

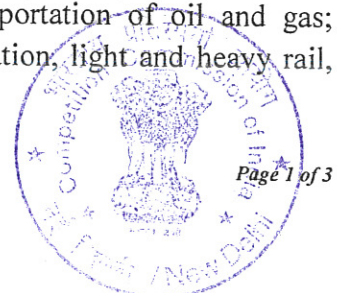
## COMPETITION COMMISSION OF INDIA

13<sup>th</sup> December, 2011

Combination Registration No.: C-2011/11/09

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

1. On 21<sup>st</sup> November, 2011, the Competition Commission of India (hereinafter referred to as the “**Commission**”) received a notice of the proposed combination between Siemens VAI Metals Technologies Private Limited (hereinafter referred to as the “**SVAI**”), Morgan Construction Company India Private Limited (hereinafter referred to as the “**Morgan**”) and Siemens Limited (hereinafter referred to as the “**SL**”), under sub-section (2) of Section 6 of the Competition Act, 2002 (hereinafter referred to as the “**Act**”).
2. The notice was filed pursuant to the resolutions passed by the Board of Directors of SL, SVAI and Morgan approving the amalgamation of SVAI and Morgan with SL.
3. In terms of Regulation 14 of Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulation, 2011 (hereinafter referred to as the “**Combination Regulations**”), on 25<sup>th</sup> November 2011, the Parties were required to remove certain defects and provide information/document(s), which were furnished on 5<sup>th</sup> December, 2011.
4. The proposed combination relates to the amalgamation of SVAI and Morgan with SL under the provisions of Sections 391 to 394 of the Companies Act, 1956.
5. The proposed amalgamation is a combination under Section 5(c) of the Act.
6. SL is a public listed company incorporated under the provisions of the Companies Act, 1956. SL is currently engaged in the business of providing automation products and systems; manufacturers of electro-technical equipment, medical equipment and machineries, undertaking turnkey projects in the industrial and infrastructure sectors, including the iron and steel industry; providing automation solutions for a wide range of applications in power plants, power distribution; real estate management; providing solutions for extraction, conversion and transportation of oil and gas; providing solutions for rail automation, railway electrification, light and heavy rail,



locomotives, trains, turnkey projects and integrated services; providing diagnostic, therapeutic and life-saving products in computer tomography (CT), magnetic resonance images (MRI), ultrasonography, digital angiography, radiology networking systems etc.

7. SVAI is a private limited company incorporated under the provisions of the Companies Act, 1956. SVAI is engaged in the business of providing equipment, process technology and erection and commissioning services in the area of continuous casting and flat rolling in connection with manufacturing of iron and steel.
8. Morgan is a private limited company incorporated under the provisions of the Companies Act, 1956. Morgan is engaged in the business of design and engineering, equipment supply and supervision of erection and commissioning of wire rod and bar mills to the iron and steel industry.
9. It has been stated that the parties to the combination operate in different markets and are currently part of Siemens Group of companies with Siemens Aktiengesellschaft, Germany (hereinafter referred to as the “**Siemens AG**”) being the ultimate holding company. Siemens AG operates in the fields of industry, energy and healthcare as well as providing infrastructure solutions in different countries across the world.
10. As per the details provided in the notice, 74.3 per cent of the equity share capital of SL is held by Siemens AG. 100 percent of the share capital of SVAI is held by Siemens VAI Metals Technologies GmbH & Co., Austria, which in turn is a wholly owned subsidiary of Siemens AG. Morgan is a wholly owned subsidiary of SVAI. Thus, the ultimate control over the business activities carried by SL, SVAI and Morgan, before and after the proposed combination, remains with Siemens AG. Therefore, the proposed combination does not give rise to any adverse competition concern.
11. Considering the facts on record and the details provided in the notice given under sub-section (2) of Section 6 of the Act and the assessment of the proposed combination, the Commission is of the opinion that the proposed combination is not likely to have an appreciable adverse effect on competition in India and therefore, the Commission hereby approves the proposed combination under sub-section (1) of Section 31 of the Act.
12. This approval is without prejudice to any other legal/statutory obligations as applicable.



13. This order shall stand revoked if, at any time, the information provided by the parties to the combination is found to be incorrect.
14. The Secretary is directed to communicate to the parties to the proposed combination accordingly.



Certified True Copy

*[Handwritten signature]*  
13/12/11

ANIL K. VASHISHT  
Office Manager  
Competition Commission of India  
New Delhi