



**COMPETITION COMMISSION OF INDIA  
(Combination Registration No. C-2020/12/801)**

**11<sup>th</sup> January 2021**

**Notice under Section 6 (2) of the Competition Act, 2002 Given by PG  
Esmeralda Pte. Limited**

**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 23<sup>rd</sup> December 2020, the Competition Commission of India ('**Commission**') received a notice ('**Notice**') under Section 6(2) of the Competition Act, 2002 ('**Act**'), given by PG Esmeralda Pte. Limited ('**Acquirer**'). The Notice was given pursuant to the New Investor-Eaglebay Share Purchase Agreement, the New Investor-Management SPA, the Share Subscription Agreement, and the Restated Shareholders' Agreement executed *inter alia* between the Acquirer and Ecom Express Private Limited ('**Ecom**'/'**Target**') on 11<sup>th</sup> December 2020.
2. The proposed combination envisages acquisition of upto 38.41% share capital of Ecom by the Acquirer ('**Proposed Combination**'). The Acquirer shall have right to appoint director(s) on the board of the Target, certain affirmative voting rights, right to maintain shareholding, information rights, *etc.*
3. The Acquirer is a part of Partners Group, which is headquartered in Switzerland. Partners Group is a global private market investment manager that invests in a variety of companies through acquisitions and corporate restructurings.



4. Ecom, a private limited company, carries on the business of providing third party logistics ('3PL') services in India. These services can be broadly classified into: (i) Ecom Express Services ('EXS'); and (ii) Fulfilment and Warehousing Services. Under the EXS vertical, the Target also provides Ecom Digital Services and Ecom Hyperlocal Services.
5. It has been submitted that neither: (i) the Acquirer and the Target; nor (ii) Partners Group (including its financial investments) and Target directly or indirectly, produce/provide similar or identical or substitutable products or services within any potential relevant market in India.
6. Partners Group has indirect financial investment in the entities that hold Vishal Mega Mart Private Limited ('VMM'). VMM has two subsidiaries, viz. Vishal E-Commerce Private Limited and Airplaza Retail Holdings Private Limited ('Airplaza'). VMM is primarily engaged in the business of B2B sales, and franchising its brand *Vishal Mega Mart*.
7. Airplaza is engaged in the sale of products such as food and grocery; apparel and footwear; home appliances; general merchandise which includes home furnishings including furniture, glassware, crockery, plastic products, utensils, books, stationary and luggage. It is one of the franchisees of the VMM brand. It undertakes its operations through modern brick and mortar stores, e-commerce website *myvishal.com* and other third party owned and operated websites. Operations of Airplaza may require the 3PL services. Thus, activities of Target and Partners Group exhibit vertical relationship.
8. Revenue of Airplaza from its e-commerce activities on *myvishal.com* website is not significant. Further, the market share of Airplaza in e-commerce activities is also not significant. In view of the above, it appears that as a result of the Proposed Combination, Partners Group and Target are not likely to indulge in any conduct which is likely to raise foreclosure concern.



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9. Considering the facts on record including details provided in the Notice given under Section 6(2) of the Act and assessment of the Proposed Combination based on the 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 in any of the relevant market(s) and therefore, the Commission hereby approves the same under Section 31(1) of the Act.
10. This order shall stand revoked if, at any time, the information provided by the Acquirer is found to be incorrect.
11. The information provided by the Acquirer is confidential at this stage in terms of and subject to the provisions of Section 57 of the Act.
12. The Secretary is directed to communicate to the Acquirer accordingly.