

FORM II
[See regulation 5(2)]

Registration No: (to be assigned by the Competition Commission of India)

Information required to be filled in by the notifying party(ies)

Part I: Basic information

1. Information about each of the party to the combination:
 - 1.1. Legal names of parties to the combination and their role:
 - 1.2. Legal status of the parties to the combination (Company/Firm/LLP/Trust etc.):
 - 1.3. Jurisdiction of incorporation/formation:
 - 1.4. Registration number (if applicable):
 - 1.5. Complete registered address / principal business address:
 - 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):
 - 1.7. Complete address and contact details in India:
 - 1.8. Website address:
 - 1.9. Relevant 4-digit National Industrial Classification of the activities of the parties to the combination:
 - 1.10. Date of pre-filing consultation, if any:

Part II: Payment of fee

[See clause (b) of regulation 11]

2. Particulars of fee deposited.

Part III: Authorisation regarding communication

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).

Part IV: Meeting the thresholds

[See section 5 of the Act]

4. Financial details and Value of Transaction

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

	Assets (as on _)	Turnover (for FY ____)
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Name of the Parties	In India (Rupees in crore)	Worldwide		In India (Rupees in crore)	Worldwide	
		USD (million)	Rupees (crore)		USD (million)	Rupees (crore)
Party 1						
Party 2						
Combined						

4.2. Value of Transaction for combinations covered under section 5(d) of the Act and meeting of criteria prescribed under sub-regulation (2) of the regulation 4 of this regulations;

Part V: Description of the combination

5. Describe the combination by providing information regarding the following:
 - 5.1. Scope of the combination notified pursuant to sub-section (2) of section 6 or section 6A of the Act (with reference to relevant clause under the agreement(s), as applicable):
 - 5.1.1. Details of acquisition or merger or amalgamation, as the case may be, with reference to relevant clause of section 5;
 - 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
 - 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.
 - 5.2. Step(s) to give effect to the combination, along with timelines for each step(s) of the combination.
 - 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.
 - 5.4. Value of the proposed combination.
 - 5.5. Foreign investment as a result of the combination (FDI, FPI, etc., if any, in rupees) and country(ies) of origin.
 - 5.6. Filing requirements and its status in jurisdictions other than India.
 - 5.7. Any other relevant information related to the combination.

Part VI: Activities of parties to the combination and sector overview

6. Details about each of the parties to the combination:
 - 6.1. Name of the group to which the parties to the combination belong.
 - 6.2. For each of the parties to the combination, details regarding the following:

- 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.);
- 6.2.2. CEO / CFO /directors /partners /trustees / person in charge / other key managerial person(s) during the last one year;
- 6.2.3. Trade name(s), business name(s) and the brand name(s) used in India; and
- 6.2.4. Overview of activities worldwide and in India, as applicable.
- 6.3. List/details of the products (manufactured, supplied, distributed, and/or sold) and/or services provided by the parties to the combination.
- 6.4. **Horizontal Overlaps** – 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):

Yes

N

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

- 6.4.1. Details of the overlapping products/ services and the relevant product(s) and relevant geographic market(s), considering all plausible alternative(s), along with explanation for accepting and rejecting each of the plausible alternative of relevant product and relevant geographic market(s);
- 6.4.2. Estimate, indicating the relevant source and the basis of estimate, the total size of the market for last five years, in terms of value of sales (in rupees) and volume (units);
- 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 five years;
- 6.4.4. Name and contact details of the largest competitors having market share of at least five percent (along with their market shares for last five years), customers (along with their individual shares in supplies made by the party for last five years) and suppliers (along with their individual shares in procurement made by the party for last five years) of each the party;
- 6.4.5. Details of structure of market and demand:
 - 6.4.5.1. Level of concentration, in terms of number of enterprise CR4 Index, and HHI (Herfindahl - Hirschman Index), in the relevant market(s), pre and post the combination;

- 6.4.5.2. Nature and extent of competition in the relevant market(s), supported by market studies, forecast, surveys *etc.*, (if any);
 - 6.4.5.3. Extent and importance of product differentiation in terms of attributes, quality, price, intended use, user experience *etc.* and the degree to which the products or services of the parties to the combination are close substitutes;
 - 6.4.5.4. Ease of switching and cost involved therein (in terms of time and expense) for switching from one supplier to another or one product to another;
 - 6.4.5.5. Details of recent disruptions in the market, be it technological or any change in business models or any product or process innovation(s) or by any other means that have altered markets; and
 - 6.4.5.6. Degree of competition constraint exerted by imports.
- 6.4.6. Details of legal and regulatory framework:
- 6.4.6.1. Regulations / laws / rules / procedures / official press notes / directions / notifications / tariff and non-tariff regulation, *etc.*, which restrict production, supply, distribution of the similar or identical or substitutable products or services of the parties to the combination;
 - 6.4.6.2. Local specifications prescribed by government / departments / authorities regarding similar or identical or substitutable products or services;
 - 6.4.6.3. Licensing / registration requirements to set up facilities for production / supply of the similar or identical or substitutable products or services; and
 - 6.4.6.4. Government procurement policies which offer special dispensation to the parties to combination or their competitors.
- 6.4.7. Research and Development (R&D):
- 6.4.7.1. Importance of R&D capabilities and possession of intellectual property rights to enable an enterprise to remain competitive or to survive in the relevant market(s);
 - 6.4.7.2. Nature and extent of the R&D activities, if any, carried out by the parties to the combination over last past five years and material intellectual property rights possessed by the parties to the combination;
 - 6.4.7.3. Scheduled and / or intended R&D activities of parties of the combination, with and without the combination.

Effect of the combination on extent, nature and/or size of R&D activities of the parties to the combination, and likely impact of such change on competition in the relevant market(s); and

6.4.7.4. Ease of procurement of relevant technologies including imports and off shelf purchases.

6.4.8. Entry into the relevant market(s):

6.4.8.1. Factors influencing entry into the relevant market(s);

6.4.8.2. Details of enterprise(s) that have entered or attempted to enter the relevant market(s) in the last five years;

6.4.8.3. Details of likelihood of entry of enterprise(s) of significant size in the relevant market(s) within next two years;

6.4.8.4. Details of entry or attempt to entry by any party to the combination in any geographic area in India for the relevant product(s)/service(s) during the last five years; and

6.4.8.5. Details of pipeline acquisitions in same relevant market(s) by the parties to the combination.

6.4.9. Exit from the relevant market(s):

6.4.9.1. Details of enterprise(s) that have exited or attempted to exit from the relevant market(s) in the last five years;

6.4.9.2. Details of likelihood of exit of enterprise(s) of significant size in the relevant market(s) within next two years;

6.4.9.3. Details of likely reduction in scope and/or change in nature/extent/volume of supply of identical, similar or substitutable product(s) and/or service(s) offered by the parties to the combination as a result of, in connection with or in furtherance of the combination;

6.4.9.4. Details of pipeline products or services, planned expansion (whether in terms of capacity or geographic area *etc.*) in same relevant market(s) by the parties to the combination, absent the combination, and likely impact of the combination on such product or services or expansion.

6.4.10. Details of imports;

6.4.11. Details of exports; and

6.4.12. Information with reference to factors given under sub-section (4) of section 20 of the Act.

6.5. **Vertical and Complementary Activities** : 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:

Yes

No

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

- 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 market(s), considering all plausible alternative(s), along with explanation for accepting and rejecting each of the plausible alternative of relevant product and relevant geographic market(s);
- 6.5.2. Market size for the last five 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 five years;
- 6.5.4. Name and contact details of the largest competitors having market share of at least five percent (along with their market shares for the last five years) for relevant product and services;
- 6.5.5. Name and contact details of five largest customers of each of the parties having presence in upstream market along with individual share of such customers in supplies made by the party(ies) for last five years;
- 6.5.6. Name and contact details of five largest suppliers of each of the parties having presence in downstream market along with individual share of such suppliers in procurement made by the party(ies) for last five years;
- 6.5.7. 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);
- 6.5.8. Details of structure of market and demand:

- 6.5.8.1. Level of concentration, in terms of number of enterprise CR4 Index, and HHI (Herfindahl - Hirschman Index), in the relevant market(s), pre and post the combination;
 - 6.5.8.2. Nature and extent of competition in the relevant market(s), supported by market studies, forecast, surveys *etc.*, (if any);
 - 6.5.8.3. Ease of switching and cost involved therein (in terms of time and expense) for customers for switching from one supplier to another or one product to another.
 - 6.5.8.4. Details of recent disruptions in the market, be it technological or any change in business models or any product or process innovation (s) or by any other means that have altered markets; and
 - 6.5.8.5. Degree of competition constraint exerted by imports;
- 6.5.9. Details of legal and regulatory framework:
- 6.5.9.1. Regulations / laws / rules / procedures / official press notes / directions / notifications, tariff and non-tariff regulations, *etc.*, which restrict production, supply, distribution of the relevant products or services of the parties to the combination;
 - 6.5.9.2. Local specifications prescribed by government / departments / authorities regarding relevant products or services;
 - 6.5.9.3. Licensing / registration requirements to set up facilities for production / supply of the relevant products or services; and
 - 6.5.9.4. Government procurement policies which offer special dispensation to the parties to combination or their competitors.
- 6.5.10. Research and Development (R&D):
- 6.5.10.1. Importance of R&D capabilities and possession of intellectual property rights to enable an enterprise to remain competitive or to survive in the relevant market(s); and
 - 6.5.10.2. Nature and extent of the R&D activities, if any, carried out by the parties to the combination over last past five years and material intellectual property rights possessed by the parties to the combination; and
 - 6.5.10.3. Ease of procurement of relevant technologies including imports and off shelf purchases.
- 6.5.11. Entry into the relevant market(s):

- 6.5.11.1. Factors influencing entry into the relevant market(s);
 - 6.5.11.2. Details of enterprise(s) that have entered or attempted to enter the relevant market(s) in the last five years;
 - 6.5.11.3. Details of likelihood of entry of enterprise(s) of significant size in the relevant market(s) in the next two years;
 - 6.5.11.4. Details of entry or attempt to entry by any party to the combination in relevant upstream or downstream markets during last five years;
 - 6.5.11.5. Details of planned entry in any geographic area in India or expansion, whether in terms of capacity or geographic area *etc.*, in relevant upstream product / service or downstream product / service; and
 - 6.5.11.6. Details of pipeline acquisitions in same relevant upstream or downstream market by the parties to the combination.
- 6.5.12. Exit from the relevant market(s):
- 6.5.12.1. Details of enterprise(s) that have exited or attempted to exit from the relevant market(s) in the last five years; and
 - 6.5.12.2. Details of likelihood of exit of enterprise(s) of significant size in the relevant market(s) within next two years.
- 6.5.13. Details of imports;
- 6.5.14. Details of exports; and
- 6.5.15. Information with reference to other factors given under sub-section (4) of section 20 of the Act.
- 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 along with a tabular presentation illustrating direct or indirect shareholding, 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 and right or ability to nominate a director or observer in another enterprise (s);

- 6.7. Brief overview of the sector(s) in which the parties to the combination operate;
- 6.8. Likely impact of the Combination on the economy, market(s) and consumers; and
- 6.9. 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).

Part VII: Attachments

7. Attach the following documents:
 - 7.1. Authorisation for signing the notice (refer item 1.6 above).
 - 7.2. Acknowledgement for payment of fees to the Commission (refer paragraph 2 above).
 - 7.3. Authorisation for receiving communication (refer paragraph 3 above).
 - 7.4. Annual report of the parties to the combination, for the preceding financial year.
 - 7.5. Document(s) referred under explanation (f) and (h) to sub-regulation (1) of regulation 4, if applicable.
 - 7.6. Summary of the combination in terms of sub-regulation (2) of regulation 13 of these regulations.
 - 7.7. Executive summary of the proposed combination specifying: (a) the parties to the combination; (b) the nature of the combination; (c) the areas of activities of the parties to the combination; (d) the market(s) (including its structure and state of competition) in which the combination will have or is likely to have an impact; (e) information with reference to sub-section (4) of section 20 of the Act; and (f) expected timeframe for completion of various stages of the Combination.
 - 7.8. 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.
 - 7.9. Recent organisational chart of each of the parties to the combination.
 - 7.10. Copy of approval or agreement/documents as referred to in sub-section (2) of section 6 of the Act read with regulation 5 of these regulations.
 - 7.11. Documents, material (including reports, studies, plan, latest version of other documents), *etc.* considered by and/or presented to parties to the combination including their relevant group entities and/or their board of directors and/or key managerial person, in relation to the proposed combination.

7.12. If the notice is under clause (a) of section 6A, declaration in terms of Schedule II.

DECLARATION

The notifying party confirms that it has furnished all the information and documents as required in Form II, read with notes thereto, if any.

The notifying party declares and confirms that all information given in this Form and all pages annexed hereto are true, correct and complete to the best of its knowledge and belief, and that all estimates are identified as such and are its best estimates based on the underlying facts.

Signed by or on behalf of the notifying party

Signature(s)

Name (in block letters):

Designation:

Date: _____

DECLARATION

[See Regulation 5(4)]

1. The notifying party confirms that it has furnished all information and documents as required in [Form I or Form II], specified in Schedule I.
2. The notifying party confirms that it has not, directly or indirectly, exercised: (a) any ownership or beneficial right or interest in such shares or convertible securities, except as specified by regulations; (b) influenced the affairs of the enterprise whose shares are being acquired, and undertakes not to do such exercise till the approval of the combination, in terms of the provisions of the Act.
3. The notifying party further undertakes to furnish such information and documents, as may be required by the Commission and in its possession, for the purpose assessment of the combination notified to the Commission in Form I or Form II, as the case may be.

Signed by or on behalf of the notifying party

Signature(s) Name (in block letters):

Designation:

Date: _____

Note: In case there are more than one notifying party, each party shall file this declaration.