

COMPETITION COMMISSION OF INDIA

16th May, 2013

Combination Registration No.: C-2013/05/123

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

1. On 2nd May, 2013, the Competition Commission of India (hereinafter referred to as the “**Commission**”) received a notice jointly filed by Ashley Services Limited (hereinafter referred to as “**ASL**”), Ashley Holdings Limited (hereinafter referred to as “**AHL**”), Ashley Investments Limited (hereinafter referred to as “**AIL**”) and Ashok Leyland Project Services Limited (hereinafter referred to as “**ALPSL**”){hereinafter collectively referred to as the “**parties**”} under sub-section (2) of Section 6 of the Competition Act, 2002 (hereinafter referred to as the “**Act**”), relating to the proposed amalgamation of AHL, AIL and ALPSL into ASL, pursuant to a scheme of amalgamation under Sections 391 to 394 of the Companies Act, 1956 which was approved by the Boards of Directors of the parties on 3rd April, 2013.
2. In terms of Regulation 14 of The Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011, on 7th May, 2013, the parties were required to remove certain defect(s) in the notice and furnish the required information, which was furnished by the parties on 13th May, 2013.
3. The proposed combination falls under Section 5(c) of the Act.
4. As stated in the notice, the parties are part of the ‘Ashok Leyland Group’ and the instant amalgamation is proposed as a measure of restructuring of the parties within the Ashok Leyland Group, pursuant to which ASL would become a 100 per cent subsidiary of Ashok Leyland Limited.
5. AHL and AIL are public limited companies, incorporated under the provisions of the Companies Act, 1956 and are engaged in the business of investment activity primarily in the auto and auto component segments and other initiatives of the Ashok Leyland Group. ALPSL, a public limited company, is engaged in consultancy services for promoting projects in the fields of infrastructure, power, application software and other areas. ASL was recently incorporated under the Companies Act, 1956, on 11th February, 2013.

6. As observed, the parties belong to the same group and the said amalgamation is a measure of restructuring of the parties within the Ashok Leyland Group. The proposed combination is, therefore, not likely to raise any adverse competition concern in India.
7. 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 combination after considering the relevant factors mentioned in sub-section (4) of Section 20 of the Act, the Commission is of the opinion that the combination is not likely to have an appreciable adverse effect on competition in India and therefore, the Commission hereby approves the combination under sub-section (1) of Section 31 of the Act.
8. This approval is without prejudice to any other legal/statutory obligations as applicable.
9. This order shall stand revoked if, at any time, the information provided by the parties to the combination is found to be incorrect.
10. The Secretary is directed to communicate to the parties to the combination accordingly.