

Summary of the Proposed Combination

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

A. The name of the Parties to the combination

1. The names of the Parties to the combination are:
 - (a) Shell Gas B.V. (**Shell**) (Acquirer)
 - (b) Hazira LNG Private Limited. (**HLPL**) (Target 1)
 - (c) Hazira Port Private Limited (**HLPL**) (Target 2)

B. The type of combination

2. The proposed combination involves the acquisition of (i) 26% shares by Shell in HLPL (**Proposed Combination 1**); and (ii) 26% shares by Shell in HPPL (**Proposed Combination 2**) from Total Gaz Electricité Holdings France (**Total**), together **Proposed Combination**.
3. The Proposed Combination is in the nature of an acquisition and falls under 5(a)(i)(A) of the Competition Act, 2002.

C. The area of activity of the parties to the combination

Shell

4. Shell, incorporated in Netherlands, is a wholly owned subsidiary of Royal Dutch Shell plc (**RDS**), a company incorporated in England and Wales which is the parent company of the Royal Dutch plc group of companies (**Shell Group**).

Shell Group

5. RDS, the ultimate parent company of Shell, is incorporated in England and Wales and has its headquarters at The Hague, the Netherlands. Shell Group companies have operations in more than 70 countries and territories with businesses including oil and natural gas exploration, production and marketing, manufacturing, marketing and shipping of oil products and

chemicals, providing new technological solutions for developing the integrated gas chain and renewable energy products.

HLPL

6. HLPL is a joint venture company established by Shell and Total. HLPL provides regasification services (and related storage) to large liquefied natural gas (**LNG**) importers and is present in the market for wholesale and downstream sale of natural gas in India. It operates and manages the regasification terminal at the Hazira Port, Gujarat.

HPPL

7. HPPL is a joint venture company established by Shell and Total. HPPL owns and manages the Hazira Port used for unloading and receipt of LNG.

D. The relevant markets to which the combination relates

8. The relevant markets for the Proposed Combination have been defined as follows:
 - a. *Market for regasification (and related storage) services;*
 - b. *Market for wholesale supply of natural gas;*
 - c. *Market for downstream supply of natural gas; and*
 - d. *Market for provision of port services to LNG terminals.*