

**Proposed draft**  
**Of**  
**THE COMPETITION COMMISSION OF INDIA (COMBINATION)**  
**REGULATIONS, 200\_**

NOTIFICATION No.....Dated.....

In exercise of powers conferred under sub-section (1) and clauses (b) and (c) of sub section (2) of section 64 read with sub sections (2) and (5) of section 6 of the Competition Act, 2002, (No. 12 of 2003), the Competition Commission of India hereby makes the following Regulations namely:

**1. Short Title, Extent and Commencement**

- (a) These regulations may be called the Competition Commission of India (Combination) Regulations, 200\_;
- (b) These regulations extend to whole of India except the state of Jammu and Kashmir; and
- (c) These regulations shall come into force on the date of their publication in the official gazette.

**2. Definitions**

In these regulations, unless the context otherwise requires:

- (a) “Act” means the Competition Act, 2002 (12 of 2003);
- (b) “Combination” means ‘proposed combination’ or ‘the combined entity’ if the combination has come into effect, as the case may be;
- (c) “Commission” means the Competition Commission of India established under sub section (1) of section 7 of the Act;
- (d) “Director General” means the Director General appointed under section 16 of the Act;
- (e) “Notice” means a notice of proposed combination filed under sub section (2) of section 6 of the Act;
- (f) “Parties to the combination” means ‘parties to the proposed combination’ or ‘the combined entity’ if the combination has come into effect, as the case may be;
- (g) “Secretary” means the Secretary appointed under section 17 of the Act;
- (h) “Valid Notice” means a notice which is
  - (i) in Form 1 or Form 2, as the case may be;
  - (ii) duly filled in and verified;
  - (iii) accompanied by evidence of payment of requisite fee;

Provided that if definite figures are not available for any of the columns in Form 1 or Form 2, as the case may be, the date on which they can be submitted should be clearly indicated against the columns.

**3. Power to determine procedure in certain circumstances**

In a situation not provided for in these regulations or the Competition Commission (General) Regulations, 200\_, the Commission may determine the procedure, in specific matters, if so required.

**4. These regulations to have overriding effect**

Notwithstanding anything contained in any other regulations framed under the Act, these regulations shall prevail in all matters relating to combinations unless expressly provided for in these regulations or repugnant to the provisions of the Act and the rules made thereunder.

**5. Categories of transactions not likely to have appreciable adverse effect on competition in India**

(1) In view of the duty cast upon the Commission under section 18 and its powers under section 36 of the Act, and having regard to the mandate given to the Commission to, inter-alia, regulate combinations likely to cause appreciable adverse effect on competition in terms of sub section (1) of section 6 of the Act,

combinations resulting from the categories of transactions mentioned in sub regulation (2) are not likely to cause an appreciable adverse effect on competition in India;

(2) The categories of transactions referred to in sub regulation (1) shall be the following, namely:-

(i) an acquisition of shares or voting rights by the parties, referred to in sub-clause (i) or (ii) of clause (a) of section 5 of the Act, solely as an investment or in the ordinary course of business, of not more than twenty six percent of the total shares or voting rights of the company, of which shares or voting rights are being acquired, directly or indirectly or in accordance with the execution of any document including a share holders' agreement or articles of association, not leading to control of the enterprise whose shares or voting rights are being acquired;

(ii) an acquisition of assets by the parties, referred to in sub-clause (i) or (ii) of clause (a) of section 5 of the Act, not directly related to the business activity of the party acquiring the asset or made solely as an investment or in the ordinary course of business, not leading to control of the enterprise whose assets are being acquired except where the assets being acquired represent the entire

business operations in a particular location or for a particular product or service of the enterprise, of which assets are being acquired, irrespective of whether such assets are organized as a separate legal entity or not;

- (iii) an acquisition of or acquiring of control or merger or amalgamation, referred to in clause (a) or (b) or (c) of Section 5 of the Act, where the minimum assets or turnover, in India ,of rupees five hundred crores or rupees fifteen hundred crores respectively, mentioned in part (B) of sub-clauses (i) and (ii) of clause (a), or part (B) of sub-clauses (i) and (ii) of clause (b), or part (B) of sub-clauses (i) and (ii) of clause (c), of section 5 of the Act, does not include assets of rupees two hundred crores or turnover of rupees six hundred crores, respectively, of each of atleast two of the parties to the combination; or
- (iv) an acquisition of shares or voting rights, referred to in sub-clause (i) or (ii) of clause (a) of section 5 of the Act, where, prior to such acquisition, the acquirer holds more than 50% of the shares or voting rights in the enterprise of which further shares or voting rights are being acquired; or

- (v) an acquisition of control or shares or voting rights or assets resulting from gift or intestate or testamentary succession or transfer by a settler to an irrevocable trust;
- (vi) an acquisition of current assets in the ordinary course of business;

**Explanation:**

'Current assets' shall have the same meaning as attributed to them in appendix VI of the Companies Act, 1956;

- (vii) an amended or renewed tender offer where a notice has been filed by the party making the offer prior to such amendment or renewal of the offer;

Provided that the compliance with regulation 22 relating to intimation of any change is duly made;

- (viii) an acquisition where the acquiring party is a foreign state;
- (ix) an acquisition of shares or voting rights by a person acting as a securities underwriter, in the ordinary course of business and in the process of underwriting;

- (x) an acquisition of shares or voting rights pursuant to a bonus or rights' issue or sub – division of shares;

**Explanation:**

The acquisition referred to in this clause shall not include an acquisition resulting out of relinquishment of rights;

- (xi) an acquisition in pursuant to an order of Competition Commission of India;
- (xii) an acquisition by the Central Government or a State Government ;
- (xiii) any acquisition, acquiring of control, merger or amalgamation, which is specifically exempt under any other statute made by the Parliament.

**6. Form of notice for the proposed combination**

- (1) The notice shall be either in Form 1 or Form 2;
- (2) The notice shall be filed within thirty days–
  - (a) of the date of execution of any agreement or other document for acquisition referred to in clause (a) of section

- 5 of the Act or for acquiring of control referred to in clause (b) of section 5 of the Act;
- (b) from the date of last of the approvals of the proposals relating to a merger or an amalgamation, as the case may be, by the board of directors of the enterprises concerned;
- (3) The date on which intention to acquire is communicated, to the Central Government or a State Government or a statutory authority, shall be deemed to be the date of execution of the other document for acquisition referred to in clause (a) of sub regulation (2);

**Explanation 1:**

The other document mentioned in clause (b) of sub-section (2) of section 6 of the Act shall be any document, by whatever name called, purporting to convey the intention to acquire control;

**Explanation 2:**

The reference to the 'board of directors', in section 6 of the Act, shall mean:

- (a) the individual himself or herself, including a sole proprietor of a proprietorship firm;



- (b) the karta, in case of a Hindu Undivided Family (HUF);
- (c) the board of directors in the case of a company registered under the Companies Act, 1956;
- (d) The president or the secretary in the case of an association or society or similar body or the person so authorized by the legal instrument that created the association or society or the body;
- (e) A partner in the case of a partnership firm;
- (f) The chief executive officer in the case a cooperative society or local authority.

**7. Form for filing of details of acquisition by PFI, FII, Bank and VCF**

The details of acquisition to be filed by a public financial institution, foreign institutional investor, bank or venture capital fund, under sub section (5) of section 6 of the Act, shall be in Form 3;

**Explanation:**

For the purpose of this regulation “Bank” means a scheduled bank as defined in section 2(e) of the Reserve Bank of India Act, 1934 (No.2 of 1934).

## **8. Requirement of filing of notice in certain cases**

- (1) Where the parties to a combination fail to file notice under sub section (2) of section 6 of the Act and the Commission is of the prima facie opinion, based upon its own knowledge or information that such a combination has caused or is likely to cause an appreciable adverse effect on competition in India, it shall inquire into such a combination;
- (2) Where the Commission decides to commence an inquiry, referred to in sub regulation (1), the combination shall be required to file notice in Form 1;
- (3) The Secretary shall issue a communication in writing to show cause, as per the directions of the Commission under sub section (1) of section 29 of the Act, to the combination referred to in sub regulation (1), calling upon it to respond within thirty days of the receipt of the said communication as to why investigation in respect of such combination should not be conducted;
- (4) The Form 1, referred to in sub regulation (2), shall be filed by the combination along with response to the show cause issued by the Secretary, under sub regulation (3);
- (5) The parties to the combination shall file response to the communication to show cause within thirty days of the receipt of the show cause as per sub section (1) of section 29 of the Act;

- (6) The parties called upon to file Form 1, under sub regulation (2), shall remit fee in accordance with sub section (2) of section 6 of the Act and these regulations.

**9. Liability for penalty under section 43 A of the Act**

The liability for penalty under section 43 A of the Act shall not be construed to be extinguished by filing of Form 1 under regulation 8.

**10. Who must file the notice**

- (1) In case of an acquisition or acquiring of control, the acquirer shall file the notice;

Provided that in case the enterprise being acquired is being acquired without its consent, the acquiring enterprise shall furnish information, relating to the enterprise being acquired, available with the acquirer;

Provided further that all information relating to the enterprise being acquired, required to be filed, shall be filed with the Commission as soon as possible;

Provided further that in case the acquiring enterprise is not in a position to furnish all the required information in Form 1 or Form 2, as the case may be, relating to the enterprise being acquired, the Commission may direct the enterprise being acquired to furnish such information as it deems fit;

- (2) In case of a merger or an amalgamation, all persons or enterprises to the combination, who or which propose such merger or amalgamation, as the case may be, shall jointly file the notice;
- (3) A person or enterprise to whom a communication to show cause under regulation 8 has been issued shall file the notice.

## **11. Void combination**

- (1) Where a combination comes into effect before either a period of two hundred and ten days from the date of filing notice or passing of an order under section 31 of the Act, whichever is earlier, the Secretary shall place the matter before the Commission for appropriate decision/order under section 31 of the Act;

- (2) Where a combination comes into effect, as referred to in sub regulation (1), in contravention to sub section (1) of section 6 of the Act, it may be declared void by the Commission.

## **12. Fee**

- (1) The notice, in Form 1 or Form 2, shall be accompanied with proof of payment of the required fee in accordance with this regulation;
- (2) The fee to be paid for any combination shall be:
  - (a) Rupees twenty lacs along with the notice in Form 1 or Form 2;
  - (b) Rupees twenty lacs along with the response to the communication to show cause of the Commission received by the parties under sub-section (1) of section 29 of the Act;

Provided that where a notice has not been filed under regulation 6, Form 1 filed in response to show cause under regulation 8 of the Act shall be accompanied by a fee of rupees forty lacs;

- (c) Rupees twenty lacs along with the proof of publishing details of combination under sub section (2) of section 29 of the Act;
- (3) The fee payable shall be net of any charges, fees, or taxes, if any, payable by the parties on its remittance to the Commission.

### **13. Mode of payment**

The fee shall be paid by way of demand draft, pay order or banker's cheque, payable in favor of "Competition Fund of India, New Delhi" or through Electronic Clearance Service (ECS) by direct remittance to the Competition Fund Of India account number \_\_\_\_\_ with (bank)----.

### **14. Who will pay the fee**

- (1) The person or enterprise filing the notice under regulation 6 or required to file the notice under regulation 8 shall pay the fee;
- (2) Where notice is filed jointly, any one or all the parties to the combination may pay the fee;

#### **Explanation:**

It is clarified that for the purpose of sub regulation (2), in case of joint filing of notice, all the parties to the combination shall be jointly and severally liable for payment of fee.

## 15. Procedure for filing notice

- (1) A duly filled in and verified notice shall be delivered to the Secretary, Competition Commission of India, Hudco Vishala, B Wing, Bhikaji Cama Place, New Delhi-110 066, India, along with eight copies thereof. The person or enterprise shall also file a soft copy of the notice contained on a read-only compact disc in document format;

Provided that the Secretary may, by a public announcement, increase or decrease the number of hard copies of the notice to be filed;

- (2) The notice may be filed electronically duly authenticated with digital signature, as and when permitted to do so by the Secretary, through electronic mail to [cci-noticeofcombination@nic.in](mailto:cci-noticeofcombination@nic.in) / [cci-noticeofcombination@competitioncommission.gov.in](mailto:cci-noticeofcombination@competitioncommission.gov.in);
- (3) Without prejudice to sub regulation (2), where the notice is filed electronically, a hard copy of the same shall be delivered to or filed with the Commission within five days of filing it electronically by parties located in India or within seven days by the parties located outside India;

- (4) Where the notice is filed electronically, the procedure shall be governed by Competition Commission of India (General) Regulations, 200\_.

## **16. Scrutiny of notice**

- (1) No notice shall be valid unless it is in conformity with these regulations;
- (2) The Secretary shall issue an acknowledgement of the receipt of notice;
- (3) Defects in the notice, if any, shall be communicated to the parties concerned by the Secretary within ten days of the receipt of the notice in the Commission;
- (4) The Secretary shall place the proof of service of communication of defects in the notice to the parties on record;
- (5) The parties shall remove the defects within ten days of the date of receipt of such communication;
- (6) On an application, made in writing, the Secretary may extend time, not exceeding thirty days, for removing such defects.

## **17. Consequences of not removing defects**

- (1) Where the defects, referred to in regulation 16, have not been removed from the notice within ten days, or within the extended



period under regulation 16, as the case may be, the Secretary shall place the notice before the Commission for an appropriate decision not later than fifteen days from the expiry of the period of ten days or the extended period, as the case may be;

- (2) Where the Commission is of the opinion that the defects have not been removed, without any reasonable cause, it may direct that the notice referred to in sub regulation (1) shall not be treated as a valid notice;
- (3) Where a notice is not valid under these regulations, it shall not be treated as notice for the purposes of these regulations or the Act;
- (4) The time taken by the parties in removing the defects in the notice under regulation 16 shall not count towards the period of two hundred and ten days provided under sub section (11) of section 31 of the Act;
- (5) The fee paid with the notice, not treated as a valid notice as per these regulations, shall be forfeited.

**18. Permitting additional time on the request of the parties to the combination**

- (1) The Commission may permit additional time under sub section (1) or sub section (2) or sub section (5) of section 29 or sub

section (4) or sub section (8) or sub section (9) of section 31 of the Act, if satisfied, on request in writing by the parties to the combination;

- (2) Any request for additional time referred to in sub regulation (1), shall be made, in writing, to the Secretary at least three days before the expiry of the time limit as per law or as specified by the Commission;
- (3) The Secretary shall place the request of the parties to the combination for additional time before the Commission on the next day of the receipt of such a request;
- (4) The Secretary shall send a communication to the parties to the combination, conveying the decision on the request referred to in sub regulation (2), through electronic mail or facsimile, on the day following the decision of the Commission on such a request.

## **19. Belated notice**

- (1) Where a notice is received in the Commission beyond the time limit mentioned in sub section (2) of section 6 of the Act, the Secretary shall place the notice before the Commission not later than three working days after its receipt;
- (2) The Commission, at its discretion, for reasons to be recorded in writing, may admit a notice, referred to in sub regulation (1);

Provided that nothing contained in this regulation shall affect the applicability of section 43A of the Act;

- (3) Where a notice is admitted under sub regulation (2), it shall be deemed to have been received under regulation 6 for the purposes of the Act and these regulations;
- (4) Where a belated notice is not admitted by the Commission, the information furnished in Form 1 or Form 2 may be used for the purposes of the Act.

## **20. Rectification of mistakes apparent in notice**

- (1) A notice filed may be rectified by the parties to the combination any time before the publication of the details of the combination under sub section (2) of section 29 of the Act;
- (2) The rectification under sub regulation (1) shall be limited to the mistakes apparent from record such as typographical errors or arithmetical errors.

## **21. Computation of time limits**

- (1) Working hours and holidays to be observed by the Commission shall be as per regulation 9 of the Competition Commission of India (General) Regulations, 200\_;

- (2) Where a period of time dating from a given day, act or event is prescribed by or allowed under these regulations for doing an act or taking a proceeding, the time shall be reckoned exclusive of such day, or of the day of the act or event from which the time dates;
- (3) Where the time prescribed by or allowed under these regulations for doing an act or taking a proceeding expires on a Saturday or Sunday or a day on which the Commission is closed, the act may be done or the proceeding may be taken on the day following the Saturday or Sunday or the day on which the office is closed;
- (4) The time period of two hundred and ten days under sub section (11) of section 31 of the Act shall commence from the date of receipt of a valid notice in the Commission;
- (5) Where a notice has been filed under regulation 8 and not regulation 6, the time limit of two hundred and ten days under sub section (11) of section 31 of the Act shall commence from the date of filing of valid notice in Form 1;
- (6) The additional time permitted under regulation 18 of these regulations shall be excluded for the purposes of time limit given in sub section (11) of section 31 of the Act.

## **22. Intimation of any change**

- (1) The parties to the combination, having filed a notice, shall inform the Commission of any change in the information provided in the notice to the Commission at the earliest during the continuation of the proceedings under the Act;
- (2) The Secretary shall place the information relating to any change in the notice before the Commission not later than the third day of its receipt in the Commission;
- (3) The Commission shall assess the significance of the information relating to that change and, if satisfied, take on record the information received;
- (4) Where the Commission is of the view that the change is likely to significantly affect the factors for the determination of the appreciable adverse effect on competition, it may, for reasons to be recorded, treat the notice already filed no longer valid;
- (5) Where the Commission has held a notice as not valid under sub regulation (4), the Secretary shall convey the decision of the Commission to the parties to the combination;
- (6) The fee paid with the notice, not treated as valid notice as per this regulation, shall be forfeited.

### **23. Cessation of proceedings**

- (1) The proceedings under this Act relating to the combinations shall cease upon-
  - (a) receiving an intimation from the person(s) or enterprise(s) who filed the notice to the effect that the proposed combination may not take effect; or
  - (b) passing of an order by the Commission under section 31 of the Act;
  
- (2) On cessation of the proceeding, as per clause (a) of sub regulation (1), the fee paid shall be forfeited.

### **24. Adverse inference by the Commission**

- (1) Where the Commission does not -
  - (i) receive a response to a show cause issued under sub section (1) of section 29 of the Act within the time given in that sub section or the extended time, as the case may be; or
  - (ii) get compliance of its direction to publish details of combination under sub section (2) of section 29 within ten working days ,or the extended time, as the case may be, of receiving such directions; or

- (iii) receive additional or other information under sub section (5) of section 29 of the Act within the time given in that sub section or the extended time, as the case may be;

it may draw an adverse inference regarding the combination to have an appreciable adverse effect on competition within the relevant market in India;

- (2) The Secretary shall place such cases before the Commission for its order under sub section (2) of section 31 of the Act.

## **25. Service of notice**

Save as otherwise provided in the Act or in these regulations, the service of any notice or intimation to any person or enterprise under these regulations shall be effected in the manner provided in regulation 24 of the Competition Commission of India (General) Regulations, 200\_.

## **26. Additional Information**

Without prejudice to sub section (5) of section 29 of the Act, the Commission may, at any time before a notice has been disposed off by an order under section 31 of the Act, require the parties to the

combination to provide additional information which it deems necessary.

**27. Opinion on the existence of a prima facie case**

- (1) The Secretary shall, after scrutiny of notice and removal of defects, if any, shall place it before the Commission to form prima facie opinion on the existence of appreciable adverse effect on competition not later than seven days after the receipt of a valid notice in the Commission;
- (2) The Commission shall form its prima facie opinion within-
  - (a) thirty days of receipt of a valid notice, if the notice is in Form 1;
  - (b) sixty days of receipt of a valid notice, if the notice is in Form 2;

Provided that where the parties to the combination do not receive a communication to show cause under sub section (1) of section 29 of the Act, the acknowledgement issued under sub regulation (2) of regulation 16 shall be treated as an order under sub section (1) of section 31 of the Act;



- (3) Where the Commission forms a prima facie opinion that the combination does not cause or is likely to cause an appreciable adverse effect on competition within the relevant market in India, the Secretary shall convey the decision of the Commission approving combination within three days of the decision and serve the order under sub section (1) of the section 31 of the Act on the parties as per the procedure laid down in the Competition Commission of India (General) Regulations, 200\_ ;
- (4) The decision of the Commission, mentioned in sub regulation (3), shall be hosted on the website of the Commission not later than the date following the date of the decision;
- (5) Where the Commission is of the prima facie opinion that the combination causes or is likely to cause an appreciable adverse effect on competition within the relevant market in India, the Secretary shall issue a communication to show cause, in writing, under sub section (1) of section 29 of the Act, within seven days of such a decision;
- (6) Where a show cause under sub section (1) of section 29 of the Act has been served on the parties to the combination, the Secretary shall get the proof of date of service placed on the record of the Commission.

**28. Form of communication for show cause**

The communication to show cause under sub section (1) of section 29 of the Act shall be in Form 4.

**29. Response to show cause under section 29 (1)**

- (1) The Secretary shall place the responses, from the parties to the combination, to the communication to show cause issued under regulation 27, accompanied by the fee specified under clause (b) of sub regulation (2) of regulation 12, before the Commission within five days of the same;
- (2) Where no response to the show cause is received from any party within thirty days, stipulated under sub section (1) of section 29 of the Act, or the additional time permitted under regulation 18, as the case may be, the Secretary shall place the matter before the Commission for appropriate decision/order;
- (3) The response referred to in sub regulation (1) not accompanied by fee under regulation 12 shall be treated as no response.

**30. Meeting of the Commission to consider responses from the parties**

- (1) The Secretary shall convene a meeting of the Commission to consider the responses of the parties received under regulation 29;

- (2) The Commission may decide to call for a report from the Director General under sub section (1A) of section 29 of the Act within time to be specified not exceeding sixty days.

**31. Direction for investigation u/s 29 (1A)**

- (1) The Secretary shall convey the direction of the Commission under sub regulation (2) of regulation 30 to the Director General, in Form 5, along with copy of the notice filed by the parties with all other documents, materials, affidavits, statements, which have been filed or are otherwise available with the said notice, the communication issued by the Secretary under regulation 27 and the responses of the parties to the same;
- (2) The report of the Director General on the combination shall be submitted to the Commission within such time as specified by the Commission in sub regulation (1).

**32. Extension of time to submit report**

The Commission may, on an application made by the Director General, extend the time for submission of the report on the combination not exceeding forty five days at a time subject to a maximum of one hundred and five days for submitting the report.

### **33. Report by the Director General**

- (1) The Director General shall include in his report the basis of having reached the conclusions therein together with all evidences or documents or statements collected during the investigation and analysis thereof;
- (2) Eight copies of the report of the Director General duly signed on each page by the Director General, or his authorized officer, along with a soft copy in document format, shall be forwarded to the Secretary within the time specified by the Commission or the extended time, as the case may be;

Provided that the Secretary may increase or decrease the number of hard copies of the report and may permit electronic transmission of the same.

### **34. Filing of supporting material in certain cases**

Where the parties to the combination rely on clauses (k) or (l) or (m) or (n) of sub section (4) of section 20 of the Act, they may furnish extracts from authoritative text or verifiable data or reliable expert opinion or any other evidence to the satisfaction of the Commission;

Provided that where the matter is before the Director General, the parties to the combination may furnish such supporting material before him.

**35. Meeting of the Commission to form prima facie opinion under sub section (2) of section 29**

After receipt of the report from the Director General under regulation 33, the Secretary shall place the report, along with the responses to the communication to show cause under regulation 27, before the Commission, for arriving at a prima facie opinion whether the combination has caused or is likely to cause an appreciable adverse effect on competition within the relevant market in India, within three working days of the receipt of the report from the Director General or the response from the parties to the combination, whichever is later.

**36. Publication of the details of the combination**

(1) Where the Commission is of the prima facie opinion that the combination has caused or is likely to cause appreciable adverse effect on competition within the relevant market in India, the Secretary shall convey the direction of the Commission to the parties to the combination, within four days of its decision under

regulation 35, to publish the details of the combination, within ten working days of the date of such direction, in Form 6;

- (2) The details of combination shall be published by the parties in Form 7;
- (3) The parties shall submit the details of combination to be published under sub regulation (2) to the Secretary for hosting the same on the website of the Commission not later than the date of publication and the Secretary shall host the same on the said website on the following day;
- (4) The details of the combination to be published under sub regulation (2) shall also be hosted by the parties on the websites of their respective enterprises not later than the time specified in sub regulation (1);
- (5) The parties shall publish the details of the combination under sub regulation (2) not later than the time specified in sub regulation (1) in all India editions of four leading daily newspapers, including at least two business newspapers, as may be specified by the Secretary, in Form 7.

### **37. Proof of publication**

The parties to the combination shall submit copies of publication, referred to in regulation 36, to the Secretary not later than the fifteenth

day of the order of the Commission for publication of the details of the combination.

**38. Written objections from any person or member of the public**

Any person or member of the public shall submit written objections to the proposed combination in succinct manner along with supporting material.

**39. Assistance by experts**

- (1) Where the Commission deems it necessary, it may direct the Secretary to call upon experts, under sub section (3) of section 36 of the Act, to assist it in the conduct of investigation into the combination within the time to be specified by it;
- (2) Any inputs received from the experts, under sub regulation (1), shall be provided to the parties to the combination by the Secretary for their comments, within five days of receiving the same;
- (3) The Secretary shall place inputs received from the experts, comments of the parties to the combination on experts' opinion, any written objection and additional or other information for the meeting of the Commission under regulation 41.

#### **40. Additional information**

- (1) The Secretary shall convey the directions of the Commission, if any, seeking such additional or other information from the parties to the said combination, within fifteen days from the date of receipt of communication asking for such information under sub section (5) of section 29;
- (2) The additional or other information sought under sub regulation (2) shall be furnished by the parties within fifteen days from the date of receipt of communication asking for such information.

#### **41. Appearance of the parties before the Commission**

Where the Commission deems it necessary to give an opportunity to the parties to the combination before forming an opinion, under sub section (6) of section 29 of the Act, the Secretary shall convey its directions to the said parties, by giving notice of not less than seven days, to appear before it.

#### **42. Meeting to consider the effect of combination on competition**

- (1) The Secretary shall place-
  - (i) the responses of the parties to the combination to the communication to show cause referred to in regulation 29,
  - (ii) the report of Director General, if any, referred to regulation 33,



- (iii) the written objections received from any person or member of the public referred to in regulation 38,
- (iv) the inputs from experts referred to in regulation 39,
- (v) comments of the parties to the combination on inputs from experts referred to in regulation 39,
- (vi) the additional or other information from the parties to the combination, if any, referred to in regulation 40.

before the Commission for its consideration within three days of receipt of communication referred to in regulation 40 but not later than the eighteenth day of the said receipt.

#### **43. Decision of the Commission**

Where the Commission has met to consider whether the combination has appreciable adverse effect on competition within the relevant market in India under regulation 42, the decision of the Commission shall be in accordance with regulation 52.

#### **44. Modification proposed by the Commission**

- (1) The Secretary, within seven days of the direction of the Commission proposing modification under sub section (3) of section 31 of the Act, shall communicate to the parties to the

combination such modification and the time within which it is to be carried out;

- (2) The Secretary shall place the proof of the service of communication referred to in sub regulation (1) on the record.

#### **45. Acceptance of the proposed modification**

- (1) The parties to the combination may submit to the Secretary their acceptance of the modification proposed by the Commission, referred to in sub regulation (1) of regulation 44 in the form of an affidavit within fifteen days of the receipt of the communication of the proposed modification;
- (2) The Secretary shall place on record the acceptance of modification by the parties to the combination.

#### **46. Additional time for carrying out the modification**

On a request made in writing by the parties to the combination, the Commission may permit additional time for carrying out the modification to the proposed combination under sub regulation (1) of regulation 45.

**47. Compliance of carrying out of the modification proposed by the Commission**

- (1) The Secretary shall obtain a compliance of the modification carried out by the parties to the combination as proposed by the Commission;
- (2) Parties to the combination shall submit the compliance report on the modification proposed by the Commission not later than five days after the time given for carrying out modification in regulation 44, or additional time permitted under regulation 46, as the case may be, has expired;
- (3) Where the parties fail to carry out the modification accepted by them, within the time specified by the Commission in sub regulation (1) of regulation 44 or such additional time as permitted in regulation 46, the Secretary shall place the matter before the Commission for its orders.

**48. Amendment to the modification proposed by the Commission**

- (1) Where the parties to the combination do not accept the modification proposed by the Commission and intend to –
  - (i) reject the said modification, or
  - (ii) propose amendment to the modification,

they shall inform the Secretary, in writing, within fifteen days of the receipt of communication of such modification;

- (2) Where the parties to the combination intend to propose amendment to the modification proposed by the Commission, referred to in sub regulation (1), they shall submit such amendment to the modification, within thirty working days of the receipt of the communication of modification proposed by the Commission;
- (3) The Secretary shall convene a meeting of the Commission to consider the amendment to the modification received from the parties to the combination within seven days of the receipt of the same;
- (4) Where the Commission agrees with the amendment to the modification received from the parties to the combination, the Secretary shall convey the approval of the combination.

#### **49. Modification not accepted by the parties**

- (1) Where the amendment to the modification submitted by the parties to the combination are not accepted by the Commission, the Secretary shall inform the parties accordingly within three days of such non-acceptance;

- (2) The Commission shall allow a further period of thirty working days to the parties to the combination to accept the modification proposed by it under sub section (3) of section 31 of the Act;
- (3) Where the Commission allows further period under sub regulation (2), the parties may accept the modification proposed by the Commission and inform the Secretary in writing.

**50. Consequences of not accepting or carrying out modification**

- (1) Where the parties to the combination do not accept the modification to the combination proposed by the Commission under regulation 44, the Secretary shall place the matter before the Commission for appropriate order under section 31 of the Act;
- (2) Where the parties to the combination, after accepting the modification under regulation 45, fail to carry out the same, the Secretary shall place the matter before the Commission for appropriate order under section 31 of the Act.

**51. Compliance report by the parties for carrying out modification**

- (1) Where the parties to the combination have accepted:
  - (i) the modification proposed by the Commission under sub section (3) of section 31 of the Act ; or

- (ii) the amended modification under sub section (7) of section 31 of the Act; or
- (iii) the amended modification under sub section (8) of section 31 of the Act;

they shall give an undertaking to carry out such modification indicating the time for all the constituent activities;

- (2) The undertaking referred to in sub regulation (1) shall be submitted to the Secretary in the form of an affidavit;
- (3) The Secretary shall place the undertaking before the Commission within seven days of receiving it from the parties to the combination;
- (4) When each of the constituent activities, referred to in sub regulation (1), is completed, the parties to the combination shall file compliance report before the Secretary within seven days of such completion;
- (5) The Secretary shall record the non receipt of compliance report and place it before the Commission for appropriate direction;
- (6) Where the compliance report is not received by the Secretary in time stipulated by the Commission, it shall be deemed as non compliance of the orders of the Commission.

## **52. Orders of the Commission**

- (1) Where the Commission is of the opinion that the combination has, or is likely to have, an appreciable adverse effect on competition, it shall pass an order under sub section (1) of section 31 of the Act that the combination shall not take effect;
- (2) Where the Commission is of the opinion that the combination does not or is not likely to have an appreciable adverse effect on competition, it shall pass an order under sub section (2) of section 31 of the Act, approving the combination;
- (3) Where the Commission approves the combination with modification, the order of the Commission approving the combination shall specify the terms, conditions and the time for all constituent activities giving effect to the proposed combination and shall call for a compliance report;
- (4) Where the modification to the combination, proposed by the Commission under sub section (3) or sub section (9) of section 31 of the Act, is not accepted by the parties to the combination, the Commission shall pass an order directing that the combination shall not take effect;
- (5) Where the parties to the combination fail to carry out the modification within the stipulated time limit, the Commission shall issue appropriate direction;

- (6) The Secretary shall communicate the decision of the Commission under sub regulations (1) or (2) or (4) or (5) of this regulation to the parties to the combination within seven days of such decision;
- (7) The communication of decision, referred to in sub regulation (6), shall be followed by an order or direction which shall be served as per the procedure contained in the Competition Commission of India (General) Regulations, 200\_.

### **53. Authorized Representative**

- (1) Authorization for authorized representative, if any, shall be in conformity with the procedure laid down in Competition Commission of India (General) Regulations, 200\_;
- (2) The name of authorized representative, if any, shall be provided in the notice by the person or enterprise filing it;
- (3) An authorization to act on behalf of a party to the combination shall be given to the Commission or Director General, as the case may be, in writing and signed by the same person who signed the notice;
- (4) The authorization referred to in sub regulation (3) shall give a contact phone number and address in National Capital Region;



- (5) The authorization once given shall not be changed unless requested in writing and given to the Commission or Director General, as the case may be, and signed by the same person who signed the notice.

#### **54. Appointment of independent trustees to oversee modification**

- (1) Where the Commission is of the opinion that the modification proposed by it and accepted by the parties to the combination needs supervision, it may appoint independent trustees, to oversee the modification;
- (2) The independent trustees, referred in sub regulation (1) shall be independent of the parties to the combination, have appropriate qualifications for the task and be not subject to conflicts of interest;
- (3) The independent trustees, referred to in sub regulation (1), may include an accounting firm, management consultancy, any other professional organization, or part thereof, or independent practitioners of repute;
- (4) Where the Commission has appointed the independent trustees, the terms of payment shall be as specified by the Commission;
- (5) The payment to the independent trustees, as specified by the Commission, shall be made by the parties to the combination;

- (6) The independent trustees shall report to the Commission at the completion of each constituent activity to the modification and shall not accept the instructions from the parties to the combination;
- (7) Where independent trustees are appointed by the Commission, responsibilities of the trustees shall be specified in the trustee mandate to be specified and approved by the Commission;
- (8) Where the Commission is of the view that the independent trustees are not performing according to the trustee mandate, the Commission may terminate the appointment of the trustees before completion of their responsibility;
- (9) Where the Commission, on representation, in writing, from the parties to the combination, is of the view that the parties to the combination have a good cause, it may terminate the appointment of trustees before completion of their responsibility;
- (10) Where the appointment of the trustees has been terminated by the Commission before completion of their responsibilities, the appointment of the new trustees shall follow the same procedure as given in this regulation.

## **55. Request for confidentiality treatment**

- (1) Any request for confidential treatment to the documents submitted during the investigation shall be duly considered having due regard to the procedure laid down in the Competition Commission of India (General) Regulations, 200\_;
- (2) Unless requested specifically by the parties to the combination in Form 1 or Form 2, as the case may be, and agreed to by the Commission, confidentiality as given in sub regulation (1) shall only be applicable as far as its disclosure to public is concerned;
- (3) The Commission or the Director General, as the case may be, may exchange the information with other competition authorities with whom the Commission has a Memorandum of Understanding or agreement for exchange of such information;
- (4) Where the Commission or the Director General, as the case may be, desires to exchange information with other competition authorities, a waiver from the parties to the combination shall be obtained.

**56. Removal of doubt/difficulty**

In the matter of implementation of these regulations, if any doubt or difficulty arises, the same shall be placed before the Commission and the decision of the Commission there on shall be final and binding.

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**COMPETITION COMMISSION OF INDIA  
THE COMPETITION COMMISSION OF INDIA (COMBINATION) REGULATIONS, 200\_**

**FORM 1**

**FORM OF FILING NOTICE WITH THE COMPETITION COMMISSION OF INDIA PURSUANT TO SECTION 6 (2) OF THE COMPETITION ACT, 2002  
(Refer to regulation 6)**

Docket No. (to be assigned by the Competition Commission of India)

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1. (i) Personal Details  
(a) First Applicant  
Legal Name of Combining enterprise

\_\_\_\_\_

Name of the CEO \_\_\_\_\_

Principal Business Address

\_\_\_\_\_

City \_\_\_\_\_ Country \_\_\_\_\_ Postal/Zip Code

\_\_\_\_\_

Tel: Country Code \_\_\_\_\_ City/Area Code \_\_\_\_\_  
No. \_\_\_\_\_

Mobile No. \_\_\_\_\_

Fax No. Country Code \_\_\_\_\_ City/Area Code \_\_\_\_\_  
No. \_\_\_\_\_

E-mail Address

\_\_\_\_\_

Website Address

\_\_\_\_\_

(b) (Second Applicant)

Legal Name of Combining enterprise

\_\_\_\_\_

Name of the CEO \_\_\_\_\_

Principal Business Address

---

City\_\_\_\_\_Country\_\_\_\_\_Postal/Zip Code \_\_\_\_\_

---

Tel: Country Code \_\_\_\_\_ City/Area Code \_\_\_\_\_  
 No. \_\_\_\_\_

Mobile No. \_\_\_\_\_

Fax No. Country Code \_\_\_\_\_ City/Area Code \_\_\_\_\_  
 No. \_\_\_\_\_

E-mail \_\_\_\_\_ Address \_\_\_\_\_

---

Website \_\_\_\_\_ Address \_\_\_\_\_

---

(c) Third Applicant

Legal Name of Combining enterprise \_\_\_\_\_

Name of the CEO \_\_\_\_\_

Principal Business Address \_\_\_\_\_

---

City\_\_\_\_\_Country\_\_\_\_\_Postal/Zip Code \_\_\_\_\_

---

Tel: Country Code \_\_\_\_\_ City/Area Code \_\_\_\_\_  
 No. \_\_\_\_\_

Mobile No. \_\_\_\_\_

Fax No. Country Code \_\_\_\_\_ City/Area Code \_\_\_\_\_  
 No. \_\_\_\_\_

E-mail \_\_\_\_\_ Address \_\_\_\_\_

---

Website \_\_\_\_\_ Address \_\_\_\_\_

---

*(in case there are more than three applicants use the same format for additional applicants)*

(ii) List names of directors/partners/trustees/persons-in-charge of each of the combining enterprise.

(iii) List of shareholders with 5% or more equity holding where applicable.

(iv) Provide copies of Memorandum/Articles of Association / Charter/Partnership Deed/Constitution document for each combining enterprise.

2. State the name, business title, address, telephone number, fax numbers and e-mail address of an individual located in India who is authorised to receive communications on behalf of each of the notifying enterprise(s) regarding this notification and related proceedings.

Name \_\_\_\_\_

Title \_\_\_\_\_

Address \_\_\_\_\_

City\_\_\_\_\_Country\_\_\_\_\_Postal/Zip Code

\_\_\_\_\_

Tel: City/Area Code \_\_\_\_\_ No. \_\_\_\_\_

Mobile No. \_\_\_\_\_

Fax NoCity/Area Code \_\_\_\_\_ No. \_\_\_\_\_

E-mail \_\_\_\_\_ Address

3. Amount of fee deposited ( provide proof )

Currency [Check Currency  ]

US \$          INR    Amount

4. Are you acquiring [Check appropriate box **X** ]
- |               |                          |
|---------------|--------------------------|
| Control       | <input type="checkbox"/> |
| Shares        | <input type="checkbox"/> |
| Voting rights | <input type="checkbox"/> |
| Assets        | <input type="checkbox"/> |

Provide details.

5. (i) What are the main products of the combining enterprise(s)? (*Separate narration required for each combining enterprise*). Please refer to either Accounting Standard 17 (of India) or International Accounting Standard 14 for guidance on what constitutes main products.

(ii) Do the combining enterprises produce/ provide similar or identical or substitutable products? If yes, provide details.

(iii) What are the main products of the enterprises of the groups to which the combining enterprises belong?

(iv) Does any of the combining enterprises has direct or indirect control over another enterprise engaged in production, distribution or trading of a or provision of a similar or identical or substitutable products? If yes, provide details.

6. (i) List products of all the combining enterprises other than the main products listed at serial no. 5 above.



- (ii) From amongst products other than the main products, does any of the combining enterprises produce/supply similar or identical or substitutable products?
- (iii) Does any of the combining enterprises has direct or indirect control over another enterprise engaged in production, distribution or trading or provision of similar or identical or substitutable products to the products listed at (i) above? If yes, provide details.
7. If it is a case of merger or amalgamation, provide details of the enterprise remaining after merger or the enterprise created as a result of amalgamation.
8. Has a new entity been created or is to be created to which assets, in full or in part, or operations, in full or in part, are to be transferred, in any manner, before or after the combination takes place? If yes, provide details.
9. Provide date(s) of approval(s) by the Board of Directors of the enterprises concerned and or the agreement and or other documents executed in case of acquisition in chronological sequence starting with the earliest. Attach copies of the relevant documents leading to the decision/agreement/approval. [*Reports of consultants/experts, reports to the Boards, etc. particularly*

*highlighting the competitive situation prevailing and benefits likely to accrue on account of combining, if any, should be provided]*

- 10 Whether notification is filed within the prescribed time? [*refer section 6(2)*]. If not, the reasons for the delay may be narrated briefly with supporting documents.
  
- 11 Is this Combination subject to filing requirements in jurisdictions other than India? If yes, list the notified, or to be notified, jurisdictions. Furnish copies of combination notifications filed. Provide copies of decisions/orders of the competition agencies in other jurisdictions, if any.
  
- 12 State for each combining enterprise current utilised capacity and the installed capacity including maximum possible capacity for the main products as well as products covered in 6(ii) above that can be achieved in the next one year. [*The data to be furnished for non-manufacturing enterprise may be on number of professionals available or number of branches or the size and extent of infrastructure.*]
  
- 13 Furnish the following details as per audited annual accounts of the immediately preceding financial year. If annual accounts for the immediate preceding financial year are not audited, furnish

the following details as per the last audited annual accounts as well as the annual accounts of the immediately preceding financial year.

Name of enterprise. Year (audited/ unaudited)	Value of Assets		Aggregate Turnover	
	In India *(Rs. in Crores)	Worldwide (US\$ in Million).	In India *(Rs. in Crores)	Worldwide (US\$ in Million).

\* (1 crore = 10 million)

14 Furnish the following details for the current financial year, for the preceding completed calendar quarters till the date of notice).

Name of enterprise	Value of Assets		Aggregate Turnover	
	In India *(Rs. in Crores)	Worldwide (US\$ in Million).	In India *(Rs. in Crores)	Worldwide (US\$ in Million).

\* (1 crore = 10 million)

15. Aggregate for the proposed Combination:  
Furnish the following details as per last audited annual accounts of the immediately preceding financial year. If annual accounts for the immediate preceding financial year are not audited, furnish the following details as per the last audited annual accounts as well as the annual accounts of the immediately preceding financial year.

For the proposed combination	Value of Assets		Aggregate Turnover	
	For the financial year immediately preceding the date of the notice	For the current financial year, for the completed calendar quarters till the date of notice	For the financial year immediately preceding the date of notice	For the current financial year, for the completed calendar quarters till the date of notice.
In India (Rupees in Crores as per audited accounts) (mention year)				
Worldwide (US \$ in million as per audited accounts) (mention year)				
In India (Rupees in Crores as per unaudited accounts) (mention year)				
Worldwide (US \$ in million as per unaudited accounts) (mention year)				

16. In case of acquisition, please furnish the following :

- (i) offered/ agreed price of acquisition
- (ii) Details of payment in cash and/or in kind including source(s) of fund.

17. Provide details of the proposed or expected dates of major events required to complete the transaction and the scheduled consummation date of the transaction.

18. Provide details of the intended structure of ownership and control of the combined enterprises/acquired enterprises/acquiree enterprise after completion of the transaction.
  
19. Describe the business purpose of the transaction.
  
20. Please furnish details for each of the main products:
  - (i) Physical characteristics and end use of products [*Attach current selling aids and promotional material of concerned products*]
  
  - (ii) Price of the main products (for the last three years) [*Attach copies of price lists, pricing plans, marketing and pricing strategies and analyses*]
  
  - (iii) Market shares of the main products of the combining enterprises and also of rivals/competitors for similar or identical or substitutable products.
  
  - (iv) Details of captive or in-house consumption, if any. [Captive Consumption= Total production – (Total Sales + Free Distribution + Exports)]. [*Submit documents that identify in-*

*house producers of any of the main products.]*

- (v) Existence/availability of other specialised producers/suppliers

*[Submit documents that identify specialised producer/provider or discuss the competitive position of specialised producers/ providers].*

- (vi) Classification of products as per National Industrial Classification (NIC) Code. *(Submit documents sufficient to st*

- (vii) Provide any other information which in your opinion may be relevant for competition assessment of the combination.*[Use separate sheets, if required]*

21. Please furnish following details:

- (i) Are there any regulations (includes government laws / rules/ procedures / official press notes/directions/notifications, etc.) which restrict production, supply, distribution of the main products of the enterprises to the combination. *[Submit documents sufficient to demonstrate such restraints].*

- (ii) Details of import of similar or identical or substitute products to the main products of the combining

enterprises during the last three years. Also, provide details of potential imports. [*Submit documents sufficient to show business of imports, including but not limited to, quotas, tariffs and restrictions or its import into each main product.*]

- (iii) What is the extent of export of similar or identical or substitute products to the main products? Provide details of the names of exporters, their contact details, exports in terms of units and value for the last three years.
  
- (iv) Are the main products subject to local specifications prescribed by government/ departments / authorities? If yes, provide details [*Submit documents and material sufficient to describe any specifications, whether established or regulated by a Governmental or non-governmental organisation or customary with which the combining enterprises, the main products or production of the main products must comply*]
  
- (v) (a) Are there government procurement policies which discriminate in any manner against the combining enterprises? [*Attach sufficient documents/material*]  
  
(b) Whether government procurement policies favour

the combining enterprises? [*Attach sufficient documents/ material*]

- (vi) Are there any licensing/registration requirements to set up facilities for production/supply of the main products? Does the production/supply of the main products require any special technical knowledge that is not readily available?
  
- (vii) What portion of the initial investment will be permanently lost on exit? Is there a likelihood of entry of sufficient size for the production/supply of the main products in the next 1-2 years? [*Attach sufficient documents/material in support.*]
  
- (viii) How important/significant are “distribution facilities” for your main products? Provide details of your distribution facilities. [*Submit documents or material sufficient to show the location of all distribution facilities and any strategic plans or maps relating to distribution system of each main products.*]
  
- (ix) (a) What is the level of concentration in the market for the main products?



(b) How many enterprises have entered the industry in the last five years?

(c) How many enterprises have exited the industry in the last five years?

(d) How much will the level of concentration change after the combination takes effect? [*Provide number of enterprises before and after the combination effect. Calculate HHI, if possible.*]

(x) Whether the product can be transported? If yes, what are the possible modes of transportation? What is the unit cost of transportation per kilometre? What is the ratio of transportation cost to the sale price? [*Submit documents sufficient to show shipping or transportation costs incurred in the distribution of the main products*]

(xi) Is there any statutory obligations to comply with language requirements, if any, in respect of the products / users manual, etc. in any part of India? If yes, provide details. [*Attach documents/ material sufficient to show any impact language has on the sale or distribution of each main product.*]

- (xii) How many persons earn their livelihood on account of the combining enterprises in India? Provide details for each district/state/region or the whole country, as appropriate. *[The basis of estimating the number should be provided.]*
- (xiii) If the combining enterprises face few large buyers for the main products, furnish their names, addresses, contact details and their shares in your sales/supply.
- (xiv) In your opinion, do the benefits of the proposed combination outweigh its adverse impact, if any? *[Provide sufficient documents/material.]*
- (xv) Has any of the combining enterprises filed any bankruptcy/ winding-up application to the relevant authorities? If yes, provide details.
- (xvi) How many IPRs have been developed and registered with

the relevant authorities by the combining enterprises in the last five years? [*Provide this information separately for each combining enterprise*]

(xvii) Provide any other information which in your opinion may be relevant for competition assessment of the combination.

22. Do you, either singly or *jointly*, directly or indirectly control the affairs or management of another enterprise or group. If yes, please furnish the following details :

(i) Details of enterprises exercising control and details of enterprises whose affairs are being controlled.

(ii) Form and manner in which the control is exercised.

(iii) Details of common Directors/Partners/Co-Partners / Trustees.

23. A. Does any of the combining enterprises:

- (i) exercise twenty-six per cent, or more of the voting rights in the other enterprise; or
  
- (ii) appoint more than fifty percent, of the members of the board of directors in the other enterprise; or
  
- (iii) control the management or affairs of the other enterprise.

B. If answer to any of the questions is yes, furnish the following for such other enterprise.

(i) Name of the enterprise & the details of Directors/partners/Co-partners / Trustees

(ii) Main product(s)

(iii) Market share of each main product

24. Please furnish the following details in case of a group, to which the enterprise whose control, shares, assets or voting rights have been acquired or are being acquired would belong or the

enterprise remaining after the merger or the enterprise created as a result of amalgamation, would belong after acquisition/merger/amalgamation, as the case may be, jointly have or would have:-

Group	Value of Assets		Aggregate Turnover	
	For the financial year immediately preceding the date of the notice	For the current financial year, the completed calendar quarters till the date of notice	For the financial year immediately preceding the date of notice	For the current financial year, the completed calendar quarters till the date of notice.
In India (Rupees in Crores as per audited accounts)				
Worldwide (US \$ in billion as per audited accounts)				
In India (Rupees in Crores as per unaudited accounts)				
Worldwide (US \$ in billion as per unaudited accounts)				

Note:

*The aggregate value of assets / annual turnover, for any enterprise, should be in respect of all products or services and not merely for the relevant product(s)/ service(s).*

25. Please furnish details of any application/notification/intimation/ information relating to the transaction proposed combination filed in a High Court/ Bench

of the Company Law Board/ Office of the Securities & Exchange Board of India or any other authority established under any law in India and the status thereof. Please attach copies. In case approvals/decisions have been received, copies must be furnished.

26. Whether any order/judgement has been passed in a matter of the 'combining enterprises' on an competition issue by any Competition Authority/ Court/Tribunal/Government in the last 5 years. If yes, provide details and attach copies of the orders/judgements.
27. (i) Details of prices of the main products during the last 6 months of each of the enterprises to the proposal combination;
- (ii) Details of prices of similar or identical or substitute products of major competitors during the last six months.
- (iii) If similar or identical or substitute products are imported into India, prices at which such products are being sold

*[Attach documents/material sufficient to show the details furnished]*

28. What are the likely or expected prices of the main products of the combining enterprises in the coming six months to one year?

*[Attach documents/material sufficient to show the details furnished]*

29. Do the combining enterprises belong to groups, consisting of major suppliers and/or major distributors? *[Provide documents to exhibit absence of or low level of vertical integration].*

**VERIFICATION**

Certified that this form together with all appendices and attachments thereto was prepared and compiled under my supervision in accordance with the provisions of the Competition Act, 2002, Rules and Regulations made thereunder. Subject to the recognition that, where so indicated, reasonable estimates have been made because books, documents and records do not provide the required data, the information is, to the best of my knowledge, true, correct and complete in accordance with the Act, Rules and Regulations issued by the Competition Commission in this behalf.

**First Applicant**

Name (Please Print Or Type)	Title
Signature	Date
	Place

**Second Applicant**

Name (Please Print Or Type)	Title
Signature	Date
	Place

**Third Applicant**

Name (Please Print Or Type)	Title
Signature	Date
	Place

*(in case there are more than three applicants use the same format ( i.e. fourth applicant, fifth applicant.....)*

**IMPORTANT: ALL COMBINING ENTERPRISES MUST VERIFY THE CONTENTS  
BY SIGNING ON EACH PAGE AND ON THIS PAGE**



Subscribed and sworn to before me at the

City of \_\_\_\_\_ State of \_\_\_\_\_ Country \_\_\_\_\_

The \_\_\_\_\_ day of \_\_\_\_\_ the year

Signature \_\_\_\_\_

My commission expires on \_\_\_\_\_

[SEAL]

**COMPETITION COMMISSION OF INDIA  
THE COMPETITION COMMISSION OF INDIA (COMBINATION) REGULATIONS, 200\_**

**FORM 2**

**FORM OF FILING NOTICE WITH THE COMPETITION COMMISSION OF INDIA PURSUANT TO SECTION 6 (2) OF THE COMPETITION ACT, 2002  
(Refer to regulation 6)**

Docket No.(to be assigned by the  
Competition Commission of India)

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1. (i) Personal Details  
(a) First Applicant

Legal Name of Combining enterprise

\_\_\_\_\_

Name of the CEO\_\_\_\_\_

Principal Business

Address\_\_\_\_\_

City\_\_\_\_\_Country\_\_\_\_\_Postal/Zip Code

Tel: Country Code \_\_\_\_\_ City/Area Code \_\_\_\_\_

No.\_\_\_\_\_

Mobile No. \_\_\_\_\_

Fax No. Country Code\_\_\_\_City/Area Code \_\_\_\_\_

No.\_\_\_\_\_

E-mail Address

\_\_\_\_\_

Website Address

\_\_\_\_\_

(b) (Second Applicant)

Legal Name of Combining enterprise

\_\_\_\_\_

Name of the CEO\_\_\_\_\_

Principal Business  
 Address \_\_\_\_\_  
 \_\_\_\_\_  
 City \_\_\_\_\_ Country \_\_\_\_\_ Postal/Zip \_\_\_\_\_ Code \_\_\_\_\_  
 \_\_\_\_\_  
 Tel: Country Code \_\_\_\_\_ City/Area Code \_\_\_\_\_  
 No. \_\_\_\_\_  
 Mobile No. \_\_\_\_\_  
 Fax No. Country Code \_\_\_\_\_ City/Area Code \_\_\_\_\_  
 No. \_\_\_\_\_  
 E-mail Address  
 \_\_\_\_\_  
 Website Address  
 \_\_\_\_\_

(c) Third Applicant

Legal Name of Combining enterprise  
 \_\_\_\_\_  
 Name of the CEO \_\_\_\_\_  
 Principal Business  
 Address \_\_\_\_\_  
 \_\_\_\_\_  
 City \_\_\_\_\_ Country \_\_\_\_\_ Postal/Zip \_\_\_\_\_ Code \_\_\_\_\_  
 \_\_\_\_\_  
 Tel: Country Code \_\_\_\_\_ City/Area Code \_\_\_\_\_  
 No. \_\_\_\_\_  
 Mobile No. \_\_\_\_\_  
 Fax No. Country Code \_\_\_\_\_ City/Area Code \_\_\_\_\_  
 No. \_\_\_\_\_  
 E-mail Address  
 \_\_\_\_\_  
 Website Address  
 \_\_\_\_\_

*(in case there are more than three applicants use the same format for additional applicants)*

(ii) List names of directors/partners/trustees/persons-in-charge of each of the combining enterprise.

(iii) List of shareholders with 5% or more equity holding where applicable.

(iv) Provide copies of Memorandum/Articles of Association / Charter/Partnership Deed/Constitution document for each combining enterprise.

2. State the name, business title, address, telephone number, fax numbers and e-mail address of an individual located in India who is authorised to receive communications on behalf of each of the notifying enterprise(s) regarding this notification and related proceedings.

Name \_\_\_\_\_

Title \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ Country \_\_\_\_\_ Postal/Zip \_\_\_\_\_ Code \_\_\_\_\_

Tel: City/Area Code \_\_\_\_\_ No. \_\_\_\_\_

Mobile No. \_\_\_\_\_

Fax No City/Area Code \_\_\_\_\_ No. \_\_\_\_\_

E-mail \_\_\_\_\_ Address \_\_\_\_\_

3. Amount of fee deposited ( provide proof )

Currency [Check Currency **X** ]

US \$            INR    Amount

4. Are you acquiring [Check appropriate box **X** ]
- |               |                          |
|---------------|--------------------------|
| Control       | <input type="checkbox"/> |
| Shares        | <input type="checkbox"/> |
| Voting rights | <input type="checkbox"/> |
| Assets        | <input type="checkbox"/> |

Provide details.

5. (i) What are the main products of the combining enterprise(s)? (*Separate narration required for each combining enterprise*). Please refer to either Accounting Standard 17 (of India) or International Accounting Standard 14 for guidance on what constitutes main products.

(ii) Do the combining enterprises produce/ provide similar or identical or substitutable products? If yes, provide details.

(iii) What are the main products of the enterprises of the groups to which the combining enterprises belong?

(iv) Does any of the combining enterprises has direct or indirect control over another enterprise engaged in production, distribution or trading of a or provision of a similar or identical or substitutable products? If yes, provide details.

6. (i) List products of all the combining enterprises other than the

main products listed at serial no. 5 above.

(ii) From amongst products other than the main products, does any of the combining enterprises produce/supply similar or identical or substitutable products?

7. If it is a case of merger or amalgamation, provide details of the enterprise remaining after merger or the enterprise created as a result of amalgamation.
  
8. Has a new entity been created or is to be created to which assets, in full or in part, or operations, in full or in part, are to be transferred, in any manner, before or after the combination takes place? If yes, provide details.
  
9. Whether notification is filed within the prescribed time? [*refer section 6(2)*]. If not, the reasons for the delay may be narrated briefly with supporting documents.

10 Is this Combination subject to filing requirements in jurisdictions other than India? If yes, list the notified, or to be notified, jurisdictions. Furnish copies of combination notifications filed. Provide copies of decisions/orders of the competition agencies in other jurisdictions, if any.

11. Aggregate for the proposed Combination:  
 Furnish the following details as per last audited annual accounts of the immediately preceding financial year. If annual accounts for the immediate preceding financial year are not audited, furnish the following details as per the last audited annual accounts as well as the annual accounts of the immediately preceding financial year.

For the proposed combination	Value of Assets		Aggregate Turnover	
	For the financial year immediately preceding the date of the notice	For the current financial year, for the completed calendar quarters till the date of notice	For the financial year immediately preceding the date of notice	For the current financial year, for the completed calendar quarters till the date of notice.
In India (Rupees in Crores as per audited accounts) (mention year)				
Worldwide (US \$ in million as per audited				

accounts) (mention year)				
In India (Rupees in Crores as per unaudited accounts) (mention year)				
Worldwide (US \$ in million as per unaudited accounts) (mention year)				

12. Describe the business purpose of the transaction.

13. (i) For each of the combining parties :-

- (a) The total capacity for production/distribution/supply in India
- (b) Location of production/distribution/supply facilities in India

(If it is a group, same information should be given for all the enterprises of the group)

(ii) For each of the combining parties:-  
Identical/substitutes /similar products or services produced/distributed/supplied in India. If yes, provide details:-

<b>Name of the product</b>	<b>Turnover (in crores)</b>

(If it is a group, same information should be given for all



the enterprises of the group)

14. Please furnish the following details in case of a group, to which the enterprise whose control, shares, assets or voting rights have been acquired or are being acquired would belong or the enterprise remaining after the merger or the enterprise created as a result of amalgamation, would belong after acquisition/merger/amalgamation, as the case may be, jointly have or would have:-

Group	Value of Assets		Aggregate Turnover	
	For the financial year immediately preceding the date of the notice	For the current financial year, the completed calendar quarters till the date of notice	For the financial year immediately Preceding the date of notice	For the current financial year, the completed calendar quarters till the date of notice.
In India (Rupees in Crores as per audited accounts)				
Worldwide (US \$ in billion as per audited accounts)				
In India (Rupees in Crores as per unaudited accounts)				
Worldwide (US \$ in billion as per unaudited accounts)				

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Note:

*The aggregate value of assets / annual turnover, for any enterprise, should be in respect of all products or services and not merely for the relevant product(s)/ service(s).*

15. Whether any order/judgement has been passed in a matter of the 'combining enterprises' on a competition issue by any Competition Authority/ Court/Tribunal/Government in the last 5 years. If yes, provide details and attach copies of the orders/judgements.

## VERIFICATION

Certified that this form together with all appendices and attachments thereto was prepared and compiled under my supervision in accordance with the provisions of the Competition Act, 2002, Rules and Regulations made thereunder. Subject to the recognition that, where so indicated, reasonable estimates have been made because books, documents and records do not provide the required data, the information is, to the best of my knowledge, true, correct and complete in accordance with the Act, Rules and Regulations issued by the Competition Commission in this behalf.

### First Applicant

Name (Please Print Or Type)	Title
Signature	Date
	Place

### Second Applicant

Name (Please Print Or Type)	Title
Signature	Date
	Place

### Third Applicant

Name (Please Print Or Type)	Title
Signature	Date
	Place

*(in case there are more than three applicants use the same format ( i.e. fourth applicant, fifth applicant.....)*

**IMPORTANT: ALL COMBINING ENTERPRISES MUST VERIFY THE CONTENTS  
BY SIGNING ON EACH PAGE AND ON THIS PAGE**

Subscribed and sworn to before me at the

City of \_\_\_\_\_ State of \_\_\_\_\_ Country \_\_\_\_\_

The \_\_\_\_\_ day of \_\_\_\_\_ the year

Signature \_\_\_\_\_

My commission expires on \_\_\_\_\_

[SEAL]

**COMPETITION COMMISSION OF INDIA  
THE COMPETITION COMMISSION OF INDIA (COMBINATION) REGULATIONS, 200\_**

**FORM 3\***

**FORM FOR FILING DETAILS OF SHARE SUBSCRIPTION OR FINANCING FACILITY  
OR ANY ACQUISITION BY PUBLIC FINANCIAL INSTITUTION, FOREIGN  
INSTITUTIONAL INVESTOR OR BANK OR VENTURE CAPITAL FUND PURSUANT  
TO SECTION 6 (5) OF THE COMPETITION ACT, 2002**

\* to be hosted shortly

**COMPETITION COMMISSION OF INDIA**  
**THE COMPETITION COMMISSION OF INDIA (COMBINATION) REGULATIONS, 200\_**

**FORM 4**

**Show cause under section 29 (1) of Competition Act, 2002**

To

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Whereas a notice under section 6(2) of the Competition Act, 2002 has been filed by you vide notice no..... dated..... ;and

Whereas the notice filed by you has been found to be valid; and

Whereas in terms of the meeting of the Commission held on ....., Commission is of the prima facie view that the proposed combination is likely to cause, or has caused an appreciable adverse effect on competition within the relevant market in India on account of the following:-

- (i)
- (ii)
- (iii)

Therefore, you are, hereby, required to show cause as to why investigation in respect of proposed combination/combination\* be not conducted;

You are, therefore, required to submit an explanation as to why the proposed combination is not likely to cause, or has caused an appreciable adverse effect on competition in India;

Your reply should include proof of mitigating circumstances if support is being taken on any one of the mitigating circumstances given in the Act;

Your reply should be received in the Commission on or before\_\_\_\_\_failing which it shall be presumed that you have nothing to say in the matter and the Commission shall proceed to pass an appropriate order under the Competition Act, 2002.

Signed under my hand  
Secretary  
Competition Commission of India

(\*strike out appropriately)

**COMPETITION COMMISSION OF INDIA**

**THE COMPETITION COMMISSION OF INDIA (COMBINATION) REGULATIONS, 200\_**

**FORM 5**

**Direction for investigation to Director General under section 29 (1A) of the Act**

The Director General,  
Competition Commission of India.

Whereas the Commission is seized of inquiring into the notice filed under section 6 (2) of Competition Act, 2002 filed by \_\_\_\_\_, proposing an acquisition/ acquiring of control/merger or amalgamation of \_\_\_\_\_ and \_\_\_\_\_ and \_\_\_\_\_/ (the information about the combination having come into an effect after acquisition/ acquiring of control/merger or amalgamation)\*; and

Whereas the Commission in its meeting held on \_\_\_\_\_ at \_\_\_\_\_, had formed a prima facie opinion that the proposed combination has caused or is likely to cause an appreciable adverse effect on competition in India; and

Whereas a show cause was issued to the parties to the combination asking them to respond as to why investigation in respect of the proposed combination/combination\* be not conducted; and

Whereas the parties have submitted their response to the show cause issued by the Commission (enclosed) giving their stand on the competitive issues; and

Whereas the Commission in its meeting held on \_\_\_\_\_ at \_\_\_\_\_ had decided to call for a report from a Director General;

Therefore you are, hereby, directed to submit a report on the proposed combination/combination\*; and

Your report is required to be submitted not later than \_\_\_\_\_ covering all aspects of impact on competition by the proposed combination/combination\*.

Signed under my hand  
Secretary  
Competition Commission of India

(\* Strikeout which ever is not necessary)

**COMPETITION COMMISSION OF INDIA**

**THE COMPETITION COMMISSION OF INDIA (COMBINATION) REGULATIONS, 200\_**

**FORM 6**

**Direction to publish the details of the combination to the parties to the combination**

To

\_\_\_\_\_  
\_\_\_\_\_

Whereas a notice under section 6(2) of the Competition Act, 2002 has been filed by you vide notice no..... dated..... ;and

Whereas the notice filed by you has been found to be valid; and

Whereas in terms of the meeting of the Commission held on ....., Commission is of the prima facie view that that the proposed combination is likely to cause, or has caused an appreciable adverse effect on competition in the relevant market in India; and

Whereas in terms of show cause dated \_\_\_\_\_you were asked to respond as to why investigation in respect of the aforementioned combination should not be conducted; and

Whereas in terms of your reply bearing no.\_\_\_\_\_dated\_\_\_\_\_, you have submitted your response; and

Whereas in the meeting of the Commission held on\_\_\_\_\_at\_\_\_\_\_, the Commission is prima facie of the opinion that the combination has, or is likely to have, an appreciable adverse effect on competition; and

Therefore you are, hereby, directed to get the details of the combination published for bringing the combination to the knowledge or information of the public and the person effected or likely to be effected by such combination in Form 7; and

After publication you are directed to submit evidence of publication to the Secretary.

Signed under my hand  
Secretary  
Competition Commission of India



**COMPETITION COMMISSION OF INDIA**  
**THE COMPETITION COMMISSION OF INDIA (COMBINATION) REGULATIONS, 200\_**

**FORM 7**

“1. The Competition Commission of India is investigating into the (*proposed*) combination of (name & address), (name & address). In order to determine whether this combination has or is likely to have an appreciable adverse effect on competition in the relevant market in India, the Commission shall have due regard to all or any of the factors given in sub section (4) of section 20 of the Act;

2. The details of the combining parties are as under -:

- (i) Main products from which the parties derive revenue
- (ii) Area of operations of the parties including location of assets
- (iii) The control, shares, voting rights or assets being acquired
- (iv) Acquiring of control by a person or enterprise *when such person has already, directly or indirectly, control over another enterprise engaged in production, distribution or trading of a similar or identical or substitutable goods or provision of a similar or identical or substitutable service*
- (v) Brief details of the merger or amalgamation, as the case may be
- (vi) The proposed date of closing the transaction
- (vii) The groups to which the enterprises belong
- (viii) Any other information as the Commission may deem necessary;

3. Any person or member of the public having knowledge about the above parties can submit his/her/its objections in writing to the Secretary, Competition Commission of India. The objections shall state how such person or member of the public is adversely affected or likely to be affected by such combination, basis of objections and substantiate them by supporting materials/documents. The written objections along with the supporting materials/documents should reach the Secretary within 15 working days from the date of this publication. The objections shall state the name, address, and contact details of the person or member of the public submitting it. The Commission is not likely to consider unsubstantiated objections.”;