

### 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 (**Combination Regulation**), the parties are required to give notice in Form I in accordance with the notes thereto. Notes to the Form I are as under:

Item	Description
<b>Part I</b>	
1.1	<p>1.1. Legal names of parties to the combination and their role:</p> <p>i. The role of the party to the combination, <i>i.e.</i>, whether the party is an acquirer or a target or a party to the merger or amalgamation (transferor and transferee) is required to be clearly identified. In case of a joint venture, please indicate if one or more parties to the combination is/are transferring its business/assets to the joint venture.</p> <p>ii. In case, an acquisition is to be done through any of the group company or affiliate (s) (already in existence or to be created), complete details of the acquiring entity is to be provided.</p>
1.2	1.2. Legal status of the parties to the combination (Company/Firm/LLP/Trust <i>etc.</i> ):
1.3	1.3. Jurisdiction of incorporation/formation:
1.4	1.4. Registration number (if applicable):
1.5	1.5. Complete registered address / principal business address:
1.6	<p>1.6. Name of the person signing on behalf of the parties to the combination and his contact details (email address, telephone number, mobile number, including country/city/area code):</p> <p>1.7. Complete address and contact details in India:</p> <p>1.8. Website address:</p> <p>i. Details should be correct and to up to date.</p> <p>ii. In addition, the Parties shall also identify and mention name, designation email id and mobile no. of the officer/manager at senior level of each party having knowledge about the business, who shall be present during the meetings with officers of the Commission. Such person may or may not be the person signing on behalf of the parties to the combination.</p>
1.7	
1.8	
1.9	
1.9	<p>1.9. Relevant 4-digit National Industrial Classification of the activities of the parties to the combination:</p> <p>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. However, such classification is not binding on the Commission and is used only for the purposes of reference.</p>
1.10	1.10. Date of pre-filing consultation, if any:

**Part II**

2. 2. Particulars of fee deposited.
- Where, 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 name of the issuing bank along with the date of issue. Please also attach a copy of the same along with the notice, where applicable. Where, payment is made through electronic banking, please provide a copy of acknowledgement of the remittance.

**Part III**

3. 3. Name, complete address and contact details of Individual(s) in India who is authorised to receive communication(s) on behalf of the notifying party(ies).
- 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 submission of response(s) 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.
  - ii. A person or an enterprise may either appear in person or authorise one or more chartered accountants or company secretaries or cost accountants or legal practitioners or any of his or its officers to present his or its case before the Commission.

**Part IV**

4. 4. Details of assets and turnover of the parties to the combination in the format given below:

Name of the Parties	Assets (as on ____)			Turnover (for FY____)		
	In India (INR crore)	Worldwide		In India (INR crore)	Worldwide	
		USD (million)	INR (crore)		USD (million)	INR (crore)
Party 1						
Party 2						
Combined						

- i. Please provide details of the assets and turnover of the parties to the combination and group thereof. The following should be taken into account while providing the said details:
- a. For determination of assets and/or turnover in India, please provide separately the assets and/or turnover of companies registered in India and those incorporated in foreign jurisdiction(s);
  - b. The assets and turnover provided on a worldwide basis should include the assets and turnover of the parties to the combination in India.

	<p>ii. While checking thresholds on enterprise or group basis, assets and turnover are to be considered in accordance with substance of the transaction and not merely by their form.</p> <p>For example, if A acquires B through a SPV, then for enterprise level testing of threshold under Section 5 of the Act, asset and turnover of A shall also be considered along with those of the SPV.</p> <p>iii. For testing of thresholds under Section 5 of the Act, Parties may also avail guidance through FAQs available on the website of the Commission.</p> <p>iv. Please indicate clause(s) of section 5 of the Act under which the combination is notified, along with the reasons thereof.</p>
<b>Part V</b>	
5.1	5.1. Scope of the combination notified pursuant to sub-section (2) of section 6 of the Act (with reference to relevant clause under the agreement(s), as applicable):
5.1.1.	<p>5.1.1. Details of acquisition or merger or amalgamation, as the case may be, with reference to relevant clause of section 5;</p> <p>i. Explain scope of the proposed combination and indicate whether the proposed combination is (i) Acquisition of shares, (ii) Acquisition of voting rights, (iii) Acquisition of assets, (iv) Acquisition of control, (v) Merger or amalgamation, or (vi) combination of one or more of the above transactions (in such a case, identify which of the above elements are involved).</p> <p>For example, if acquisition of shares is made in tranches over a period, it is to be specified in clear terms the detail of each tranche(s) and the tranche(s) for which approval is sought.</p> <p>ii. The details of all agreement(s)/other documents executed or to be executed in relation to or pursuant to the proposed combination and the board resolution(s) passed/to be passed in relation to the proposed combination;</p> <p>iii. Mention all the relevant clauses of all agreements/other document/resolution etc.</p>
5.1.2	<p>5.1.2. Any other transaction(s) that is/are inter-connected, in terms of sub-regulation (4) and / or (5) of regulation 9 of these regulations; and</p> <p>Complete details of all the inter-connected transaction(s) alongwith reason(s)/justification(s) for the same.</p>
5.1.3	<p>5.1.3. Right(s) acquired or arising out of or in connection with the transaction(s) referred to at 5.1.1 and 5.1.2 above.</p> <p>Rights such as:</p>

	<ul style="list-style-type: none"> <li>i. veto rights;</li> <li>ii. affirmative voting right;</li> <li>iii. any other rights or advantage of commercial nature;</li> <li>iv. right or ability to appoint member or observer on the board of directors; and/or</li> <li>v. information sharing rights</li> </ul> <p>in a party to the combination or any other another enterprise (s).</p>
5.2	<p>5.2. Step(s) to give effect to the combination, along with timelines for each step(s) of the combination.</p> <p>Where, a combination involves multiple steps, details of each step should be clearly indicated (supported by diagrams) along with conditions to be fulfilled, consideration involved and timelines.</p>
5.3	<p>5.3. Economic and strategic purpose (including business objective and rationale for each of the parties to the combination and the manner in which they are intended to be achieved) of the combination.</p> <p>For purpose of the combination, please provide detail of strategic and economic rationale (including financial, regulatory etc.) 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.</p>
5.4	<p>5.4. Value of the proposed combination.</p> <ul style="list-style-type: none"> <li>i. The value of the transaction should be provided in Indian rupees (in Indian numbering system).</li> <li>ii. The value of the transaction shall include all assets and other monetary benefits that the seller receives in connection with the combination in question. The assets and other monetary benefits shall cover all cash payments and transfer of voting rights, securities, tangible assets and intangible assets as given in Explanation (c) to Section 5 of the Act.</li> <li>iii. In the event of assets 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 be indicated along with the consideration agreed to be paid by the acquirer to the promoters/ sellers other than public.</li> </ul>
5.5	<p>5.5. Foreign investment as a result of the combination (FDI, FPI, etc., if any, in INR and country(ies) of origin.</p> <p>Details are to be provided separately for each of FDI, FPI etc.</p>
5.6	<p>5.6. Filing requirements and its status in jurisdictions other than India.</p> <p>If the proposed combination is notified/notifiable in other jurisdictions, list the notified or notifiable jurisdiction(s) (with the status of such filing) 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, provide an English translation of the order/decision in accordance with Regulation 7 of the Competition Commission of India (General) Regulations, 2009.</p>

5.7	5.7. Non-compete obligation, if any: Duration, scope in terms of persons, product(s)/ service(s) and territory(ies) and corresponding justification.
5.8	5.8. Any other relevant information related to the combination.
	Any other information which has bearing on the proposed combination or is material for the assessment of the proposed combination such as: <ul style="list-style-type: none"> <li>i. Regulatory: Approvals required from various Government authorities and or regulators, their status etc.;</li> <li>ii. Proceedings, if any against the Parties which has bearing on the proposed combination or its competition assessment; and</li> <li>iii. Parties shall endeavour to provide orders of similar combination cases (in terms of market definitions, industries etc.) approved by the Commission or other jurisdictions, on reasonable effort basis.</li> </ul>
<b>Part VI</b>	
6	6. Details about each of the parties to the combination:
6.1	6.1. Name of the group to which the parties to the combination belong.
	Relevant details of the group to which the parties to the combination belong such as: <p style="text-align: center;"><i>Acquirer Side</i></p> <ul style="list-style-type: none"> <li>i. Name of the ultimate controlling entity and all the entities belonging to the group (s) of the ultimate controlling entity (give a diagrammatic representation of the entire group(s) from ultimate controlling entity to the downstream affiliates along with shareholding in each of the affiliates); and</li> </ul> <p style="text-align: center;"><i>Target Side</i></p> <ul style="list-style-type: none"> <li>ii. All the entities belonging to the group starting from the Target entity to its downstream affiliates (diagrammatic representation of the entire group right from Target entity along with shareholding for each entity)</li> <li>iii. In case of partial acquisition of shareholding in the Target, Parties shall endeavour to furnish complete information regarding interest of each of the controlling entity in other entities that are engaged in similar or vertical or complementary business <i>vis a vis</i> activities of the Target. Diagrammatic representation of the such interest shall be furnished.</li> </ul>
6.2	6.2. For each of the parties to the combination, details regarding the following:
6.2.1	6.2.1. Entities in India and the presence in India (for example, sales office, factory, liaison office, branch office, franchise or through any entity from outside India, etc.);

	<p>Details of Parties to the Proposed Combination including their affiliates (refer notes to item 6.6 of the Form I) be given in the following format, separately for each of the party to the proposed combination:</p> <table border="1"> <thead> <tr> <th>Name of Entity</th> <th>Relationship with the Party</th> <th>Name of The Acquirer or Target or their affiliates with whom such entity has relation</th> <th>Extent of Interest of Acquirer or Target or their affiliates</th> <th>Nature of Business Connection (such as Branch, Liaison Office, sales office, factory, franchise, entity supplying into India)</th> <th>Functions performed by such entities</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>	Name of Entity	Relationship with the Party	Name of The Acquirer or Target or their affiliates with whom such entity has relation	Extent of Interest of Acquirer or Target or their affiliates	Nature of Business Connection (such as Branch, Liaison Office, sales office, factory, franchise, entity supplying into India)	Functions performed by such entities						
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6.2.2	<p>6.2.2. Trade name(s), business name(s) and the brand name(s) used in India; and</p> <p>Details should be provided for each entity belonging to the party to the combination and their group entities including Joint Ventures.</p>												
6.2.3	<p>6.2.3. Overview of activities worldwide and in India, as applicable.</p> <p>Details of the activities of the parties to the combination such as Industry / sector, broad areas of operation and product segments therein, different stages of production / supply / distribution / storage / sale or trade in each product (s) or provision of service.</p>												
6.3	<p>6.3. List/details of the products (manufactured, supplied, distributed, and/or sold) and/or services provided by the parties to the combination.</p> <p>i. The list of products / services of the Parties to the combination must be provided in the following format:</p> <table border="1"> <thead> <tr> <th>Name of Product / Service</th> <th>Name of Acquirer and their affiliates offering product / service</th> <th>Name of Target and their affiliates offering product / service</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> </tr> </tbody> </table> <p>ii. Identification and disclosure of products and services and their categories should be made on identical basis, to the extent possible.</p>	Name of Product / Service	Name of Acquirer and their affiliates offering product / service	Name of Target and their affiliates offering product / service									
Name of Product / Service	Name of Acquirer and their affiliates offering product / service	Name of Target and their affiliates offering product / service											
6.4	<p>6.4. <b>Horizontal Overlaps</b> – State as to whether the parties to the combination and/or their respective group entities, directly or indirectly, produce/provide similar or identical or substitutable products or services, considering all plausible alternative(s):</p> <p style="text-align: center;">Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>Yes or No shall be selected after considering the entities identified under serial no. 6.6 of the Form</p>												
6.4.1	<p>If the answer is yes, furnish the following information [information shall be furnished for each of the plausible alternative relevant market]:</p> <p>6.4.1. Details of the overlapping products/ services and the relevant product and relevant geographic market, considering all plausible alternative(s), alongwith explanation for accepting and rejecting each of the plausible alternative of relevant product and relevant geographic market;</p>												

- i. List of overlapping products / services must be provided in the format provided below:

Particulars of overlapping goods / services	Party 1 including its Affiliates		Party 2 including its Affiliates	
	Name of the Enterprise	Relation of Enterprise with Party 1 including its affiliates	Name of the Enterprise	Relation of Enterprise with Party 2 including its affiliates

- ii. The definition of relevant market should be provided taking into account all plausible alternatives for relevant product market and the relevant geographic market.
- iii. Provide the information having regard to the following definitions:

*Relevant product market*

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.”

Further, factors relevant to the assessment of the relevant product market include, *inter alia*, 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.

*Relevant geographic market*

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.”

Further, the factors relevant to the assessment of the relevant geographic market include, *inter alia*, 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

	<p>party(ies)'s market shares between the neighbouring geographic areas, substantial price differences.</p> <p>iv. In order to assist the Commission in its assessment, please identify all plausible alternative definition(s) of relevant product and geographic market, including the narrowest possible definition, with appropriate reasoning/justification. Both acceptance and rejection of a particular plausible alternative definition shall be substantiated with appropriate material. The parties may be guided by the earlier decisions of the Commission or of other jurisdictions. However, these decisions need not limit the delineation of any plausible alternative market definition.</p>																																																						
<p>6.4.2 and 6.4.3</p>	<p>6.4.2. Estimate, indicating the relevant source and the basis of estimate, the total size of the market for last three years, in terms of value of sales (in rupees) and volume (units);</p> <p>6.4.3. Sales in value (in rupees) and volume (units) along with an estimate of the market share(s) of each of the parties to the combination (including their relevant group entities), for the last three years; and</p>																																																						
	<p>i. Data for the period of three years is required to be submitted only for plausible alternative market(s) where combined market share is 10% and above.</p> <p>ii. The market size and market share of the parties to the combination including their affiliates, and their top 5 competitors must be provided in the format provided below:</p> <table border="1" data-bbox="459 1136 1386 1709"> <thead> <tr> <th rowspan="2">Relevant Market-Wise</th> <th colspan="2">Volume</th> <th colspan="2">Value</th> </tr> <tr> <th>Absolute Volume</th> <th>Share in %</th> <th>Absolute Value</th> <th>Share in %</th> </tr> </thead> <tbody> <tr> <td>Party 1 (Specify Name –Each entity needs to be presented separately)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Party 2 (Specify Name – Each entity needs to be presented separately)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Combined</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Competitor 1 (Specify Name)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Competitor 2 (Specify Name)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Competitor 3 (Specify Name)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Competitor 4 (Specify Name)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Competitor 5 (Specify Name)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Market Size</td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table> <p>iii. The markets share for competitors should be on the basis of reports available in public domain and/or prepared by independent third parties and in case of non-availability of the same it may on the basis of in-house market intelligence. As far as figure of parties to combination and entities covered in</p>	Relevant Market-Wise	Volume		Value		Absolute Volume	Share in %	Absolute Value	Share in %	Party 1 (Specify Name –Each entity needs to be presented separately)					Party 2 (Specify Name – Each entity needs to be presented separately)					Combined					Competitor 1 (Specify Name)					Competitor 2 (Specify Name)					Competitor 3 (Specify Name)					Competitor 4 (Specify Name)					Competitor 5 (Specify Name)					Market Size				
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	<p>serial no. 6.6 of the Form – I are concerned, these shall be based on actuals. The rationale, source, time-period covered, full methodology should also be submitted.</p> <p>iv. All reports available with or accessed by the parties to the combination, regarding market size and shares estimation shall be furnished.</p> <p>v. Cross reference to data and report used in above table and reports shall be furnished.</p>																
6.4.4	<p>6.4.4. Name and contact details of the five largest competitors (along with their market shares for last three years), customers and suppliers.</p> <p>The contact details for each category, <i>i.e.</i>, competitors, customers and suppliers for relevant market(s) should be provided in the format provided below (softcopy should be in excel):</p> <table border="1" data-bbox="375 764 1385 934"> <thead> <tr> <th>Type: (a) customer competitor supplier</th> <th>Comp any (b) (c)</th> <th>City</th> <th>State</th> <th>Name of the person to be contacted and designation</th> <th>Phone (STD) – number</th> <th>Email</th> <th>Fax</th> </tr> </thead> <tbody> <tr> <td> </td> </tr> </tbody> </table>	Type: (a) customer competitor supplier	Comp any (b) (c)	City	State	Name of the person to be contacted and designation	Phone (STD) – number	Email	Fax								
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6.5	<p><b>6.5. Vertical and Complementary Activities:</b> State as to whether any of the parties to the combination and/or their respective group entities, directly or indirectly, are engaged in: any activity relating to the production, supply, distribution, storage, sale and service or trade in products or provision of services which is at different stages or levels of the production chain in which any other party to the combination is involved, considering all plausible alternative(s); and/or any complementary activities:</p> <p style="text-align: center;">Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>Yes or No shall be selected after considering the entities covered under serial no. 6.6 of the Form</p>																

6.5.1 If the answer is yes, furnish the following information [information shall be furnished for each the plausible alternative relevant market]:

6.5.2

6.5.3

6.5.4 6.5.1. Details of the upstream and downstream activities or the complementary activities, as the case may be, and the relevant product and relevant geographic markets, considering all plausible alternative(s), along with explanation for accepting and rejecting each of the plausible alternative of relevant product and relevant geographic market;

6.5.5 6.5.2. Market size for the last three years for relevant product and/or services;

6.5.3. Market share of each of the parties to the combination (including their relevant group entities) for relevant product and/or services for the last three years;

6.5.4. Market share of five largest competitors for relevant product and services for the last three years; and

6.5.5. Existing supply arrangements between the parties to the combination along with volume and value of transactions, during the previous financial year and percentage of such sales/consumption of the respective parties in relation to the total sales/consumption in each of the market(s).

- i. Data for the period of three years is required to be submitted only for plausible alternative market(s) where combined market share is more than 10%.

**Vertical Products**

- ii. Where one or more of the parties to the proposed combination is /are engaged in activity (ies), either upstream or downstream to each other, regardless of whether there is or is not any existing relationship between them, the details of such 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:

<b>Existing</b>				
Description of Vertical Relation along with rationale	Name of the Product			
	Name of the Vertical goods/service	Position in Supply Chain (Upstream/Down stream)	Name of Entity Engaged	Relation with Target or Acquirer Group

<b>Potential</b>				
Description of Vertical Relation along with rationale	Name of the Product			
	Name of the Vertical goods/service	Position in Supply Chain (Upstream/Down stream)	Name of Entity Engaged	Relation with Target or Acquirer Group

- iii. Further, parties are required to give a diagrammatic presentation of vertical linkages/relations between their activities.
- iv. The market size and market share for upstream as well as downstream products/services be provided in the format provided below.

Relevant Market-Wise	Volume		Value	
	Absolute Volume	Share in %	Absolute Value	Share in %
Party 1 (Specify Name –Each of entity need to be presented separately)				
Party 2 (Specify Name –Each of entity need to be presented separately)				
Combined				
Competitor 1(Specify Name)				
Competitor 2 (Specify Name)				
Competitor 3 (Specify Name)				
Competitor 4 (Specify Name)				
Competitor 5 (Specify Name)				
Market Size				

**Complementary Products**

- v. Generally, products / services are considered complementary when they are related because they are combined and used together (e.g. printers and ink cartridges). Further, these products do not compete with each other, actually or potentially, and are not vertically related. However, in general a complementary product or service enhance value of combined product or service.
- vi. Complementary products / services require competition assessment similar to the assessment required in case of vertically placed products / services and therefore, the category of complementary products/services is separated from vertically placed products / service.
- vii. Information about the complementary nature of the product / service of the Parties be given in the following format:

Existing	
	Name of the Product

Description of Complementary Relation along with rationale	Name of the complementary goods/service	Name of Entity Engaged	Relation with Target or Acquirer Group

Potential			
Description of Complementary Relation along with rationale	Name of the Product		
	Name of the complementary goods/service	Name of Entity Engaged	Relation with Target or Acquirer Group

viii. The market size and market share for complementary products/services be provided in the format provided below.

Relevant Market-Wise	Volume		Value	
	Absolute Volume	Share in %	Absolute Value	Share in %
Party 1 (Specify Name –Each of entity need to be presented separately)				
Party 2 (Specify Name –Each of entity need to be presented separately)				
Combined				
Competitor 1(Specify Name)				
Competitor 2 (Specify Name)				
Competitor 3 (Specify Name)				
Competitor 4 (Specify Name)				
Competitor 5 (Specify Name)				
Market Size				

6.6 Whether any of the parties to the combination or any of their group entities has direct or indirect shareholding and/or control over another enterprise(s) engaged in: (a) production, distribution or trading of similar/ identical/ substitutable products or provision of similar/ identical/ substitutable services; and/or (b) any activity relating to the production, supply, distribution, storage, sale and service or trade in products or provision of services which is at different stages or levels of the production chain in which any other party to the combination is involved; and/or (c) complementary activities. If yes, provide details and necessary information as per Item 6.1 to 6.5 above.

- i. Only following entities are to be considered by the parties
- a. as affiliates, for the purpose of this note; and
  - b. for the purpose of phrase “*any entity in which they, directly or indirectly, hold shares and/or control*” as appearing in Schedule III of the Combination Regulations
- where a party has:

	<p>A. direct or indirect shareholding of 10% or more; or</p> <p>B. a right or ability to exercise any right (including any advantage of commercial nature with any of the party or its affiliates) that is not available to an ordinary shareholder; or</p> <p>C. a right or ability to nominate a director or observer in another enterprise (s).</p> <p>ii. For the purpose of phrase “<i>their respective group entities</i>” as appearing in Form I and Schedule III of the Combination Regulations, in relation to the Target, only the entities belonging to the group starting from the Target shall be considered.</p>
6.7	<p>6.7. Brief overview of the sector(s) in which the parties to the combination operate. If parties to the combination are engaged in identical, similar, supplementary or complementary businesses, also provide a brief description of the market structure; regulatory framework; recent entry and exit; and any other relevant information, relating to concerned businesses.</p> <p>i. Describe the sector/industry to which the combination belongs, highlighting any characteristics that are specific to India, including the following:</p> <p style="padding-left: 40px;">a. Supply chain(s) of which overlapping goods or services are a part;</p> <p style="padding-left: 40px;">b. Intermediate customers;</p> <p style="padding-left: 40px;">c. End-customers;</p> <p style="padding-left: 40px;">d. Importance of innovation and intellectual property rights;</p> <p style="padding-left: 40px;">e. Legal and regulatory authorities, laws, regulations rules specific to industry/sector; and</p> <p style="padding-left: 40px;">f. Role of imports and emerging technologies.</p> <p>ii. Description of the market structure: Number of players in the market, demand and supply conditions, growth trend in the market for past five years.</p> <p>iii. Any other relevant information.</p>
6.8	<p>6.8. If any of the parties to the combination was a party to any proceeding before the Commission under or pursuant to any provision of the Act or before other competition authority(ies), during the last five years, provide details of said proceeding(s).</p> <p>Briefly provide information on:</p> <p style="padding-left: 40px;">a. Nature of proceedings;</p> <p style="padding-left: 40px;">b. Name of authority; and</p> <p style="padding-left: 40px;">c. Status of proceedings</p>
<b>Part VII</b>	
7.	<p>7. Whether the notice for the proposed combination is under Green Channel:</p> <p>The notifying party shall tick the appropriate box (Yes or No)</p>
<b>Part VIII</b>	
8.	<p>8. Attach the following documents:</p>

	All the Annexures be attached as per the serial number in the Form I.
8.1	<p>8.1. Authorisation for signing the notice (refer item 1.6 above).</p> <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>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; and</p> <p>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 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>
8.2	<p>8.2. Acknowledgement for payment of fees to the Commission (refer item 2 above).</p> <p>As given in 2 above</p>
8.3	<p>8.3. Authorisation for receiving communication (refer item 3 above).</p> <p>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.</p>
8.4	<p>8.4. Annual report of the parties to the combination, for the preceding financial year.</p> <p>Wherein, previous year annual report is not available, copies of the most recent annual reports and accounts of the parties to the combination shall be submitted.</p>
8.5	<p>8.5. Summary of the combination in terms of sub-regulation (1A) of regulation 13 of these regulations.</p> <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 1000 words. The said summary will be published on the website of the Commission.</p>

	ii. An electronic version of the above summary should also be filed with the Commission at the time of filing the notice.
8.6	8.6. Chart depicting shareholding/extent of ownership and voting right (if different from ownership pattern) along with details of control, prior to and after the combination, of: (a) the parties to the combination starting from their ultimate parent entity and controlling shareholder(s); and (b) for the enterprises, whose structure, ownership and control will be directly or indirectly affected by the combination.
	Chart shall cover Group entities and affiliates only
8.7	8.7. Copy of approval or agreement/documents as referred to in sub-section (2) of section read with regulation 5 of these regulations.
8.8	8.8. Documents, material (including reports, studies, plan, latest version of other documents), <i>etc.</i> considered by and/or presented to the board of directors and/or key managerial person of the parties to the combination and/or their relevant group entities, in relation to the proposed combination.
	These documents are required to be furnished, only in the cases where overlaps exist.
8.9	8.9. If the notice for the proposed combination is under Green Channel, declaration in terms of Schedule IV.

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/ Chartered Accountant/Cost Accountant/Company Secretary] 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]

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

## **General Guidance**

1. Information submitted in soft form *i.e.* electronic form should be free of computer viruses or malware, be accessible, searchable, readable and printable, and be devoid of passwords or encryption.
2. Hard copy or paper records produced in electronic form should be produced as single page images with a resolution of 300 dpi (dots per inch) and OCR text (searchable text). Where colour is required to interpret the record, such as hard copy photos, and certain charts, that image should be submitted in colour.
3. All information be provided on portable storage media appropriate to the volume of data (e.g., USB/flash drive, CD, DVD, hard drive) and be identified with a label setting out the matter name, the contents and the date of production.
4. The Parties shall provide an index that shall include an entry for each paragraph and sub-paragraph(hyperlinked) and a corresponding reference to all records that are related to such paragraph or sub-paragraph.