



Decision CPC: 56/2022

Case Number: 08.05.001.022.045

**THE CONTROL OF CONCENTRATIONS BETWEEN ENTERPRISES LAW  
No. 83(I)/2014**

**Notification of concentration concerning the acquisition of the share capital of  
Jain America Holdings Inc., Naandan Jain Irrigation Ltd and Gavish Control  
System Ltd, from Temasek Holdings (Private) Ltd, via Rivulis PTE Ltd**

Commission for the Protection of Competition:

Mrs. Loukia Christodoulou	Chairperson
Mr. Andreas Karidis,	Member
Mr. Panayiotis Oustas,	Member
Mr. Aristos Aristidou Palouzas,	Member
Mr. Polinikis Panayiotis Charalambides	Member

Date of decision: 31 August 2022

**SUMMARY OF DECISION**

On the 5<sup>th</sup> of August 2022 the Commission for the Protection of Competition (hereinafter the “Commission”) received on behalf of Temasek Holdings (Private) Ltd (hereinafter the « Temasek») and Rivulis PTE Ltd (hereinafter the «Rivulis»), a notification of a proposed concentration. The notification was filed according to Section 10 of the Control of Concentrations between Enterprises Law 83(I)/14 (hereinafter the “Law”).

The notification concerns a concentration, according to which Temasek intends to acquire the share capital of Jain America Holdings Inc. (hereinafter the “Jain USA”), Naandan Jain Irrigation Ltd (hereinafter the “NDJ”) and Gavish Control System Ltd (hereinafter the “Gavish”) via Rivulis.

Companies participating at this merger are the following:

1. Temasek Holdings (Private) Ltd is an investment company, registered under the Laws of Singapore. Temasek's portfolio includes a wide range of activities such as financial services, telecommunications, media and technology, consumer products and real estate, transport and industrials, life sciences and agri-food, multi-sector Funds, as well as others (including credit).
2. Rivulis PTE Ltd is a company duly registered under Laws of Singapore, which is indirectly controlled by Temasek. Rivulis is a global supplier of micro-irrigation systems, which are mainly used in the agriculture industry, as well as in the landscape, horticulture and mining industries.
3. Jain America Holdings Inc., Naandan Jain Irrigation Ltd and Gavish Control System Ltd are the Target companies in this transaction (hereinafter the "Target"). Target is a global supplier of irrigation products used in open fields, orchards and plantations, greenhouses and nurseries, as well as residential and landscape applications.

This notification concerns a merger shall take place on the basis of share purchase agreement dated 21 June 2022 between Jain (Israel) B.V. and Jain International Trading B.V., as the Sellers and Rivulis PTE Ltd, as the Buyer (hereinafter the "Agreement"). Under the terms of the Agreement, upon completion of the Transaction, Rivulis and its affiliates will own 100% of the shares of Jain USA, NDJ and Gavish.

According to concentration, the Target is currently owned by the "Sellers", two companies incorporated in the Netherlands, which in turn are owned by Jain Irrigation Systems Ltd, a company incorporated under the laws of India (in hereafter 'Jain India'). As part of the transaction, Rivulis and its affiliates will acquire 100% of the issued and outstanding equity capital of Jain USA, NDJ and Gavish. As part of the same transaction, Jain India will indirectly acquire up to approximately 22% of the shares of Rivulis. As a result, upon completion of the transaction, Temasek will indirectly own 78% of Rivulis (and therefore the Target), while Jain India will own the remaining 22%.

The Commission, considering the facts of the concentration, has concluded that this transaction constitutes a concentration within the meaning of section 6(1)(a)(ii) of the Law, since it leads to a permanent change of control of the Target, since Temasek will indirectly own 78% of Rivulis (and therefore the Target) and will be deemed to

have sole control, while Jain India will own the remaining 22%, with no control over Rivulis and the Target.

Furthermore, based on the information contained in the notification, the Commission found that the criteria set by section 3 (2) (a) of the Law were satisfied and therefore the notified concentration was of major importance falling within the scope of the Law.

The Commission has concluded that for the purposes of evaluating this concentration, the relevant product / service market is the micro-irrigation product supply market, which is divided into the sub-markets (i) type driplines and drip tapes and (ii) micro-sprinklers.

In addition, the Commission concluded that the geographical market for the relevant markets in question is that of the territory of the Republic of Cyprus.

According to the data of the notification, the participating companies are both active in the field of micro-irrigation, which is their only overlapping activity in Cyprus, specifically in the supply of irrigation systems such as driplines and drip tapes. Based on the notification, Jain India 's market share in the supply of driplines and drip tapes micro-irrigation systems in Cyprus is estimated at [0-5]% and Rivulis 's market share at [20-30]%.

It is noted that according to the participating companies, their activities in the supply of micro-sprinklers in Cyprus do not overlap.

Consequently, the horizontal relationship between Rivulis and Jain India results in an affected market based on Annex I of the Law in the supply of micro-irrigation systems such as driplines and drip tapes in Cyprus.

The Commission, based on its analysis under the provisions of section 19, considers that the transaction would not significantly impede effective competition in the affected market within the Republic, mainly due to the fact that the barriers to entry and expansion in the product market micro-irrigation and potential subdivisions are low.

Additionally, based on the information in the notification, there is no vertical relationship between the activities of the participating companies, as defined in

Appendix I of the Law. There are also no other markets that could be significantly affected by the notified concentration.

Taking into account the above, the Commission concludes that this concentration would not significantly impede effective competition in the Republic or in a substantial part of it, in particular as a result of the creation or strengthening of a dominant position and therefore the concentration does not raise serious doubts as to its compatibility with the operation of the competition in the market.

The Commission, acting in accordance with section 22 of the Law, unanimously decided not to oppose the notified concentration and declare it as being compatible with the operation of the competition in the market.

Loukia Christodoulou

Chairperson of the Commission for the Protection of  
Competition