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For Greater Good

COMPETITION COMMISSION OF INDIA
(Combination Registration No.C-2017/05/508)

29th June, 2017

Notice under Section 6 (2) of the Competition Act, 2002 jointly given by Akira Marketing Private Limited, Mama Catering Private Limited, Claridges Hospitality Private Limited and Azure Hospitality Private Limited

Coram:

S.L. Bunker
Member

Sudhir Mital
Member

Augustine Peter
Member

U. C. Nahta
Member

G.P. Mittal
Member

Legal Representatives of the parties: Shardul Amarchand Mangaldas & Co.

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

1. On 12th May, 2017, the Competition Commission of India (“**Commission**”) received a notice jointly filed by Akira Marketing Private Limited (“**Akira**”), Mama Catering Private Limited (“**Mama Catering**”), Claridges Hospitality Private Limited (“**Claridges**”) and Azure Hospitality Private Limited (“**Azure**”) under sub-section (2) of Section 6 of the Competition Act, 2002 (“**Act**”). (Azure, Mama catering, Akira and Claridges are collectively referred to as the “**Parties**”).



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2. The proposed combination envisages merger of Claridges, Akira and Mama Catering with and into Azure, with Azure being the resultant entity (“**Proposed Combination**”). As a result of the Proposed Combination, Akira, Mama Catering and Claridges shall cease to exist.
3. The Proposed Combination has been filed pursuant to scheme of amalgamation approved by the respective Board of Directors of Azure, Akira, Mama Catering and Claridges, by way of Board Resolution each dated 28th September 2016.
4. The Proposed Combination falls under Section 5(c) of the Act.
5. In terms of Regulation 14 of the Competition Commission of India (Procedure in regard to transaction of business relating to combinations) Regulations, 2011 (“**Combination Regulations**”), *vide* letter dated 1st June 2017, the Parties were required to remove defects and furnish certain information/document(s), the response to which was furnished by Parties on 13th June 2017.
6. Azure, a private limited company, is engaged primarily in restaurant business. Azure runs restaurants through its brands, such as, Mamagoto, Speedy Chow, Rollmaal, Sly Stories, Sly Granny, Sly Tech, Mamapaati and Dhaba by Claridges. The shareholding of Azure is as follows: Mr. Rahul Khanna (4.62 percent); Mr. Kabir Suri (1.45 percent); ZJS Trust (3.17 percent); SMS Trust (14.63 percent); Blue Sky Capital (14.63 percent); Mama Catering (12.61 percent), Broad Street Investment (Singapore) Pte. Ltd (“**BSI**”) (37.74 percent) and Max I Limited (11.17 percent).
7. Claridges, a private limited company, is a wholly owned subsidiary of Azure and is engaged in the business of operating restaurants.
8. Akira, a private limited company, is a holding company of Mama Catering and is not directly engaged in any business in India. The shareholding of Akira is as follows: Mr. Rahul Khanna (50 percent) and ZJS Trust (50 percent).



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9. Mama Catering, a private limited company, is a subsidiary of Akira and is engaged in the business of providing catering services to individuals in India. The shareholding of Mama Catering is as follows: Akira (65.84 percent), Mr. Rahul Khanna (0.12 percent), Blue Sky Capital (15.73 percent), Ms. Jaiwanti Duggal (2.47 percent), Mr. Kabir Suri (0.12 percent) and SMS Trust (15.73 percent).
10. The Commission noted that post-combination, BSI, would continue to hold 37.74 percent in Azure and exercise joint control over business activities of Claridges, Akira and Mama Catering.
11. The Commission further noted that there is an insignificant horizontal overlap in terms of provision of catering services by Azure and Mama Catering. As regards vertical relationship between Azure and Mama Catering, the Commission noted that the vertical relationship is insignificant to give rise to any competition concern.
12. Considering the facts on record and the details provided in the notice given under sub-section (2) of Section 6 of the Act and on basis of the assessment of the Proposed Combination, the Commission is of the opinion that the Proposed Combination is not likely to have 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. This order is, however, issued without prejudice to the proceedings, if any, under Section 43A of the Act.
13. This order shall stand revoked if, at any time, the information provided by the Parties is found to be incorrect.
14. The information provided by the Parties is confidential at this stage in terms of and subject to provisions of Section 57 of the Act.



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15. The Secretary is directed to communicate to the Parties accordingly.