COMPETITION COMMISSION OF INDIA

Combination Registration No. C-2025/05/1282

8th July 2025

Notice under Section 6(2) of the Competition Act, 2002 jointly given by Kedaara Sapphire Holding and Kedaara Capital Fund IV AIF

CORAM:

Ms. Ravneet Kaur
Chairperson

Mr. Anil Agrawal
Member

Ms. Sweta Kakkad
Member

Mr. Deepak Anurag
Member

Order under Section 31(1) of the Competition Act, 2002

1. On 9th May 2025, the Competition Commission of India (**Commission**) received a notice (**Notice**) under sub-section (2) of Section 6 of the Competition Act, 2002 (**Act**), jointly given by Kedaara Sapphire Holding (**Acquirer 1**) and Kedaara Capital Fund IV AIF (**Acquirer 2**) (hereinafter, collectively referred to as '**Acquirers**'). The Notice was filed pursuant to the execution of (a) Share Subscription Agreement dated 2nd May 2025, *inter alios*, amongst the Acquirers, SmartShift Logistics Solutions Private Limited (**Target/Porter**), Mr. Pranav Goel, and Mr. Uttam Digga; (b) Share Purchase Agreement dated 2nd May 2025 amongst the Acquirer 1, Peak XV Partners Investments IV (**Seller**), and Target; (c) Share Purchase Agreement dated 2nd May 2025 amongst the Acquirer 2,

Seller, and Target; and (d) Series F Amended and Restated Shareholders Agreement dated 2nd May 2025, *inter alios*, amongst the Acquirers and Target [hereinafter, Acquirers and Target are collectively referred to as the '**Parties**'].

2. The Proposed Combination envisages the acquisition of 8.84% of the issued and paid-up equity share capital of Target, on a fully diluted basis, by the Acquirers. It entails:
   a. acquisition of certain equity shares and cumulative compulsorily convertible preference shares (**CCCPS**) in Target from Seller by the Acquirers;
   b. subscription to a certain CCCPS in Target by the Acquirers.

3. In terms of Regulation 14 of the Competition Commission of India (Combinations) Regulations, 2024, *vide* letter dated 23rd May 2025, certain information and clarifications were sought from the Acquirers. The Acquirers submitted the response *vide* email dated 27th May 2025. Since the response was not complete, another letter was issued on 4th June 2025, and the response dated 16th June 2025 was furnished by the Acquirers, after seeking an extension of time. The Acquirers also submitted certain voluntary submissions *vide* email dated 20th June 2025.

4. Acquirer 1 was established in September 2024 and is a Category II Alternative Investment Fund (**AIF**) registered with the International Financial Services Centres Authority (**IFSCA**). It is an investment vehicle and forms part of the Kedaara Group. The investment manager of Acquirer 1 is Nish Capital Investment Advisors LLP.

5. Acquirer 2 was established in May 2024 and is a Securities and Exchange Board of India (**SEBI**) registered AIF. It is also an investment vehicle and forms part of the Kedaara Group. The investment manager of Acquirer 2 is Kedaara Capital Business Services LLP.

6. It is submitted that Acquirer 1, Acquirer 2, and their respective investment managers are ultimately controlled, advised, and/or managed by Manish Kejriwal, Sunish Sharma, and Nishant Sharma (collectively, '**Member Team**'). The Member Team, along with its controlled, advised, and/or managed entities, is referred to as '**Kedaara Group**'.

7. Target was incorporated in 2014 and operates under the brand name "Porter". It is engaged in providing logistics services in India, primarily road transportation services by various vehicles. Target relies on proprietary technology to provide such logistics services to customers on a principal basis. The offerings of Target are sector-agnostic and can be availed by both individuals and businesses. The businesses serviced by Target operate across the value chain, including distributors, manufacturers, wholesalers, and retailers. It also provides packers and movers services in India.

8. It is submitted that within the logistics services, the Target provides road transport services that is point-to-point, backend logistics solutions such as movement of goods between warehouses, factories, and distribution points. It is also submitted that the Target does not provide third-party logistics (**3PL**) services, which are different from road transport services. Acquirers have submitted that while e-commerce players rely on 3PL providers for doorstep deliveries, there are isolated instances where e-commerce platforms avail road transport services on an ad-hoc basis. Accordingly, in the Notice, the Parties have considered that Target Group's business activities in the provision of logistics services exhibit existing as well as potential vertical overlaps/linkages with affiliates of Kedaara Group, which are present in the market for online retail in India.

9. Based on the presence of the Target, the Parties have considered the upstream market as the provision of logistics services and its segment as the road transportation services. It is submitted that the road transportation services of the Target are sector-agnostic, uniform, and standardised across industries, and thus not sub-segmented further. At the geographic level, the Parties have considered the presence of the Target at the pan-India level for the provision of logistics services and road transportation services. For the road transportation service segment, at the narrower segment, Parties have considered intra-city road transportation services for (i) cities where Target is currently operating, (ii) cities with current operations combined with where Target is planning to expand its operations, and (iii) tier-wise basis of its current operations, *i.e.*, Tier 1 and Tier 2 cities. In addition to this, the Parties have also considered the segment of inter-city transportation services at the pan-India level.

10. The Commission decided to leave the delineation of the relevant market open, as it was observed that the Proposed Combination is not likely to cause appreciable adverse effect on competition in any of the plausible relevant market(s) in India.

11. With regard to existing and potential vertical overlaps, the Commission noted that these linkages are not such as to cause foreclosure-related concern in any market/segment.

12. Considering the material on record, including the details provided in the Notice and the assessment of the Proposed Combination based on the factors stated in Section 20(4) of the Act, the Commission is of the opinion that the Proposed Combination is not likely to have appreciable adverse effect on competition in India. Therefore, the Commission approves the Proposed Combination under Section 31(1) of the Act.

13. This order may be revoked if, at any time, the information provided by the Acquirers is found to be incorrect.

14. The information provided by the Acquirers shall be treated as confidential in terms of and subject to provisions of Section 57 of the Act.

15. The Secretary is directed to communicate to the Acquirers accordingly.