Name of the person to be contacted and designation	Phone (STD) - (number)	Email	Fax	(a) customer								(b) competitor								(c) supplier							
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Paragraph	Description				
	Downstream Market				
	Product/ Service	Market size	Market share		
			Party 1/ Party 2	Competitor 1	Competitor 2

Annexure A

[Template of Authorisation Letter]

[To be printed on the letter head of the Company]

AUTHORISATION LETTER

[Name of the Company], [Address of the Company], duly represented by [insert the name of the company official signing this authorisation letter and the designation of such official], hereby authorises [Name of the Lawyers] for the purpose of acting on behalf of [insert name of the company] in relation to the notice filed by [insert name of the company] in terms of Section 6(2) of the Competition Act, 2002 read with applicable regulations for [acquisition of _____ / merger with _____] ("**Proposed Combination**").

By way of this authorisation, we authorise [name of the Lawyers] to make submissions on our behalf, including but not limited to responding to the correspondence received from the Commission.

Signed the [Date] in [Place]

[Name and Designation of the company official authorised to sign.]