



**COMPETITION COMMISSION OF INDIA**  
(Combination Registration No. C-2019/09/687)

14<sup>th</sup> November, 2019

**Notice jointly given by PI Opportunities Fund – I and Pioneer Investment Fund pursuant to an inquiry under Section 20(1) of the Competition Act, 2002.**

**CORAM:**

Mr. Ashok Kumar Gupta  
Chairperson

Ms. Sangeeta Verma  
Member

Mr. Bhagwant Singh Bishnoi  
Member

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

1. On 13<sup>th</sup> September, 2019, Competition Commission of India (“**Commission**”) received a notice jointly filed by PI Opportunities Fund – I (“**PIOF-I**”) and Pioneer Investment Fund (“**PIF**”). (Hereinafter PIOF-I and PIF are collectively referred to as “**Acquirers**”). The notice was filed pursuant to the initiation of inquiry by the Commission under Section 20(1) of the Competition Act, 2002 (“**Act**”), *vide* letter dated 8<sup>th</sup> February, 2019. The notice pertains to the acquisition of 6.03% stake in Future Retail Limited (“**FRL/Target**”) by the Acquirers.
2. The Acquirers executed a Share Purchase Agreement (“**SPA**”) on 6<sup>th</sup> June 2018 with Cedar Support Services Limited (“**Seller**”) for acquisition of stake in FRL. Pursuant to



the SPA, on 7<sup>th</sup> June 2018, the Acquirers acquired 6.03% stake in FRL from the Seller through on-market purchases as a block deal (“**Transaction**”). Subsequently, FRL invited the Acquirers to nominate a director on its Board.

3. The Acquirers are registered as Category II Alternative Investment Funds (‘**AIFs**’) with Securities and Exchange Board of India (“**SEBI**”) under the SEBI (Alternative Investment Funds) Regulations, 2012. The Acquirers have invested in enterprises across various sectors. Some of the investments of the Acquirers are in the entities that are present in the same line of business as the Target or are in vertical relationship with the Target (“**Portfolio Companies**”).
4. FRL, a public limited company, listed on BSE Limited and National Stock Exchange of India Limited, operates stores under multiple formats in form of hypermarket, supermarket, and home segments and under different formats/ brand names, including Big Bazaar, fbb, easyday, Heritage Fresh, Nilgiris, Foodhall, Hypercity, WH Smith, eZone *etc.*
5. The Commission, based on the submissions of the Acquirers, noted that there is no horizontal overlap between the products / services offered by the Acquirers and the Target. However, the business activities of the Target and the Portfolio Companies horizontally overlap in the business of overall retail sales in India. In relation to the aforesaid horizontal overlap, the Commission observed that the Portfolio Companies and the Target have a minimal market share in the business of overall retail sales in India and are not likely to cause any appreciable adverse effect on competition in India. As the Acquirers have insignificant presence in the retail business, the Commission decided that the exact delineation of the relevant market may be left open.
6. Further, the Commission noted that the activities of the Target and the Portfolio Companies are also vertically placed in the business for sale of home and personal care products and sale of food services and processed food. However, the vertical overlap is insignificant to raise any competition concern.



7. Considering the facts on record, details provided in the notice given pursuant to an inquiry under sub-section (1) of Section 20 of the Act and assessment of the Transaction on the basis of factors stated in sub-section (4) of Section 20 of the Act, the Commission is of the opinion that the Transaction is not likely to have an 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 issued, without prejudice to any proceedings that may be initiated under Section 43A of the Act.
8. This order shall stand revoked if, at any time, the information provided by the Acquirers is found to be incorrect.
9. The information provided by the Acquirers shall be treated as confidential in terms of and subject to provisions of Section 57 of the Act.
10. The Secretary is directed to communicate to the Acquirers accordingly.