



## COMPETITION COMMISSION OF INDIA

(Combination Registration No. C-2021/03/823)

17<sup>th</sup> May 2021

### Notice under Section 6 (2) of the Competition Act, 2002 given by GPL Finance and Investments Limited

#### CORAM:

Mr. Ashok Kumar Gupta  
Chairperson

Ms. Sangeeta Verma  
Member

Mr. Bhagwant Singh Bishnoi  
Member

#### Order under Section 31(1) of the Competition Act, 2002

1. On 26<sup>th</sup> March 2021, the Competition Commission of India (**‘Commission’**) received a notice under sub-section (2) of Section 6 of the Competition Act, 2002 (**‘Act’**) given by GPL Finance and Investments Limited (**‘GPL’/ ‘Acquirer’**). The notice has been filed pursuant to the Share Purchase Agreement dated 21<sup>st</sup> August 2020 (**‘SPA’**), *inter alios*, between GPL, YES Asset Management (India) Limited (**‘YES AMC’/ ‘Target 1’**) and YES Trustee Limited (**‘YES Trustee’/ ‘Target 2’**) [Hereinafter, YES AMC and YES Trustee are collectively referred to as the **‘Targets’** and Acquirer and Targets as **‘Parties’**].
2. The Proposed Combination relates to the acquisition of 100% equity share capital on a fully diluted basis of YES AMC and YES Trustee by the Acquirer. Post the Proposed Combination, YES AMC and YES Trustee will be wholly-owned by GPL. By way of



this, GPL will acquire the YES Mutual Fund ('YES MF') and will become the sole sponsor of YES MF.

3. In terms of Regulations 14(3) of the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011, *vide* communication dated 16<sup>th</sup> April 2021, the Acquirer was required to furnish certain information and clarifications, *inter alia*, regarding overlaps. The response was submitted by the Acquirer on 22<sup>nd</sup> April 2021.
4. GPL is an unlisted company incorporated in India and belongs to the White Oak Group. GPL is registered with Reserve Bank of India ('RBI') as a non-deposit taking and non-systemically important Non-Banking Financial Company ('NBFC'). It is primarily engaged in the activity of making investment in mutual funds, and provides referral and support services to White Oak Group.
5. The White Oak Group is an investment management and investment advisory group founded by Mr Prashant Khemka. In India, White Oak Capital provides discretionary portfolio management services and investment advisory services. It is the sponsor and investment manager to three alternative investment funds ('AIFs') registered with Securities and Exchange Board of India ('SEBI'), namely: (i) White Oak India Equity Fund; (ii) White Oak India Equity Fund II; and (iii) White Oak India Select Equity Fund.
6. YES MF, constituted as a trust established under the Indian Trusts Act, 1882 and the SEBI Mutual Fund Regulations, is engaged in the business of supplying mutual fund products in India.
7. YES AMC is a wholly-owned subsidiary of YES Bank. It was granted approval by SEBI to act as an asset management company ('AMC')/ investment manager to YES MF. It does not have any subsidiaries or associates or joint ventures.



8. YES Trustee is the trustee of YES MF. It is the exclusive owner of the trust fund of YES MF and holds the same in trust for the benefit of the unitholders. YES Trustee discharges its duties and carries out the responsibilities as provided in the SEBI Mutual Fund Regulations and the Trust Deed.
9. It is submitted in the Notice that there are no horizontal, vertical or complementary overlaps existing between the business activities of GPL/White Oak Group and the Targets.
10. However, it is submitted that there is a potential vertical relationship between the supply of mutual fund products in India by YES MF (*upstream market*) and mutual fund distribution in India by White Oak Investment and GPL (*downstream market*). Further, it is submitted that there is a potential complementary relationship between the activities of the Parties as White Oak Capital provides discretionary portfolio management services in India and YES MF is engaged in the market for mutual funds in India.
11. Based on the information submitted by the Acquirer it appears that the presence of the Parties in these markets/segments is not such so as to cause any competition foreclosure in India. Further, these markets/segments are characterized by presence of several players.
12. Considering the material on record including the details provided in the Notice and the assessment of the Proposed Combination based on the factors stated in Section 20(4) of the Act, the Commission is of the opinion that the Proposed Combination is not likely to have any appreciable adverse effect on competition in India. Therefore, the Commission approves the Proposed Combination under Section 31(1) of the Act. This order is, however, issued without prejudice to the proceedings under Section 43A of the Act.
13. This order shall stand revoked if, at any time, the information provided by the Acquirer is found to be incorrect.



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14. The information provided by the Acquirer shall be treated as confidential in terms of and subject to provisions of Section 57 of the Act.
15. The Secretary is directed to communicate to the Parties accordingly.