



**COMPETITION COMMISSION OF INDIA**  
(Combination Registration No. C-2020/03/736)

**1<sup>st</sup> April, 2020**

**Notice under Section 6(2) of the Competition Act, 2002 filed by Total S.A.**

**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> March, 2020, the Competition Commission of India (**Commission**) received a notice (**Notice**) under Section 6(2) of the Competition Act, 2002 (**Act**), filed by Total S.A. (**Acquirer**). Notice has been given pursuant to the execution of the Binding Term Sheet *inter alia* between Adani Green Energy Limited (**AGEL**) and an affiliate of Acquirer, on 5<sup>th</sup> February, 2020. The Acquirer has subsequently made voluntary submissions on 18<sup>th</sup> March, 2020, 25<sup>th</sup> March, 2020 and 30<sup>th</sup> March, 2020.
2. The Proposed Combination envisages incorporation of a company (**JV**) by AGEL and subsequent transfer of:
  - 2.1. Adani Green Energy (UP) Limited (**AGEUPL**), Prayatna Developers Private Limited (**PDPL**), Parampujya Solar Energy Private Limited (**PSEPL**), Kodangal Solar Parks Private Limited (**KSPPL**) and Adani Green Energy (Tamil Nadu) Limited (**AGETNL**) by AGEL to the JV; and



- 2.2. Adani Renewable Energy (RJ) Limited (**ARERJL**) by Mahoba Solar (UP) Private Limited, a subsidiary of AGEL, to the JV.
3. Consequential to the transfers above, the indirect subsidiaries of AGEL *viz.* Wardha Solar (Maharashtra) Power Limited (**WSMPL**), Ramnad Solar Power Limited (**RSPL**), Kamuthi Renewable Energy Limited (**KREL**), Ramnad Renewable Energy Limited (**RREL**) and Kamuthi Solar Power Limited (**KSPL**) would also stand transferred to the JV. Hereinafter, AGEUPL, PDPL, PSEPL, KSPPL AGETNL, ARERJL, WSMPL, RSPL, KREL, RREL and KSPL collectively referred to as **Target Companies**.
4. Subsequent to the transfers detailed above, the Acquirer, directly or indirectly, would acquire 50% of the equity share capital of JV. AGEL and the Acquirer also propose to execute a joint-venture agreement, broadly in terms of the Binding Term Sheet, *inter alia* to regulate the management of JV as well govern the relationship amongst the Acquirer, AGEL and Target Companies.
5. The Binding Term Sheet further contemplates the possibility of certain other solar power generation assets being transferred to the JV, at the option of the Acquirer. AGEL is in the process of acquiring such assets from third party(ies). The Acquirer has submitted that it would file another notification under Section 6 of the Act upon executing the concerned binding transaction agreements.
6. Total S.A. is the ultimate parent entity of the Total Group. Total Group is stated to be an international integrated energy producer with operations in more than 130 countries. It is engaged in different sectors of the oil and gas industry including upstream activities such as hydrocarbon exploration, development and production; and downstream activities such as refining, petrochemicals, specialty chemicals, trading and shipping of crude oil and petroleum products. Total Group is also engaged in renewable energy and power generation sectors.



7. In India, Total Group is engaged in wholesale supply of crude oil; manufacturing batteries for power, railway, telecom and aviation markets; operating photovoltaic plants and production of electricity; manufacturing and selling automotive and industrial lubricants; marketing of coolants for automotive and industrial applications; importing, storing and marketing LPG; marketing of special fluids/plasticizers; manufacturing and marketing of bitumen products and importing products for automobile industry such as aluminium parts and pipes; wholesale supply of natural gas; LNG shipping; and regasification of LNG.
8. Target Companies are directly or indirectly held by AGEL. They are engaged in solar power generation, in India. Such power generated is sold to customers or power procurers under long-term power purchase agreements.
9. It is observed that one of the group entities of Total S.A. has shareholding in Total Eren Holding (**Total Eren**), which in-turn owns interest in a joint venture entity viz. EDEN Renewables India LLP (**Eden JV**). Eden JV is engaged in solar power generation in India. The said activity of Total S.A. is similar to the business carried on by the Target Companies. Thus, the parties exhibit horizontal overlap in the business for power generation at broader level and power generation from renewable sources at a narrower level and in particular, the solar power.
10. The combined market shares of the Parties for generation of power in India is insignificant based on installed capacity as well as the units of power generated. The combined market share of the parties in the narrower businesses segments for power generation from renewable sources and solar power, in India, ranges between [0-5%] and [5-10%] respectively. In these business segments, the incremental market share as a result of the Proposed Combination is also insignificant due to the limited presence of Total Group in power generation business. Even if the pipeline projects of the parties are taken into consideration, their combined market position does not appear to be significant. Thus, Proposed Combination is not likely to raise any competition concern.



11. Considering the material on record including the details provided in the Notice and the assessment of the Proposed Combination based on factors stated in Section 20(4) 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. Therefore, the Commission approves the Proposed Combination under Section 31(1) of the Act. The Commission also notes that the Parties confirm that the Proposed Combination does not contemplate any non-compete covenants.
12. This order shall stand revoked if, at any time, the information provided by Acquirer is found to be incorrect.
13. The information provided by Acquirer is confidential at this stage, in terms of and subject to the provisions of Section 57 of the Act.
14. The Secretary is directed to communicate to the Acquirer, accordingly.