

SUMMARY OF THE PROPOSED COMBINATION

(under Regulation 13(1B) of The Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011)

A. Name of the Parties to the Proposed Combination

1. The Parties to the Proposed Combination are:

- a. NTT DATA International, L.L.C.
- b. Dell Inc.

B. The Type of the Proposed Combination

2. The Proposed Combination is pursuant to a Stock and Asset Purchase Agreement (SAPA) dated 27 March 2016, entered into by NTT DATA and Dell Inc (and solely for the purposes of 12.22 of the SAPA, NTT DATA Corporation (guarantor)). The transaction is structured as a part-stock, part-asset sale of the Company Shares and Transferred Assets by Dell Inc. Pursuant to the Proposed Combination, NTT Data will acquire the Target Business by way of the purchase of the Company Shares and Transferred Assets from the Seller in various jurisdictions around the globe.
3. The Proposed Combination constitutes a combination in terms of Section 5(a)(i)(A) of the Competition Act, 2002.

C. Area of Activity of the Parties to the Proposed Combination

4. The Acquirer is a company headquartered at 5601 Granite Parkway, Suite 1000, Plano Texas, United States of America – 75024, which is also the US regional headquarters. NTT DATA Group, of which the Acquirer is a part, is a global IT services provider and global innovation partner with 80,000 professionals in over 40 countries. The NTT DATA Group's global IT services offerings include consulting services, business process outsourcing and IT outsourcing services.

5. Dell Inc. is a global information technology company, headquartered in Round Rock, Texas, U.S.A. It is organized in four principal business units.

D. The Relevant Market(s) to which the Proposed Combination relates

6. The relevant market for the Proposed Combination is the provision of IT and IT-enabled services worldwide.