

**SUMMARY UNDER REGULATION 13 (1A) 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 to the combination**

1. The names of the parties to the combination are:
  - (a) National Investment and Infrastructure Fund-II (“**NIIF-II**” / “**Acquirer**”), acting through its investment manager, National Investment and Infrastructure Fund Limited (“**NIIFL**”); and
  - (b) Brainbees Solutions Private Limited (“**BSPL**” / “**Target**”)
2. NIIF-II and BSPL are collectively referred to as the “**Parties**”

**B. Nature and purpose of the Combination**

3. The Acquirer proposes to acquire shares of the Target (“**Proposed Transaction**”). Accordingly, the Proposed Transaction in the nature of an acquisition under Section 5(a) of the Competition Act, 2002 (as amended) (“**Act**”)

**C. Products, services and business(es) of the Parties**

**I. Acquirer**

4. The Acquirer is a trust established under the laws of India and is registered as Category II Alternative Investment Fund with the Securities and Exchange Board of India. The investment objective of the Acquirer is to invest in growth and development stage companies in sectors that are strategically important to

the Indian economy and are likely to benefit from India's growth trajectory over the medium to long term. The Acquirer primarily invests in financial services, healthcare, digital & tech enabled, manufacturing and consumer sectors.

## **II. Target**

5. The Target is a private limited company and is engaged in the business of (a) wholesale trading, single brand retail trading and manufacture and sale of a wide variety of utility products including products for infants, expecting mothers and children; (b) providing management services for operation of schools, play schools, nursery and pre-schools; and (c) creating, operating, maintaining and managing web-portal(s), software, e-commerce platform or social internet based network for parenting advice, childcare programmes etc.

## **D. Respective markets in which the Parties operate**

6. It is submitted that there are no (i) horizontal overlaps; and/or (ii) vertical / complementary links between the business activities of the Parties (or their respective group entities) in India.
7. As such, the Proposed Transaction is being notified under the green channel route in terms of Regulation 5A and Schedule III of the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011 (as amended).