



सत्यमेव जयते



Fair Competition
For Greater Good

COMPETITION COMMISSION OF INDIA
(Combination Registration No. C-2019/04/660)

Dated: 3rd June, 2019

Notice under Section 6 (2) of the Competition Act, 2002 given by Epsilon Bidco Pte. Ltd.

CORAM:

Mr. Ashok Kumar Gupta
Chairperson

Mr. U.C. Nahta
Member

Ms. Sangeeta Verma
Member

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

1. On 29th April, 2019, the Competition Commission of India (**Commission**) received a notice filed under sub-section (2) of Section 6 of the Competition Act, 2002 (**Act**) by Epsilon Bidco Pte. Ltd. (**Epsilon /Acquirer**), an affiliate of funds advised or managed by the affiliates of The Blackstone Group L.P. (**Blackstone**).
2. The Proposed Combination envisages acquisition of up to 75 % shareholding of the issued and outstanding equity shares of Essel Propack Limited (**EPL/Target**) by Epsilon pursuant to a Share Purchase Agreement (**SPA**) dated 22nd April, 2019.
3. As per SPA entered into and between Epsilon and Ashok Goel Trust acting through its trustees, Mr. Ashok Goel (**AG**) and Mrs. Kaveeta Goel (**KG**) (**Seller**), Epsilon will (i) acquire up to 51% shareholding in EPL (on a fully diluted basis) from the Seller and AG and (ii) acquire up to 26% of EPL's share capital (on a fully diluted basis) from the public shareholders pursuant to Public Announcement (**PA**) dated 22nd April, 2019, such that it does not exceed 75% of the issued and outstanding



equity shares of EPL. Post the Proposed Combination, the Acquirer will acquire control over EPL and will become a promoter of EPL. (Hereinafter Epsilon and EPL collectively referred as **Parties**)

4. In terms of Regulation 14 of the Competition Commission of India (Procedure in regard to the transaction of Business relating to Combinations) Regulations, 2011 (**Combination Regulations**), vide letter dated 20th May, 2019, certain information and clarifications *inter alia* overlaps, shareholding pattern and non-compete clause were sought from the Acquirer. The response to this was filed by the Acquirer on 24th May, 2019.
5. The Acquirer is a special purpose vehicle (**SPV**), incorporated on 27th December 2017, under the laws of Singapore. It is an affiliate of funds advised or managed by the affiliates of Blackstone. The principal activity of the Acquirer is that of investment holding and other related activities.
6. EPL a public listed company incorporated in India, is engaged in the business of manufacturing, marketing and sale of specialty packaging, including laminated and coextruded plastic tubes, caps and closures and laminates. EPL's products are customized for several customer end-segments including oral, beauty and cosmetics, pharma, health, food and home.
7. It has been submitted by the Acquirer that there are no overlaps (horizontal and/or vertical) between the Parties (directly and/or indirectly) to the Proposed Transaction. However, there are certain affiliates of Blackstone which are engaged in packaging sector, and these affiliates are either located outside or have minimal presence in India.
8. 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 factors stated in sub-section (4) of Section 20 of the Act, the Commission is of the opinion that proposed combination is not likely to have any



COMPETITION COMMISSION OF INDIA
(Combination Registration No. C-2019/04/660)



*Fair Competition
For Greater Good*

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 Commission is of opinion that the non-compete obligation(s) envisaged by the parties is not ancillary to the Proposed Combination.

9. This order shall stand revoked if, at any time, the information provided by the Acquirer is found to be incorrect.
10. The information provided by the Acquirer shall be treated as confidential, at this stage, in terms of and subject to provisions of Section 57 of the Act.
11. The Secretary is directed to communicate to the Acquirer accordingly.