

## COMPETITION COMMISSION OF INDIA

13<sup>th</sup> September, 2012

Combination Registration No.: C-2012/08/74

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

1. On 13<sup>th</sup> August 2012, the Competition Commission of India (hereinafter referred to as the “**Commission**”) received a notice under sub-section (2) of Section 6 of the Competition Act, 2002 (hereinafter referred to as the “**Act**”) given jointly by Siemens Limited (hereinafter referred to as the “**SL**”) and Winergy Drive Systems India Pvt. Ltd. (hereinafter referred to as “**WINERGY**”) (hereinafter SL and WINERGY are collectively referred to as the “**parties to the combination**”).
2. The notice relates to a proposed combination wherein WINERGY would amalgamate with SL pursuant to the scheme of amalgamation under Section 391 to 394 of the Companies Act, 1956, approved by the Board of Directors of WINERGY and SL, through separate resolutions, passed on 9<sup>th</sup> August, 2012 and 10<sup>th</sup> August, 2012 respectively.
3. In terms of Regulation 14 of Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulation, 2011, vide letter dated 24<sup>th</sup> August, 2012, parties to the combination were required to remove certain defect(s) and provide information/document(s), which were furnished on 3<sup>rd</sup> September, 2012.
4. The proposed combination falls under clause (c) of Section 5 of the Act.
5. SL is a public listed company incorporated under the provisions of the Companies Act, 1956. As per the details provided in the notice, 75 per cent of the equity share capital of SL, directly or indirectly, is held by Siemens AG, Germany and remaining



25 per cent is public shareholding. SL is stated to be currently engaged in the business of providing products, solutions and services for automation products and systems; manufacturing of electro-technical equipment, medical equipment and machineries, undertaking turnkey projects in the industrial and infrastructure sectors; providing products, solutions and services for a wide range of applications in power plants; providing solutions for rail automation, railway electrification, light and heavy rail, locomotives, trains, turnkey projects and integrated services; providing diagnostic, therapeutic and life-saving products in computer tomography (CT), magnetic resonance images (MRI), ultrasonography, digital angiography, radiology networking systems etc.

6. WINERGY is a private limited company incorporated under the provisions of the Companies Act, 1956. As per the details provided in the notice, 100 per cent of share capital of WINERGY is held by Winergy AG, Germany and its nominees. Further, 100 per cent share capital of Winergy AG, Germany is held by Siemens AG, Germany through various companies. WINERGY is stated to be engaged in the manufacturing / assembly of wind mill gearboxes, high speed gearboxes, drive application gearboxes, standard geared motors and in design and engineering services.
7. It is observed that the ultimate control over the business activities carried on by SL and WINERGY, before and after the proposed combination, remains with Siemens AG, Germany. Based on the facts on record and the details provided in the notice, the proposed combination is not likely to give rise to any adverse competition concern in India.
8. Considering the facts on record and the details provided in the notice given under sub-section (2) of Section 6 of the Act and the assessment of the proposed combination, the Commission is of the opinion that the proposed combination is not likely to have an appreciable adverse effect on competition in India and therefore, the



Commission hereby approves the proposed combination under sub-section (1) of Section 31 of the Act.

9. This approval is without prejudice to any other legal/statutory obligations as applicable.
10. This order shall stand revoked if, at any time, the information provided by the parties to the combination is found to be incorrect.
11. The Secretary is directed to communicate to the parties to the combination accordingly.



Certified True Copy

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21/9/12

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