



**COMPETITION COMMISSION OF INDIA**  
(Combination Registration No. C-2018/09/596)

**11<sup>th</sup> September, 2018**

**Notice under Section 6 (2) of the Competition Act, 2002 given by Rapid Holdings 2 Pte. Ltd. and PenBrook Capital Advisors Private Limited on behalf of India Infrastructure Trust**

**CORAM:**

**Mr. Sudhir Mital**  
**Chairperson**

**Mr. Augustine Peter**  
**Member**

**Mr. U. C. Nahta**  
**Member**

**Legal Representatives of the parties:** Shardul Amarchand Mangaldas

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

1. On 04<sup>th</sup> September, 2018, the Competition Commission of India (**Commission**) received a Notice under sub-section (2) of Section 6 of the Competition Act, 2002 (**Act**), given by Rapid Holdings 2 Pte. Ltd. (**Rapid/Sponsor**) and PenBrook Capital Advisors Private Limited (**PCAPL/Investment Manager**).
2. Rapid is a special purpose vehicle, formed on 19<sup>th</sup> December, 2016, having its registered office at Singapore. It is an affiliate of Brookfield Asset Management Inc. (**BAM**), which is a leading global alternative asset manager and operator of assets, focused on investing in long-life, high quality assets across real estate, infrastructure, renewable power and private equity. Rapid is not engaged in any business in India.
3. PCAPL is a joint venture between Peninsula Investment Management Company Limited and Brookfield Capital Partners (Bermuda) Ltd., which is engaged in



**COMPETITION COMMISSION OF INDIA**  
(Combination Registration No. C-2018/09/596)



asset management and provision of investment management and advisory services to venture capital funds and alternative investment funds.

4. The Notice was given pursuant to the execution of a Framework Agreement amongst Rapid, PCAPL, Reliance Industries Holding Private Limited (**RIHPL**) and its wholly owned subsidiary *viz.* Pipeline Infrastructure Private Limited (**PIPL**), on 28<sup>th</sup> August, 2018. RIHPL is a company owned by the promoter and promoter group of Reliance Industries Limited (**RIL**).
5. By way of the proposed combination, the entire equity share capital and voting rights of PIPL is proposed to be acquired by India Infrastructure Trust (**IIT**), a trust to be established/sponsored by Rapid and registered under the Indian Trusts Act, 1882 and the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014.
6. The series of steps constituting the proposed combination is detailed as under:
  - 6.1. East West Pipeline Limited (**EWPL**), a subsidiary of RIHPL, is engaged in the business of transportation of natural gas and for that purpose, it has established a transmission pipeline between Kakinada, Andhra Pradesh and Bharuch, Gujarat, which is around 1460 kms long (**Pipeline Business**). As a part of the proposed combination, EWPL would transfer its Pipeline Business as a going concern to PIPL, pursuant to a Scheme of Arrangement (**Scheme**) approved by the National Company Law Tribunal.
  - 6.2. Upon the effectiveness of the Scheme, RIHPL would sell its entire issued and paid up equity share capital of PIPL to IIT. Further, IIT will also subscribe to the non-convertible debentures to be issued by PIPL. The sponsor of IIT *i.e.* Rapid would ensure that IIT raises necessary funds for the said purpose under the SEBI (Infrastructure Investment Trusts) Regulations, 2014.
  - 6.3. PCAPL would be appointed as the investment manager of IIT.



**COMPETITION COMMISSION OF INDIA**  
(Combination Registration No. C-2018/09/596)



7. As a result of the aforementioned steps, PIPL, which would house the Pipeline Business of EWPL, will be under the control of IIT. The Parties also propose to enter into an option agreement regarding the retransfer of the Pipeline Business, as a part of the Proposed Combination.
8. Based on the information provided by the parties, there is no horizontal or vertical overlap between the businesses of the parties to the proposed combination and thus, no change in the market dynamics is likely as a result of the proposed combination.
9. Considering the facts on record, details provided in the notice given under sub-section (2) of Section 6 of the Act and assessment of the proposed combination on the basis of the factors stated in sub-section (4) of Section 20 of the Act, the Commission is of the opinion that the proposed combination is not likely to have any appreciable adverse effect on competition in India and therefore, the Commission, hereby, approves the same under sub-section (1) of Section 31 of the Act. However, the duration of the non-compete obligation envisaged by the parties has not been found ancillary to the proposed combination.
10. This order shall stand revoked if, at any time, the information provided by the Acquirer is found to be incorrect.
11. The information provided by the Acquirer is confidential at this stage in terms of and subject to provisions of Section 57 of the Act.
12. The Secretary is directed to communicate to the concerned parties accordingly.