# Legal Challenges in Mergers and Acquisitions in the Digital Economy - An Analytical Study of Competition Law, Data Protection, and Corporate Regulation of Digital-Market Combinations in India

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## ABSTRACT

The digital economy has fundamentally altered the character of mergers and acquisitions ("M&A") transactions worldwide, replacing traditional metrics of asset size and turnover with intangible value drivers such as data, network effects, algorithms, and platform dominance. Conventional Indian M&A law which built around the Companies Act, 2013, the Competition Act, 2002, and the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, was designed for an industrial-era economy of tangible assets and was not equipped to detect "killer acquisitions" of nascent digital start-ups with low turnover but high strategic value. This paper examines the legal challenges that digital-economy M&A poses to Indian company law, competition law, and data protection law, and evaluates the regulatory responses adopted between 2023 and 2026, including the Competition (Amendment) Act, 2023, the deal value threshold ("DVT") introduced through the Competition Commission of India (Combinations) Regulations, 2024, and the Digital Personal Data Protection Act ("DPDP"), 2023 read with the DPDP Rules, 2025. The study analyses landmark decisions of the Competition Commission of India ("CCI"), the National Company Law Appellate Tribunal ("NCLAT"), and the Supreme Court of India, including CCI v. Google LLC (the Android case), the Meta/WhatsApp privacy-policy order, and the Supreme Court's 2026 ruling in Amazon.com NV Investment Holdings LLC v. CCI. It is done to demonstrate how Indian jurisprudence is adapting merger-control and data-governance principles to platform markets. The paper concludes that while the 2023 amendments substantially close the "killer acquisition" gap, unresolved tensions remain between jurisdictional overlap of CCI versus sectoral regulators. Procedural certainty for foreign investors, cross-border data transfer compliance, and the practical due-diligence burden

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on legal and deal-advisory professionals structuring digital M&A transactions in India form a part of these unresolved tensions.

## KEYWORDS

Mergers and Acquisitions, Digital Economy, Competition Act 2002, Deal Value Threshold, Digital Personal Data Protection Act 2023, Killer Acquisitions, CCI, Corporate Law India.

## I. INTRODUCTION

Mergers and acquisitions have long served as the principal mechanism through which enterprises consolidate market power, acquire technology, and achieve economies of scale. The regulatory architecture governing M&A in India, principally the Companies Act, 2013 with Sections 230 to 240 dealing with compromises, arrangements and amalgamations[2] and the Competition Act, 2002[3], governing "combinations". It also includes SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011[4] (the "Takeover Code") which was conceived at a time when the value of an enterprise could be reasonably approximated from its assets, turnover, and market share. The emergence of the digital economy has disrupted this assumption. Platforms such as search engines, e-commerce marketplaces, social media networks, and app stores derive their commercial value not from tangible assets but from data, user attention, network effects, and algorithmic control. These are factors that the traditional asset and turnover-based thresholds are ill-equipped to capture.

This mismatch became starkly visible in a series of "killer acquisitions", where dominant technology companies acquired small, low-revenue start-ups possessing valuable data sets, technology, or user bases, often with the effect, if not always with the intent, of eliminating potential competition before it could mature.[5] Because such start-ups frequently fell below the asset and turnover thresholds prescribed under Section 5 of the Competition Act, 2002[6], many acquisitions escaped merger notification and scrutiny by the CCI altogether. Parallelly, digital

[2] Companies Act, 2013, §§ 230–240, No. 18, Acts of Parliament, 2013 (India).
[3] Competition Act, 2002, No. 12, Acts of Parliament, 2003 (India).
[4] Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Gazette of India, pt. III, sec. 4 (Sept. 23, 2011) (India).
[5] MINISTRY OF CORPORATE AFFAIRS, GOVERNMENT OF INDIA, REPORT OF COMPETITION LAW REVIEW COMMITTEE (2019); Sourav Paul, Deal Value Thresholds under the Competition (Amendment) Act, 2023: A Balanced Approach to Killer Acquisitions, CENTRE FOR BUSINESS AND FINANCIAL LAWS, NLU DELHI (July 9, 2024).
[6] Competition Act, 2002, §5, No. 12, Acts of Parliament, 2003 (India).

transactions raise acute concerns regarding the portability and protection of personal data upon a change of corporate control, concerns that intersect with India's newly operational data protection framework under the DPDP Act, 2023.[7]

The Indian legislature and regulator have responded to these structural gaps through the Competition (Amendment) Act, 2023 and its subordinate regulations, which introduced a deal value threshold ("DVT") for merger notification independent of the size of the target's assets or turnover.[8] Simultaneously, the Supreme Court of India, with its most recent 2026 ruling concerning the Amazon–Future Group transaction, delineated the limits of CCI's jurisdiction over combinations once approved, and to balance investor certainty against the regulator's mandate to prevent anti-competitive concentration.[9] This paper undertakes a doctrinal examination of these legal challenges, situates them within statutory text and case law, and evaluates whether the current legal framework adequately addresses the peculiarities of M&A in India's digital economy.

## II. OBJECTIVES OF THE STUDY

The study is directed towards the following specific objectives:

1. Examine whether traditional asset and turnover-based merger control thresholds under the Competition Act, 2002[10] adequately regulate acquisitions of digital and technology-driven enterprises.
2. Critically analyse the DVT introduced by the Competition (Amendment) Act, 2023[11] and the CCI (Combinations) Regulations, 2024[12], and assess its efficacy in preventing "killer acquisitions".

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[7] Digital Personal Data Protection Act, 2023, No. 22, Acts of Parliament, 2023 (India).
[8] Competition (Amendment) Act, 2023, No. 9, Acts of Parliament, 2023 (India); Competition Commission of India (Combinations) Regulations, 2024, No. 07 of 2024, Gazette of India, pt. III, sec. 4, at 25 (Sept. 9, 2024) (India).
[9] Amazon.com NV Investment Holdings LLC v. Competition Commission of India & Ors., 2026 INSC 576, Civil Appeal No. 4974 of 2022 (May 27, 2026).
[10] *Supra* note 6.
[11] Competition (Amendment) Act, 2023, No. 9, Acts of Parliament, 2023 (India).
[12] Competition Commission of India (Combinations) Regulations, 2024, No. 07 of 2024, Gazette of India, pt. III, sec. 4, at 25 (Sept. 9, 2024) (India).

3. Examine the relationship between data protection law, specifically the DPDP, 2023[13] and the DPDP Rules, 2025[14], and M&A due diligence, data transfer, and post-merger integration in digital-economy transactions.
4. Analyse landmark regulatory and judicial pronouncements, including the CCI's orders against Google LLC[15] and Meta Platforms/WhatsApp[16], the Amazon-Future Group dispute[17], to identify emerging principles governing digital combinations in India.
5. Identify the residual legal, procedural, and jurisdictional challenges in digital M&A transactions in India, and propose suitable reform.

## III. RESEARCH METHODOLOGY

### A. Nature of the Study

This research adopts a doctrinal legal research methodology. It analyses primary legal sources including statutes, delegated legislation, and judicial/regulatory precedent. They are supplemented by secondary sources including law-firm client alerts, peer-reviewed commentary, and regulatory impact analyses.

### B. Sources of Data

The study relies on primary legal materials including the Competition Act, 2002, the Competition (Amendment) Act, 2023, the CCI (Combinations) Regulations, 2024, the Companies Act, 2013, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the DPDP Act, 2023, and the DPDP Rules, 2025. The accompanying case analysis examines orders of the CCI, judgments of the NCLAT, and decisions of the Supreme Court of India, sourced from official gazette notifications, tribunal websites, and verified legal reporting.

[13] Digital Personal Data Protection Act, 2023, No. 22, Acts of Parliament, 2023 (India).
[14] Digital Personal Data Protection Rules, 2025, G.S.R. 846(E), Gazette of India, pt. II, sec. 3(i), at 24 (Nov. 13, 2025) (India).
[15] Google LLC & Anr. v. Competition Commission of India & Ors., Competition Appeal (AT) No. 01 of 2023 (NCLAT Mar. 29, 2023).
[16] In re Updated Terms of Service and Privacy Policy for WhatsApp Users, S.M. Nos. 01/2021, 05/2021 & 30/2021 (Competition Commission of India Nov. 18, 2024).
[17] *Supra* note 9.

C. Approach

The paper follows an analytical and comparative approach. It first maps the statutory position prior to the 2023 amendments. It then evaluates the post-2023 regime against the specific failure modes like killer acquisitions, data-driven dominance, cross-border data transfer, etc. that had been identified in Indian and international competition-policy literature, including the framework of the Report of the Competition Law Review Committee (2019).

D. Limitations

The study is confined to Indian law and does not undertake an independent comparative analysis of EU or US merger-control regimes beyond contextual references. As several matters discussed, notably CCI v. Google LLC before the Supreme Court, and the NCLAT proceedings concerning WhatsApp, remain sub judice as of the date of this paper, the legal position in respect of those proceedings may evolve after submission.

## IV. LEGAL ANALYSIS

A. The Traditional Merger Control Framework and Its Limitations

Under the unamended Section 5 of the Competition Act, 2002[18], a transaction is qualified as a notifiable "combination" only if the parties' assets or turnover crossed prescribed monetary thresholds which are revised periodically by the Ministry of Corporate Affairs (most recently on 8 March 2024).[19] This asset/turnover test works well for conventional industries where market power correlates with balance-sheet size. It fails, however, for digital platforms that acquire small start-ups holding valuable data, proprietary algorithms, or a nascent user base but reporting minimal revenue. The 2019 Report of the Competition Law Review Committee had already flagged this gap and recommended introduction of a DVT, drawing on the German and Austrian precedents that had adopted similar thresholds after Facebook's acquisition of WhatsApp escaped merger review in several jurisdictions.[20]

[18] *Supra* note 6.
[19] Ministry of Corporate Affairs, Notification No. S.O. 1130(E) (Mar. 7, 2024); Competition Commission of India, Introduction to Filing of Combination Notice, CCI, https://cci.gov.in/combination/combination/filing-of-combination-notice/introduction (last visited Aug. 15, 2026).
[20] MINISTRY OF CORPORATE AFFAIRS, GOVERNMENT OF INDIA, REPORT OF COMPETITION LAW REVIEW COMMITTEE (2019).

B. The Competition (Amendment) Act, 2023 and the DVT

Parliament's response came through the Competition (Amendment) Act, 2023 and it represents the most significant overhaul of India's competition law regime since the Competition Act's inception.[21] The key changes of the amendment includes: (a) inserts a DVT under Section 5, requiring CCI notification of any transaction whose value exceeds ₹2,000 crore (approximately USD 238-252 million) where the target enterprise has "substantial business operations in India";[22] (b) expressly excludes such transactions from the benefit of the de minimis ("small target") exemption;[23] (c) codifies "control" by reference to the "material influence" standard, lowering the threshold at which an acquisition is treated as conferring control;[24] (d) permits limited on-market share purchases to proceed without a standstill, subject to the acquirer not exercising ownership or beneficial rights pending approval;[25] and (e) introduces expedited review timelines for combinations.[26]

The DVT was operationalised in a staggered manner, through the notifications of the Ministry of Corporate Affairs and the CCI(Combinations) Regulations, 2024, implemented with effect from 10 September 2024.[27] This framework directly targets the "killer acquisition" problem. Now, a technology acquirer can no longer structure a high-value purchase of a low-revenue, low-asset digital target so as to avoid CCI scrutiny merely because the target does not meet the older asset/turnover tests.[28]

C. Abuse of dominance in platform markets: CCI v. Google LLC

Even where a transaction itself is not under challenge, digital-economy M&A must be read alongside the CCI's growing body of abuse-of-dominance jurisprudence, since post-merger conduct of a combined entity may itself attract scrutiny under Section 4 of the Competition

[21] *Supra* note 11; Aman Singh Sethi, Shweta Chopra & Ritwik Bhattacharya, The Indian Competition (Amendment) Act, 2023-The Good, the Bad and the Ugly, AMERICAN BAR ASSOCIATION (2024).

[22] Aman Singh Sethi, Shweta Chopra & Ritwik Bhattacharya, The Indian Competition (Amendment) Act, 2023-The Good, the Bad and the Ugly, AMERICAN BAR ASSOCIATION (2024); George Cyriac & Rahul Kapoor, Competition Commission of India Provides Updated Deal Value Threshold, MORGAN LEWIS (Sept. 19, 2024); Sourav Paul, Deal Value Thresholds under the Competition (Amendment) Act, 2023: A Balanced Approach to Killer Acquisitions, CENTRE FOR BUSINESS AND FINANCIAL LAWS, NLU DELHI (July 9, 2024).

[23] *Id.*

[24] *Id.*

[25] *Id.*

[26] *Id.*

[27] *Supra* note 12; George Cyriac & Rahul Kapoor, Competition Commission of India Provides Updated Deal Value Threshold, MORGAN LEWIS (Sept. 19, 2024).

[28] Sourav Paul, Deal Value Thresholds under the Competition (Amendment) Act, 2023: A Balanced Approach to Killer Acquisitions, CENTRE FOR BUSINESS AND FINANCIAL LAWS, NLU DELHI (July 9, 2024).

Act, 2002. In Case No. 39 of 2018, the CCI, by order dated 20 October 2022, found Google LLC and Google India Private Limited to have abused their dominant position across five delineated relevant markets connected to the Android operating system, including the market for licensable smart-device operating systems and the market for Android app stores in India, and imposed a penalty of ₹1,337.76 crore.[29] The NCLAT, by judgment dated 29 March 2023, substantially upheld the CCI's findings on mandatory bundling of the Google Play Billing System and preferential placement of Google's own applications, while setting aside certain overbroad remedial directions.[30] A subsequent CCI order concerning Google's Play Store policies, arising from a complaint by the Alliance of Digital India Foundation, resulted in a ₹936.44 crore penalty, which the NCLAT reduced to ₹216.69 crore in March 2025[31], before reinstating certain billing-transparency directions in May 2025.[32] Both Google/Alphabet and the CCI have since appealed aspects of these rulings, and the Supreme Court of India has admitted cross-appeals, making the ultimate contours of platform dominance law in India a matter still being settled.[33]

For M&A practice, the Google line of cases is instructive because it demonstrates that Indian competition authorities are prepared to characterise bundling, self-preferencing, and strategic use of data as actionable abuse, independent of any merger filing. Counsel structuring an acquisition that will create or reinforce a dominant platform position must therefore assess not only merger-notification risk but also downstream Section 4 exposure for the combined entity.

D. Data as a Competition Parameter: The Meta/WhatsApp Privacy Policy Order

The CCI's treatment of WhatsApp's 2021 privacy policy update illustrates the second major legal challenge in digital M&A - the treatment of data-sharing arrangements between affiliated group entities as a competition-law concern rather than (or in addition to) a data protection

[29] In re Alleged Anti-Competitive Conduct by Google in Relation to Android Mobile Device Ecosystem, Case No. 39 of 2018 (Competition Commission of India Oct. 20, 2022).
[30] Google LLC & Anr. v. Competition Commission of India & Ors., Competition Appeal (AT) No. 01 of 2023 (NCLAT Mar. 29, 2023).
[31] Alphabet Inc. & Ors. v. Competition Commission of India & Anr., Competition Appeal (AT) No. 04 of 2023 (NCLAT Mar. 28, 2025); In re XYZ (Confidential), Match Group, Inc. & Alliance of Digital India Foundation v. Alphabet Inc. & Ors., Case Nos. 07 of 2020, 14 of 2021 & 35 of 2021 (Competition Commission of India Oct. 25, 2022).
[32] Moneycontrol News, Google Play Store Case: NCLAT Reinstates Two More Directions from CCI Order, MONEYCONTROL (May 2, 2025), https://www.moneycontrol.com/news/business/google-play-store-case-nclat-reinstates-two-more-directions-from-cci-order-13011866.html (last visited Aug. 16, 2026).
[33] Google LLC & Ors. v. Competition Commission of India & Ors., Supreme Court of India, appeals against the NCLAT judgment dated 28 March 2025; see also "SC Admits Google, CCI, ADIF Cross-Appeals in Play Store Antitrust Case," Outlook Business, 8 August 2025, available at: https://www.outlookbusiness.com/corporate/sc-admits-google-cci-adif-cross-appeals-in-play-store-antitrust-case-hearing-in-novemb (accessed 16 August 2026).

concern. The CCI had, in 2021, taken suo motu cognisance of WhatsApp's revised terms, which made it mandatory for users to consent to data-sharing with other Meta group companies without a meaningful opt-out, and directed its investigative wing to examine the matter. The Supreme Court declined to interfere with the CCI's investigative jurisdiction. By order dated 18 November 2024, the CCI held that the 2021 policy amounted to abuse of dominance under Section 4(2)(a)(i) of the Competition Act, reasoning that in "zero-price" digital markets, a reduction in privacy protection is properly treated as a degradation in service quality and hence a non-price parameter of competition. The CCI imposed a penalty of approximately ₹213.14 crore on Meta and directed WhatsApp to refrain from sharing user data collected on its platform with other Meta group companies for five years, and to specify the purpose of each category of data collected.[34] The NCLAT stayed the data-sharing prohibition and the penalty (conditional on deposit of 50 per cent of the penalty amount) in January 2025, while keeping transparency and user-choice directives enact pending final appeal.

This order is significant for digital M&A because it confirms that intra-group data pooling, a common feature of post-merger integration in technology conglomerates, can itself be treated as anti-competitive conduct where it leverages a dominant position acquired, in part, through prior acquisitions like Meta's ownership of WhatsApp, Instagram, and Facebook Messenger) Deal teams structuring platform acquisitions must therefore build data-sharing safeguards, purpose limitation, and consent architecture into transaction documents from the outset, rather than treating data integration as a purely technical, post-closing IT exercise.

<u>E. Regulatory Finality and Investor Certainty: Amazon.com NV Investment Holdings LLC v. Competition Commission of India</u>

A distinct but equally important legal challenge that concerns foreign investors' structured investments in Indian digital and retail-technology companies is the finality of CCI approvals once granted. It is a question of central importance to them. Amazon's 2019 investment of 49 per cent in Future Coupons Private Limited ("FCPL"), the promoter entity holding a stake in Future Retail Limited ("FRL"), was notified to the CCI in Form I, disclosing the FCPL and FRL shareholders' agreements together with associated business commercial agreements, and was approved by the CCI on 28 November 2019.[35] Following Reliance Industries' subsequent

[34] In re Updated Terms of Service and Privacy Policy for WhatsApp Users, S.M. Nos. 01/2021, 05/2021 & 30/2021 (Competition Commission of India Nov. 18, 2024).
[35] *Supra* note 9.

₹24,713 crore agreement to acquire Future Group's retail and logistics business which Amazon resisted through emergency arbitration before the Singapore International Arbitration Centre, independent directors of FRL alleged before the CCI that Amazon had concealed the true scope of its investment. The CCI issued a show-cause notice on 4 June 2021 and, by order dated 17 December 2021, held that Amazon's disclosures had not enabled the CCI to evaluate the combination in its true scope, kept its 2019 approval in abeyance, directed a fresh Form II filing, and imposed penalties exceeding ₹202 crore under Sections 43A, 44 and 45 of the Competition Act.[36] The NCLAT substantially upheld this order on 13 June 2022.[37]

On appeal, the Supreme Court of India, by judgment dated 27 May 2026 in Civil Appeal No. 4974 of 2022, set aside both the NCLAT judgment and the underlying CCI order.[38] The Court (per Nath, J.) held that Amazon had in fact disclosed the relevant transaction structure and interlinked agreements in its original filing, and that a subsequent disagreement over how the transaction ought to have been legally characterised could not retroactively convert disclosure into suppression for the purposes of Sections 44 and 45, as they require specific findings of material falsity and knowledge.[39] The Court further held that the proceedings were time-barred under the proviso to Section 20(1) of the Competition Act, which precludes the CCI from inquiring into a combination more than one year after it has taken effect, since the combination had taken effect in 2019 while the show-cause notice issued only in June 2021.[40] The Court emphasised that "fair treatment of foreign investors does not mean special treatment," but rather "equal treatment under the same law, administered through the same procedural safeguards," and that regulatory certainty of this kind was essential for India to "remain a credible jurisdiction for lawful investment and enterprise."[41]

The Amazon-Future ruling carries three direct implications for M&A practice in the digital economy. First, it reaffirms a hard one-year limitation on CCI's power to revisit an approved combination, giving transacting parties a defined window of regulatory finality. Second, it signals that the CCI must ground any subsequent penalty in specific, evidenced findings of suppression or misrepresentation, and cannot rely on a retrospective re-characterisation of an

36 Competition Act, No. 12 of 2003, §§ 43A, 44, 45 (India).
37 Ketan Mukhija & Devanshu Gupta, NCLAT Endorses CCI's Penalty Order Against Amazon: A Setback for Amazon and a Leap in Jurisprudence, LIVELAW (July 9, 2022), https://www.livelaw.in/amp/law-firms/law-firm-articles-/nclat-cci-amazon-jurisprudence-203343?utm_source=chatgpt.com (last visited Aug. 16, 2026).
38 *Supra* note 9.
39 *Id.*
40 *Id.*
41 *Id.*

already-disclosed transaction structure. Third, it underscores the importance of complete and contemporaneous disclosure at the Form I/Form II stage for foreign strategic and financial investors structuring layered or phased digital-sector investments, since the primary defence available to Amazon was the adequacy of its original filing rather than any post hoc justification.

F. Data Protection Law and the M&A Lifecycle: The DPDP Act, 2023

Digital M&A transactions in India must now also be evaluated against the DPDP Act, 2023.[42] The DPDP Act creates obligations for "Data Fiduciaries" who determine the purpose and means of processing personal data, and correlative rights for "Data Principals" whose data is processed, and establishes a Data Protection Board of India to adjudicate breaches, with penalties that can extend up to ₹250 crore.[43] Critically for M&A, the DPDP Rules, 2025 were notified on 13-14 November 2025, operationalising the Act on a phased basis, with certain provisions taking effect immediately, and others from 13 November 2026.[44] The residual provisions, including significant compliance obligations for "Significant Data Fiduciaries" were to operationalised by 13 May 2027.[45]

The practical significance for digital M&A is threefold. First, due diligence must now verify a target's consent architecture, purpose-limitation compliance, and breach-notification history. This is because undisclosed non-compliance can crystallise into post-closing liability of up to ₹250 crore for the acquirer once it steps into the target's shoes as Data Fiduciary. Second, transaction documents like share purchase agreements, business transfer agreements, etc. must expressly address the transfer of the data-processing relationship, including whether existing consents obtained by the target survive a change of control, and whether fresh notice to data principals is required. Third, where the acquirer or target is designated or is likely to be designated a "Significant Data Fiduciary", a category applicable to large-scale or sensitive processors under the Rules, enhanced obligations such as data protection impact assessments, data auditor appointment, and algorithmic accountability measures must be factored into post-merger integration planning and the transaction timeline, given the eighteen-month phased compliance period built into the Rules.

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[42] *Supra* note 13.
[43] *Id.*
[44] *Supra* note 14, PRESS INFORMATION BUREAU, GOVERNMENT OF INDIA, DIGITAL PERSONAL DATA PROTECTION (DPDP) RULES, 2025 (Nov. 14, 2025).
[45] *Id.*

G. Company Law and Takeover Regulation Dimensions

Beyond competition and data law, digital M&A transactions continue to be governed by the general corporate law framework. Court or tribunal-sanctioned schemes of arrangement, mergers, and amalgamations are governed by Sections 230 to 232 of the Companies Act, 2013, requiring approval of the NCLT.[46] Section 234 permits cross-border mergers between Indian companies and companies incorporated in specified foreign jurisdictions.[47] This provision is of particular relevance in a situation where an Indian digital start-up is being folded into a foreign holding structure. Where the target is a listed entity, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 impose a mandatory open offer obligation once an acquirer's shareholding or voting rights cross 25 per cent (Regulation 3(1)), and permit "creeping acquisitions" of up to 5 per cent per financial year for acquirers already holding between 25 and 75 per cent (Regulation 3(2)), without triggering a fresh open offer.[48] Digital economy transactions frequently combine a Companies Act scheme, a competition-law filing, and a Takeover Code analysis (where the target is listed or a promoter-level stake is being acquired, as in the Amazon-FCPL structure). This makes multi-regulator sequencing a distinct practical challenge for deal counsel, since NCLT sanction, CCI approval, and SEBI clearance often proceed on different timelines and evidentiary standards.

## V. FINDINGS OF THE STUDY

1. The DVT introduced by the Competition (Amendment) Act, 2023 and operationalised through the Competition Commission of India (Combinations) Regulations, 2024 substantially closes the pre-2023 regulatory gap that allowed high-value acquisitions of low-revenue digital start-ups to escape CCI scrutiny.[49]
2. The CCI has demonstrated an increasing willingness to treat data practices, including intra-group data sharing and consent architecture, as a competition-law parameter rather than purely a data protection issue, as seen in the Meta/WhatsApp order. However, this "integrative approach" remains contested on appeal and creates some

[46] *Supra note* 2, §§ 230-232.
[47] *Supra note* 2, §234.
[48] *Supra note* 4.
[49] *Supra note* 27; *Supra* note 28.

doctrinal uncertainty as to the boundary between competition law and data protection law.[50]

3. The Google/Android line of cases confirms that post-acquisition conduct of a dominant platform (bundling, self-preferencing, restrictions on sideloading) is independently actionable under Section 4 of the Competition Act, regardless of whether the underlying acquisitions that created the platform's scale were themselves notified as combinations.[51]
4. The Supreme Court's 2026 ruling in Amazon.com NV Investment Holdings LLC v. CCI establishes an important finality principle. The one-year limitation under the proviso to Section 20(1) operates as a hard bar on CCI's power to reopen an approved combination, and penalties under Sections 43A, 44 and 45 require specific, evidence-based findings rather than a retrospective re-characterisation of disclosed facts.[52]
5. The full operationalisation of the DPDP Act, 2023 through the DPDP Rules, 2025 (notified November 2025, with phased compliance through May 2027) introduces a new and largely untested layer of M&A due diligence and post-closing compliance risk, particularly for transactions involving "Significant Data Fiduciaries."[53]
6. Multi-regulator sequencing including NCLT scheme sanction under the Companies Act, 2013, CCI merger clearance, and SEBI Takeover Code compliance, remain a significant practical and timeline challenge that is not addressed by any single legislative reform and continues to depend on inter-regulator coordination.
7. Jurisdictional and procedural uncertainty persists in respect of pending appeals like Google/Alphabet before the Supreme Court and WhatsApp/Meta before the NCLAT. This means that the precise contours of "abuse of dominance" in digital markets in India remain a work in progress rather than settled law.

## VI. CONCLUSION

The legal challenges confronting mergers and acquisitions in India's digital economy arise from a structural mismatch between industrial-era regulatory thresholds and the intangible,

[50] *Supra* note 36.
[51] *Supra* note 29; *Supra* note 30.
[52] *Supra* note 9.
[53] *Supra* note 13, *Supra* note 49.

data-driven value characteristic of platform businesses. The Competition (Amendment) Act, 2023 and its accompanying DVT represent a considered legislative response to the “killer acquisition” problem, bringing India’s merger-control regime closer to international best practice. At the same time, the CCI’s evolving enforcement record, spanning across the Google Android proceedings, the Meta/WhatsApp privacy-policy order, and the Supreme Court’s intervention in the Amazon–Future dispute, demonstrates both the regulator’s growing sophistication in addressing platform-specific competitive harms and the judiciary’s insistence on procedural discipline and regulatory finality as a precondition for investor confidence. The operationalisation of the DPDP Act, 2023 through the DPDP Rules, 2025 adds a further compliance dimension that deal counsel must now integrate into due diligence and transaction structuring from an early stage.

Nonetheless, the framework remains a work in progress. The precise doctrinal relationship between competition law and data protection law is still being tested on appeal. The practical burden of coordinating NCLT, CCI, and SEBI approvals for a single digital transaction remains high. Additionally, the full compliance timeline under the DPDP Rules extends to May 2027, meaning that many of its practical implications for M&A will only crystallise over the coming years. It is submitted that continued legislative and regulatory attention, particularly towards harmonising timelines across regulators and providing clearer guidance on the treatment of data as a competitive asset, would further strengthen India’s ability to regulate digital-economy M&A without unduly compromising the ease of doing business that the 2023 and 2025 reforms were, in significant part, designed to preserve.