

SUMMARY OF THE PROPOSED COMBINATION

*[in terms of Regulation 13(1B) of the Competition Commission of India
(Procedure in regard to the transaction of business relating to
combinations) Regulations, 2011, as amended]*

A. Name of the Parties

1. The Parties to the combination are:
 - (a) Cinepolis India Private Limited (“**Cinepolis India/Acquirer**”);
 - (b) DLF Utilities Limited (“**DUL/Seller**”).

DUL and Cinepolis India are collectively referred to as the “**Parties**”

B. Type of the Combination

2. The proposed transaction relates to the acquisition of business of operating and maintaining cinema theatres/multiplexes of DUL, located at DT Saket (consisting of 6 screens) and DT (Savitri) GK-II (consisting of 1 screen) (“**Business Undertaking**”) by Cinepolis India. DUL has agreed to transfer the Business Undertaking as a going concern on a ‘slump sale’ basis (as defined under Section 2(42C) of the Income Tax Act, 1961). The proposed transaction is pursuant to a business transfer agreement dated 8 June 2016 entered into between Cinepolis India and DUL to acquire the Business Undertaking (“**Proposed Transaction**”). The Proposed Transaction amounts to a combination in terms of Section 5 (a) (i) (A) of the Competition Act, 2002.

C. Area of Activity of the Parties to the combination

3. Cinepolis India is a company incorporated under the (Indian) Companies Act, 1956. It is engaged in the business of developing, operating and managing cinema theatres/multiplexes for the purposes of providing entertainment to the public throughout India. Cinepolis India is the first international exhibitor of films and started its Indian cinema operations in 2009. Across India, Cinepolis India has 226 operational screens under the brand names of Cinepolis, Cinepolis VIP, Cinema Star and Fun Cinemas. It currently operates from 5 locations in New Delhi, all of which are in North, West, and East Delhi regions and runs 17 screens. It is submitted that Cinepolis India does not have any operations in the South Delhi region.
4. DUL, a company incorporated under the (Indian) Companies Act, 1956 is an indirect subsidiary of DLF Limited (“**DLF**”) and forms part of DLF Group. DUL is engaged in the business of providing and maintaining commercial office and retail properties, electricity generation and distribution, development of real estate viz. residential and commercial spaces, marketing and advertising in commercial and retail properties including that of operating and maintaining cinema theatres/ multiplexes for the purposes of providing entertainment to the public throughout India. DUL ventured into the film exhibition business in 2003 with the start of their first multiplex in DLF City Centre, Gurgaon. The film exhibition division of DUL is housed in DUL itself. As on June 30, 2016, DUL operates a multiplex theatre at DT Saket and a single screen theatre at DT (Savitri) GK-II, both in the South Delhi region. It has three wholly-owned subsidiaries in India namely Ariadne Builders & Developers Private Limited, Hyacinthia Real Estate Developers Private Limited and DLF Energy Private Limited.

D. Relevant Market

5. Market for exhibition of films in multiplex theatres and high-end single screen theatres in South Delhi.