

## SUMMARY OF THE COMBINATION

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

### **Names of the parties**

#### Acquirers

- a) Petrol Complex PTE. Limited (“**Rosneft SPV**”); and
- b) Kesani Enterprises Co Limited (“**JVCo**”).

#### Target

- a) Essar Oil Limited (“**EOL**”).

#### Sellers

- a) Essar Energy Holdings Limited (“**Essar Energy Holdings**”); and
- b) Oil Bidco (Mauritius) Limited (“**Oil Bidco**”).

### **Type of combination**

- 1 Rosneft SPV, a wholly owned indirect subsidiary of PJSC Rosneft Oil Company (“**Rosneft**”) has entered into a share purchase agreement dated 15 October 2016 with the Sellers for the acquisition of a minimum of 49% (and a maximum of 50% less one share) shareholding in EOL (the “**Rosneft Transaction**”).
- 2 JVCo, a special purpose vehicle owned indirectly by Trafigura Pte Limited (“**Trafigura**”), UCP PE investments Limited (“**UCP**”) and Essar Africa Power Holdings Limited (“**EAPL**”), has entered into a share purchase agreement dated 15 October 2016 with the Sellers for the acquisition of another minimum of 49% (and a maximum of 50% plus one share) shareholding in EOL (the “**JVCo Transaction**”).
- 3 The Rosneft Transaction, JVCo Transaction and related arrangements are together referred to as the “**Proposed Transaction**” which amounts to a combination under section 5(a)(i)(A) of the Competition Act, 2002.

### **Areas of activities of the parties**

- 4 The Rosneft SPV is a special purpose vehicle created to facilitate the Rosneft Transaction and is not currently engaged in any business activity in India or globally. Rosneft is a Russian public company, indirectly owned by the Russian State. It is primarily engaged in the exploration and production of crude oil and

natural gas, as well as the production and marketing of refined products, including various petrochemical products. Rosneft has no business activities or physical presence in India.

- 5 EOL is a fully integrated oil and gas company with a presence mainly in refining and marketing of oil refined products, production of coal bed methane (“**CBM**”) at Raniganj, West Bengal and fuel retail.
- 6 JVCo is a special purpose vehicle created to facilitate the JVCo Transaction and currently not engaged in any business activity. Trafigura is engaged in the business of commodity trading and logistics. In India, its activities include the physical trading of crude oil and condensates, naphtha, liquid natural gas, refined metals, metals (non-ferrous and ferrous).
- 7 UCP is an independent, private investment group established to manage the assets of its partners and co-investors. Its investment portfolio includes FMCG, retail, financial infrastructure and services, internet technologies, high-tech materials production, heavy machinery, oil & gas and petrochemicals. UCP and its portfolio companies do not have any sales activity or presence in India.
- 8 EAPL, an entity incorporated in Mauritius, will be owned by Mr. Rewant Ruia. EAPL will indirectly own 2% shareholding in JVCo. EAPL is not currently engaged in any business activity in India or globally.

### **Relevant market and competitive assessment**

- 9 Broadly, the Proposed Transaction relates to the markets for crude oil and refined products.