



**COMPETITION COMMISSION OF INDIA
(Combination Registration No. C-2017/11/536)**



*Fair Competition
For Greater Good*

09.01.2018

**Notice u/s 6 (2) of the Competition Act, 2002 given by
Canada Pension Plan Investment Board**

CORAM:

Mr. Devender Kumar Sikri
Chairperson

Mr. S. L. Bunker
Member

Mr. U. C. Nahta
Member

Mr. G. P. Mittal
Member

Legal Representatives of the parties: M/s AZB & Partners

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

1. On 27.11.2017, the Competition Commission of India (“**Commission**”) received a notice under Section 6(2) of the Competition Act, 2002 (“**Act**”) filed by Canada Pension Plan Investment Board (“**CPPIB**”/ “**Acquirer**”). CPPIB also submitted certain additional information on 08.12.2017, 13.12.2017 and 28.12.2017.



2. The proposed combination relates to the acquisition of about 16.33 percent of the equity share capital (on a fully diluted basis) of ReNew Power Ventures Private Limited (“**ReNew**”) by CPPIB (“**Proposed Combination**”). The Proposed Combination envisages:
 - i. Acquisition of equity shares that represent approximately 6.33 percent of the equity share capital (on a fully diluted basis) of ReNew by CPPIB from Asian Development Bank (“**ADB**”/“**Seller**”), together with substantially all the rights, title, interest and benefits attached or attributable to such shares from the closing of the sale and purchase transaction between the Seller and CPPIB (“**Secondary Acquisition**”); and
 - ii. Acquisition of compulsorily convertible preference shares of ReNew by CPPIB that will mandatorily convert into equity shares amounting to not more than 10 percent of the equity share capital of ReNew (on a fully diluted basis) (“**Primary Acquisition**”).
3. For the purposes of the Proposed Combination, CPPIB and ReNew (together, “**the Parties**”) have executed the following documents –
 - i. Share Purchase Agreement dated 16.11.2017 (“**SPA**”) has been executed between the Seller and the Parties for the purpose of the Secondary Acquisition;
 - ii. A term sheet (“**Term Sheet**”) dated 06.11.2017 has been executed between the Parties for the purpose of the Primary Acquisition.
4. *Vide* letter dated 03.01.2018 filed under Regulation 16 of the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011 (“**Combination Regulations**”), the Commission was informed of a vertical relationship between one of the Indian portfolio companies of CPPIB and an indirect 100 percent subsidiary of ReNew. The Commission considered the same and decided to take the same on record.
5. CPPIB, incorporated as a Crown Corporation under the Canada Pension Plan Investment Board Act of Canada, is stated to be a professional investment management organization that invests the funds of the Canada Pension Plan. CPPIB has investments in various sectors such as infrastructure, real estate and financial services in India.



6. ReNew is an Indian energy company engaged in the business of power generation through renewable energy sources – namely wind and solar, as well as incidental management consultancy services and engineering, procurement and construction services (“EPC”). It has operations and clean energy projects across several states in India viz., Andhra Pradesh, Madhya Pradesh, Gujarat, Karnataka, Rajasthan, Telangana, Haryana and Maharashtra.
7. As regards the horizontal overlaps or vertical relationships resulting from the Proposed Combination, the Commission has noted the submission of the Parties that CPPIB does not operate in the space in which ReNew operates and that none of CPPIB’s investee companies (“Portfolio Companies”) has any commercial operations in this space in India. Further, as stated, there are no significant vertical relationships between ReNew and any of CPPIB’s Portfolio Companies in India.
8. In view of absence of any horizontal overlaps and/or significant vertical relationships between the Parties (including CPPIB’s Portfolio Companies), the Proposed Combination is not likely to cause any change in competition dynamics in any market that could be delineated for the purpose of assessment of the Proposed Combination.
9. Considering the facts on record and the details provided in the notice given under Section 6(2) of the Act and assessment of the Proposed Combination on the basis of 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 provisions of Section 57 of the Act.



COMPETITION COMMISSION OF INDIA
(Combination Registration No. C-2017/11/536)



*Fair Competition
For Greater Good*

12. The Secretary is directed to communicate to the Acquirer accordingly.