ANNEXURE – 16

SUMMARY OF THE COMBINATION

Summary under Regulation 13(2) of the Competition Commission of India (Combinations) Regulations, 2024

A. <u>Name of the parties to the combination</u>

1. The Parties to the proposed combination are:

(a) Sankyu Inc. ("**Sankyu**" or "**Acquirer**"); and

(b) TVS Supply Chain Solutions Limited ("**TVSSCS**" or "**Target**").

The Acquirer and the Target are together referred to as the "**Parties**".

B. <u>Nature and Purpose of the Combination</u>

2. The proposed combination relates to the acquisition by Sankyu Inc. ("**Sankyu**" or "**Acquirer**") of approximately 22,27,074 (twenty-two lakh twenty-seven thousand and seventy-four) equity shares constituting 0.5% (zero point five percent, on a fully diluted basis) of the equity share capital, of TVS Supply Chain Solutions Limited ("**TVSSCS**" or "**Target**") ("**Share Acquisition**") pursuant to the strategic memorandum of understanding executed between them, to unlock growth opportunities across

supply chain and engineering services (collectively, the **"Proposed Combination**").

3. The Proposed Combination is notifiable under Section 5(a)(i)(A) of the Competition Act, 2002 (as amended) ("**Act**").

4. The Proposed Combination is a limited, minority, non-controlling investment by the Acquirer in the Target.

C. The products, services and business(es) of the parties to the combination

Acquirer

5. The Acquirer is a company incorporated under the laws of Japan and is the ultimate parent entity of the Sankyu group ("**Acquirer**"). The Acquirer provides: (a) logistics services, including freight forwarding (by air, ocean and land), warehousing, contract logistics and road transportation; and (b) plant and engineering services, including the installation, erection, relocation, repair and maintenance of industrial plant, machinery and equipment.

6. In India, the Acquirer is present only through its step-down wholly owned subsidiary, Sankyu India Logistics & Engineering Private Limited ("**Sankyu India**").

7. Sankyu India is engaged in providing: (a) logistics services in India, such as cross-border freight forwarding (by air,

ocean and land), warehousing, road transportation and contract logistics; and (b) plant and engineering services, such as the installation and erection of plant and industrial machinery, the dismantling and relocation of machinery and equipment, and the handling of oversized and heavy cargo.

Target

8. The Target is a company incorporated in India, forming part of the TVS Mobility Group. The Target, directly and through its subsidiaries is engaged in the provision of integrated supply chain solutions and global forwarding solutions, including warehousing and fulfilment, transportation, freight forwarding (ocean, air and land), customs brokerage, final mile and technical services, across India and several other jurisdictions.

D. Respective markets in which the parties operate

9. The business activities of the Parties horizontally overlap with respect to the following services:

(a) provision of cross-border freight forwarding services (by air, water and land);

(b) provision of contract logistics services;

(c) provision of warehousing services; and

(d) provision of road transport services.

10. Accordingly, the relevant markets for assessing the Proposed Combination may be defined as follows:

(a) the market for the provision of overall logistics services in India;

(b) the market for the provision of cross-border freight forwarding services in India (by air, water and land);

(c) the market for the provision of contract logistics services in India;

(d) the market for the provision of warehousing services in India; and

(e) the market for the provision of road transport services in India.

11. Further, potential vertical relationships and a complementary linkage may arise between the business activities of the Parties in respect of the following markets:

Vertical Linkages

(a) provision for logistics services in India (*upstream*) and provision for plant and engineering services in India (*downstream*);

(b) provision for cross-border freight forwarding services in India (*upstream*) and provision for

warehousing services in India (*downstream*), and *vice versa*;

(c) provision for cross-border freight forwarding services in India (*upstream*) and provision for contract logistics services in India (*downstream*), and *vice versa*;

(d) provision for warehouse management services in India (*upstream*) and provision for warehousing services in India (*downstream*);

(e) provision for road transport services in India (*upstream*) and provision for warehousing services in India (*downstream*), and *vice versa*; and

(f) provision for customs brokerage services in India (*upstream*) and provision for cross-border freight forwarding services in India (*downstream*).

Complementary Linkage: provision for freight data solutions in India and provision for overall logistics services in India.

12. The Proposed Combination will not cause any appreciable adverse effect on competition in India irrespective of the manner in which the markets are defined.