

SUMMARY OF THE PROPOSED COMBINATION

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

1. Names of the parties to the proposed combination

- (a) BP Global Investments Limited (***BP Global***)

- (b) Reliance BP Mobility Limited (***RBPML***)

2. Nature and purpose of the proposed combination

This filing (the ***Proposed Transaction***) concerns:

- (a) the transfer to RBPML of Reliance Industries Limited (***RIL***) and its group entities' entire undertaking pertaining to the business of owning, operating and conducting petroleum retail marketing and related activities in India along with the transfer of certain specified mobile aviation business assets at certain airport locations (which are currently owned and used by RIL) for RBPML to operate RIL's aviation fuel business in India as a service provider; and

- (b) the subsequent proposed acquisition by BP Global of an aggregate 49% of the fully diluted paid-up equity share capital and voting rights in and of RBPML by way of acquisition of existing equity shares of RBPML from RIL and subscription by BP Global to fresh equity shares of RBPML.

Accordingly, the Proposed Transaction is being notified to the Hon'ble Commission as an acquisition of shares and voting rights in and of RBPML under Section 5(a) of the Competition Act, 2002.

3. Products, services and business(es) of the parties to the combination

BP Global

BP Global is an investment holding company and holds shares in subsidiaries and associated companies. It currently does not conduct any business operations in India.

RBPML

RBPML currently does not conduct any business operations and, accordingly, does not have any business activities in India or anywhere else in the world. However, the business that will be transferred to RBPML by RIL and its group entities pursuant to the Proposed Transaction (the ***Target Business***) comprises of the following activities in India:

- (a) Ownership, operation and conduct of petroleum retail marketing and related activities, which includes:
 - (i) sale of high speed diesel, motor spirit and auto-liquefied petroleum gas through petroleum retail outlets;
 - (ii) sale of high speed diesel and motor spirit to the transport segment, non-transport segment and on-demand fuelling segment (delivery of fuel to customers through mobile dispensing units and filled containers); and
 - (iii) non-fuel businesses in or at petroleum retail outlets; and
- (b) Operation, as a service provider, of RIL's business of aviation fuel storage and into plane distribution facilities for the sale and / or supply of aviation fuel at airports in India.

4. The respective markets in which the parties to the proposed combination operate

The Proposed Transaction primarily concerns the business of petroleum retail marketing in India.

Given the absence of any actual or potential horizontal overlaps in the Proposed Transaction between the business activities of the BP group with the Target

Business, it is not necessary to define the relevant markets in respect of such horizontal business activities.

Given the absence of any vertical relationships with significant impact on competition between the business activities of the BP group / the RIL group (as the case may be) with the Target Business, the Proposed Transaction will not give rise to any competition concerns on the basis of any definition of the relevant upstream market, on account of which the definition of the relevant upstream markets may be left open.

Without prejudice to the above, for the sake of completeness, the following vertical segments may be considered as the relevant upstream markets for the convenience of the Hon'ble Commission in assessing the Proposed Transaction:

- (a) The upstream pan-India market for the wholesale supply of automotive lubricants;
- (b) The upstream pan-India market for the wholesale supply of motor spirit;
- (c) The upstream pan-India market for the wholesale supply of high speed diesel; and
- (d) The upstream pan-India market for the wholesale supply of auto-liquefied petroleum gas.