

CCI (PROCEDURE IN REGARD TO THE TRANSACTION OF BUSINESS RELATING TO COMBINATIONS) AMENDMENT REGULATIONS, 2015

0—33004/99 REGD. NO. D. [,-33004/99 Che Gazette of Stidia 2321 No. 232' EXTRAORDINARY PART lit—section 4 PUBLISHED BY AUTHORITY 1, 10, 1937 NEW DELHI, WEDNESDAY, JULY 1, iOi5/ASHADHA 10, 1937 1 , 2015 nr•r RB-qq, 2015 qjT. «p•r, 2002 (2003 12) 64 *rcr qfrzrT) 2011 2015 I (2) •a-a; ft -ft 2, 2011 (q) (8) ur Rzrr ; (2) 6 (2) *Rali" ; 2909 GI/201± 2 THE GAZEITE OF INDIA : EX'PRAORDINARY [PART 4] OTT" , ""Fft (q) w•qfifi-q-q (4) q-r (5) 13 fiqt", 'F fi" , ; 30 (1) (quru•r) 2009 fir QI-*t : ; g) ; (6) 14 5 zrr 8 3ft(QIT 7 (T) (3) (dfäli) t, GIRT (OAI) qT HIXt1 : 3 t, 26 sqfifi-q-q (1) "30 "30 ; (3) N---u-r : (1) Grrgvrr, 15 OTT l"; (9) 30 (2) Rzrr qrg•rr, :- 2009 35 \$r Pfizer, 2009 42 (10) 1 9 GiTRiiT, "(1 0) ur-r 31 are.fi7 GINT (11) 2 1 1 . 1 qa-t*rq 1.4 • : : 1.5 Ft., 1.6 : 4 THE GAZETTE OF INDIA : EXTRAORDINARY 1.10 fir 1 .11 TO---« : 1 .12 *r 2 {PART III—SFE. 4] 5. f 13(1 6.1 6.2 6.2. I I 6.2.2 (5 ; 8) RN, zrr 1 62.3 I 11-qug 4] 5 6.3 (Nü ei-«fi Tr 6.4 fifif& 6.5 6 Rr (2) zrr 6.6 AT it ft-ur 6.6.1 (i) ; (ii) 6.62 fi-f& Air 7.1 I 7.1.1 7.1.2 7.1.4 I 7.2 I 7.3 7.2 7.4 AT 7.5 (Gßü) F) 8.1 ? 6 THE GAZETTE OF INDIA : EXTRAORDINARY PART III—SEC. 4] 8.2 ? 8t, 8.3 «--rtt 8.5 8.6 ä, 8.6.1 I 8.6.2 8.6.3 8.6.4 (d-ßT) 15 (120) | 3, 4, 1 1 2011 7 *zrr) fifizrq, 2012 23 -2012 I (a) Tr srmzrr))013 e-Rrra-ro•r, 111, 4, 4 2013 (q) q-rx-ir *4T) 2014 %r.â. 2014 TTGtvr, qwr 111, 4. 20 q•râ, 2014 NOTIFICATION New Delhi, the 1st July, 2015 The Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Amendment Regulations, 2015 F. No. CCI/CD/Amend/Comb.RegW201S— In exercise of the powers conferred by section 64 of the Competitidn Act, 2002 (12 of 20(3)), the Competition Commission of India hereby makes the following regulations further to amend the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 20 1 1 , namely:- 1. Short title and commencement- (I) These regulations may be called the Competition Commission of India .(Procedure in regard to the transaction of business relating to combinations) Amendment Regulations, 2015. (2) They shall come into force on the date of their publication in the Official Gazette

2. In the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011, - (1) in regulation 5, - (a) after sub-regulation (3) the following sub-regulation shall be inserted, namely:- "(3A) The parties to the combination shall give notice in Form or



Form 11, as the case may in accordance with the notes to Form I and Form II issued by the Commission and published on its official website, from time to time.", (b) in sub-regulation (8), in the second proviso the words "the Central Government or State Government or" shall be omitted.; (2) in regulation 6, in sub-regulation (2), for the words "two the words"one copy" shall be substituted; (3) in regulation 8, in sub-regulation (2), for the words "in Form 11, as specified in Schedule 11 to these regulations, duly filled in, verified and by evidence of requisite fee", the words "in Form or Form 11, as decided by the Commission" shall be substituted; (4) in regulation 9, - (a) in sub-regulation the proviso, for the words "the Company Secretary of the company, duly authorised by the board of directors of the company", the words "any person duly authorised by the board of directors of the company for the said purpose" shall be substituted; (5) (6) (7) (8) (9) THE GAZETTE OF INDIA : EXTRAORDINARY • PART III---S.E. 4] (b) in sub-regulation the proviso, for the words "the Company Secretary of the company, duly authorised by the board of directors of the company", the words "any person duly authorised by the board of directors of the company for the said purpose" shall be substituted; (c) in sub-regulation (4), for the words "may be filed by the words"shall be filed by the parties" shall be substituted', in regulation 13, - (a) in sub-regulation (1), for the words "two copies", the words "one copy" shall be substituted; (b) after sub-regulation (1), the following proviso shall be inserted, namely:- "Provided that if the parties to the combination request confidentiality of information Or document(s) under sub-regulation (1) of regulation 30 of these regulations, such request may be filed as per the procedure laid down in the Competition Commission of India (General) Regulations, 2009, along with a duly filled in public version of the notice and an electronic version thereof." , (c) after sub-regulation- (1A), the following sub-regulation shall be inserted, namely:- "(1B) A summary of the combination, not containing any confidential information, in not more than 500 words, comprising details regarding: (a) name of the parties to the combination; (b) the type of the combination; (c) the area of activity of the parties to the combination; and (d) the electronic version relating to market(s) to which [the combination will] thereof shall be separately given while delivering the notice under sub-regulation (1). The summary submitted under this sub-regulation shall be published on the website of the Commission.", in regulation 14, - (a) in sub-regulation for the words "and Complete unless it is", the words "unless it is complete and" shall be substituted; (b) after sub-regulation (2), the following sub-regulation shall be inserted, namely:- "(2A) Notwithstanding anything contained in sub-regulation (2), the Commission may, after recording reasons, invalidate a notice filed under regulation 5 or regulation 8 of these regulations when it comes to the knowledge of the Commission that such notice is not valid as per sub-regulation (1) and, in that case, the Secretary shall convey the decision of the Commission to the parties to the combination within seven days of such decision of the Commission.", (e) in sub-regulation (3), for the words "has any defects or is incomplete in any respect, the parties to the combination shall", the words "is incomplete in any respect, the parties to the combination may" shall be substituted; in regulation 17, the following proviso shall be inserted, namely:- "Provided that if the approval of the Commission is conditional upon the parties to the combination carrying out modification to the combination, the proceedings shall terminate upon acceptance of the compliance report by the Commission under regulation 26 of these regulations."; in regulation 19, - the words "thirty working days" shall be (a) in sub-regulation (1), for the words "thirty days", substituted; (b) in sub-regulation (3), the following proviso shall be inserted, namely:- "Provided that the time taken in obtaining the information from such enterprise(s) shall be excluded from the time, not fifteen working days, provided in sub-regulation (1) of this regulation." , in regulation 30, - 9 (a) in sub-regulation (2), for the words "may: inter alia, clearly state" the words "shall clearly state" shall be substituted; (b) after sub-regulation (2), the following sub-regulation shall be inserted, namely:- "(3) The parties requesting for confidentiality shall file an affidavit as specified in regulation 42 of the Competition Commission of India (General) Regulations, 2009 stating that the conditions prescribed in regulation 35 of the Competition Commission of India (General) Regulations, 2009 are satisfied (10) in Schedule I to these regulations, after category 9, the following category shall be inserted, namely:- "(IO) Acquisition of shares, control, voting rights or assets by a purchaser approved by the Commission pursuant to and in accordance with its order under section 31 of the Act."; (11) in Schedule 11, for Form I, the following Form shall be substituted, namely:- "FORM I Registration No: (to be assigned by the Competition Commission of India) Information required to be filed in by the notifying party(ies) Part I : Basic information Information about each of the party to the combination: 1.1 1.2 1.3 1.4 1.5 1.6 1.7 1.8 1.9 1.10 1.11 1.12 Legal name of party(ies) to the

combination: Registration number (if applicable): Registered address / Principal business address: City: Country: Pin/Postal/Zip Code: Contact details (Telephone no, Mobile no, Fax in each case, including Country/City/Area Code): E-mail address: Website address: Jurisdiction of incorporation/formation: Role of the party(ies) to the combination: Relevant 4 digit National Industrial Classification of the activities undertaken by the parties to the combination: Date of pre-filing consultation, if any: Name or the person signing on behalf of the party(ies) to the combination (enclose documentary proof of eligibility for signing the notice): Part : Proof of payment of fees 2. 3

4. Provide details of fees deposited along with mode and the proof of payment. Part III : Authorization regarding communication Provide details (in the relevant format as provided in Part I above) of an individual located in India who is authorized to receive communication(s) on behalf of each of the notifying party(ies) regarding the notice and related inquiry/proceedings. Part IV : Meeting the thresholds Describe the nature of the combination being notified and how the said notification falls within the IO GAZETTE OF INDIA : EXTRAORDINARY [PART III —SEC. 4) purview of section of the Act, Give details of assets and turnover in the format provided below: Assets (in INR crore) Turnover (for FY Name of the Parties Combined In India (in INR crore) Worldwide (in USD million) In India (in INR crore) Worldwide (in USD million) 5, 6. 6.1 6.2 6.3 6.4 6.5 6.6 Part V: Summary of the combination A summary of the combination in terms of regulation 130 A) and regulation 13(1B) of the Combination Regulations must be filed along with the notice Part VI : Description of the combination Describe the combination by providing information regarding the following: Name of the parties to the combination. Explain the structure of the combination, including the following [with reference to relevant clause under the agreement(s), where applicable]: 6.2. 1 Indicate each step of the combination along with timelines for each milestone of the combination. 6.2.2 Structure, ownership and control, prior to and after the combination, of: (a) the parties to the combination; and (b) for the enterprises, whose structure, ownership and control will be directly or indirectly affected by such combination. 6.2.3 Value of the transaction, i.e., the purchase price (or the value of all assets involved, as the case may be). Specify whether the consideration is in the form of equity, cash, or other assets and provide details. Please explain the purpose (including business objective and/or economic rationale for each of the parties to the combination and how are they intended to be achieved) of the combination. Please specify if the proposed combination is subject to filing requirements in jurisdictions other than India? (if yes, provide status of such filings. Furnish copies of approval of the proposal relating to merger or amalgamation by the board of directors of the enterprise(s) concerned referred to in clause (a) of sub-section (2) of section 6 of the Act and/or agreement 'other document executed in relation to the acquisition or acquiring of control referred to in clause (b) of sub-section (2) of section 6 of the Act along with the supporting documents as listed in the Notes to Form I, if applicable. [In case the agreements/other documents relating to the combination contain a non-compete clause or the parties to the combination have executed or propose to execute a non-competition agreement in relation to the combination, the following details must be provided: 6.6. 1 Scope, including: (i) the enterprises covered by the non-compete provision; and (ii) period', geographic scope and the products/services covered under the non-compete clause(s). 6.6.2 justification for the non-compete provisions covering each of the elements as mentioned above. Part VII : Details about parties to the combination and sector overview 7. 1. 1.1 Provide details about the parties to the combination along with an overview of the sector as given below: 7.1 7.2 7.3 7.4 7.5 8.1 8.2 8.3 8.4 8.5 For each of the parties to the combination, provide details regarding the following: 7.1. List the registered entities in India and/or the physical presence in India (for example, sales office, factory, liaison office, branch office, etc.). 7. 1. 2 Name of the group to which the party to the combination belongs. 7.1.3 Including name, business name and/or the brand names used in India, 7. 1. 4 Brief overview of activities worldwide. 7. 1. 5 Overview of the activities in India. Provide separately a list/details of the products (manufactured and/or sold) and/or services of the parties to the combination. [In reference to 7.2 above, do the parties to the combination produce/provide similar or identical or substitutable products or services either directly or indirectly? If yes, provide details. State whether any of the parties to the combination 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. If yes, provide details. Do any of the parties to combination have 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? [If yes, provide details. Provide a brief overview of the sector(s) to which the combination belongs. Part V ILI : Relevant Market(s) What, according to the parties to the combination, is the relevant product and geographic market? Provide a detailed explanation regarding the delineation of relevant product and relevant geographic market. Whether the parties to combination are engaged in any business activities in the same relevant market? (If yes, specify. Provide an estimate indicating the relevant source and the basis of estimate Of the total of the market, in terms of value of sales (in rupees) and volume (units), of identical/substitutes/similar products or services produced/distributed/supplied in India. Provide details with regard to the sales value (in rupees) and volume (units) along with an estimate or the market share(s) of each of the parties to the combination for identical/substitutes/similar products or services produced/distributed/supplied in India. In case of a group, same information should be given for all the enterprises of the group. Provide name and contact details of the five largest competitors (along with their market share) OF INDIA : EXTRAORDINARY [PART III—SEC. 4] shares), customers and suppliers. 8.6 In the event the parties to the combination 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, provide details, including inter alia,:

8.6.1 Market size of the upstream and the downstream market.

8.6.2 Market share of each of the party(ies) to the combination in the upstream and downstream market.

8.6.3 Market share of five largest competitors in the upstream and downstream market.

8.6.4 Existing supply arrangements between the parties to the combination along with value of such 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).

VERIFICATION I, (NAME), [DESIGNATION], of the [FIRST/SECOND] party (ies) to the combination, do hereby verify that the contents of the above Form are true and correct to the best of my knowledge and that nothing material has been concealed there from. VERIFIED AT [PLACE] ON THIS [DATE] [NAME] [DESIGNATION] [COMPANY] [In case there are more than one applicants use the same format.] IMPORTANT: PARTY(IES) TO COMBINATION MUST VERIFY THE CONTENTS OF THE FORM BY SIGNING ON THIS PAGE. Subscribed and sworn to before me at the City: State: Country: Date: Signature: Registration Number: (Notary public) SMITA JHINGRAN, secy. [ADVT 111/4/Ext./1 87, M/1 120]) Note: Principal Regulations were published vide Notification No. F. No. I-I/ Combination Regulations, QOI 1-12/CD/CCI in the Gazette of India, Extraordinary, Part III, Section 4, dated the 1st May, 2011 and were subsequently amended by, - (a) The Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Amendment Regulations, 2012 published vide F. No. 3-1/Amend/Comb. Reg./2012/CD/CCI in the Gazette of India, Extraordinary, Part III, Section 4, dated the 23rd February, 2012; (b) The Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Amendment Regulations, 2013 published vide F. No. 3-1/Amend/Comb. Reg I./2012/CD/CCI in the Gazette of India, Extraordinary, Part III, Section 4, dated the 4th April, 2013; and (c) The Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Amendment Regulations, 2014 published vide F. No. CCI/CD/Amend/Comb. Regl./2014 in the Gazette of India, Extraordinary, Part III, Section 4, dated the 28th March, 2014. Printed by the Manager, Government of India Press, Ring Road, Mayapuri, New Delhi-110064 and Published by the Controller of Publications, Delhi-110054.