



COMPETITION COMMISSION OF INDIA
(Combination Registration No. C-2018/07/584)

03rd August, 2018

Notice under Section 6 (2) of the Competition Act, 2002 filed by TPG Asia VII SF Pte. Ltd.

CORAM:

Mr. Sudhir Mital
Chairperson

Mr. Augustine Peter
Member

Mr. U.C. Nahta
Member

Mr. Justice G. P. Mittal
Member

Legal Representative: Cyril Amarchand Mangaldas

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

1. On 12th July, 2018, the Competition Commission of India (hereinafter referred to as the “**Commission**”) received a notice filed by TPG Asia VII SF Pte. Ltd. (“**TPG Asia**”/“**Acquirer**”) pursuant to execution of (i) Securities Subscription and Share Purchase Agreement, and Shareholders’ Agreement, each dated 07th July, 2018, executed between RR Kabel Limited (“**RR Kabel**”), TPG Asia and Promoters of RR Kabel (“**RR Kabel Promoters**”), (ii) Securities Subscription Agreement, and Shareholders’ Agreement, each dated 07th July, 2018, executed between Ram Ratna Electricals Limited (“**RREL**”), TPG Asia and Promoters of RREL (“**RREL Promoters**”).
2. The proposed combination has been filed under sub-section (2) of Section 6 read with sub-section (a) of Section 5 of the Competition Act, 2002 (“**Act**”), relates to



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acquisition of (i) 21.01 percent shareholding in RR Kabel and (ii) 21 percent shareholding in RREL, by TPG Asia. (hereinafter, TPG Asia, RR Kabel and RREL are collectively referred to as “**Parties**”)

3. TPG Asia, a private limited company, incorporated in Singapore, is an investment fund and does not have any physical presence in India. It is an affiliate of TPG Capital L.P. (“**TPG**”), a private equity firm, based in USA, manages a family of funds that invests in companies through acquisitions and corporate restructurings.
4. RR Kabel, a public company, incorporated in India, is *inter alia*, engaged in the business of manufacturer and sale of wires and cables. It is stated that products manufactured by RR Kabel have applications in offices, retail spaces, industrial plants and residences.
5. RREL, a public company incorporated in India, is *inter alia*, engaged in the business of manufacture and sale of consumer durables such as cooler, iron, water heater, fan, ventilation fan, decorative lights.
6. It is submitted by the Acquirer that Parties do not produce/provide similar or identical or substitutable products or services and are not engaged in any activity relating to the production, supply, distribution, storage, sale and service or trade in products or provision of services which is at different stages or levels of the production chain in India. Therefore, there is no overlap between the activities of the Parties.
7. 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 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.
8. The Commission, further notes that the non-compete covenant, as entered amongst Parties is beyond what is necessary for the implementation of the proposed combination and therefore not ancillary.



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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 in terms of and subject to provisions of Section 57 of the Act.
11. The Secretary is directed to communicate to the Acquirer accordingly.