

**Summary in terms of 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 parties to the combination are:

- (a) Axis Bank Limited (“**Acquirer 1**”)
- (b) Axis Capital Limited (“**Acquirer 2**”)
- (c) Axis Securities Limited (“**Acquirer 3**”)
- (d) Max Life Insurance Company Limited (“**Target**”)

Acquirer 1, Acquirer 2 and Acquirer 3 are collectively referred to as “**Acquirers**”. Additionally, the Acquirers and the Target are collectively referred to as the “**Parties**”.

B. Nature and purpose of the combination

2. Acquirer 1 already has an existing shareholding of approximately 2% in the Target. By virtue of the proposed transaction, the shareholding of Acquirer 1 in the Target will increase to approximately 9.9%. Additionally, Acquirer 2 and Acquirer 3 will acquire 2% and 1% respectively shareholding in the Target (“**First Acquisition**”). Further, the Acquirers have a right to increase their shareholding, in one of more tranches, such that the aggregate shareholding of the Acquirers in the Target increases by 7%, taking their total shareholding to up to 19.99%, within 42 months

of completion of the First Acquisition (“**Additional Acquisition**”) (collectively “**Proposed Combination**”).

3. Accordingly, the Proposed Combination is in the nature of an acquisition of shares and control within the meaning of Section 5(a) of the Competition Act, 2002 (“**Act**”). The Proposed Combination is being notified under Section 6(2) read with Section 5(a)(i)(A) of the Act, which prescribes the filing of a merger notification with the Commission for an acquisition of shares, assets, control or voting rights, if (i) the value of the combined assets of the Target and the Acquirer exceeds INR 2,000 crore in India, or, (ii) the value of the combined turnover of the Target and the Acquirer exceeds INR 6,000 crore in India.
4. The Proposed Combination will require the approval of the Insurance Regulatory and Development Authority of India.

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

Acquirer 1

5. Acquirer 1 is involved in the business of banking. Acquirer 1 has 5 focus areas, which are; (i) consolidating retail and corporate franchise; (ii) strengthening urban presence and rural reach; (iii) scaling branch operations and digital outreach; (iv) impacting community and business and (v) balancing risks and rewards.
6. Acquirer 1 provides services in retail banking, which includes retail lending and retail deposits; wholesale banking; payment solutions; wealth management; forex and remittance products; distribution of mutual fund schemes and distribution of

insurance policies.

Acquirer 2

7. Acquirer 2 is engaged in the business of providing focused and customized solutions in the areas of investment banking and institutional equities. Acquirer 2 offers investors, companies and government entities in the areas of equity capital markets, mergers and acquisitions, private equity, structured finance and institutional equities.

Acquirer 3

8. Acquirer 3 is engaged in the business of broking, distribution of financial products and advisory services. Acquirer 3 provides a wide range of investment options in equity, derivatives, mutual funds, exchange traded funds (ETFs), systematic investment plans (SIP), tax saving schemes, insurance, fixed incomes, initial public offerings (IPOs) and commodities.
9. Through the platform of Acquirer 3, Axis Direct provides financial education, market data, research and other tools to provide investment solutions.

Target

10. The Target obtained a license to carry on the business of life insurance from the IRDAI on 15 November 2000. Since then, the Target is engaged in the business of providing life insurance and annuity products and investment plans in India. These products can be individual life insurance plans as well as group insurance plans.

The various plans offered by the Target take into account the various kinds of requirements that an individual may have. Thus, the plans account for different ranges of premium, different age groups, as well as different needs, for example, term plans, retirement plans, children plans, savings and income plans, etc.

11. The Target offers a range of saving and protection plans, encompassing life insurance. In the business of life insurance, a strong distributor network is essential in order for the insurance products to reach the end consumers. The Target has established its presence through a network of 250 branch offices spread across the country with more than 14,000 employees. The Target has tie ups with corporate agents / bank partners / brokers and trained insurance personnel.

D. Rationale for the Proposed Combination

12. The life insurance premium collection as a percentage of Gross Domestic Product (“GDP”) in India is at 2.74% of the GDP as on 2018 compared to the global average of 3.31% *per* the report on the insurance industry by Swiss Re. Acquirer 1 believes in the long-term prospects of India's under-penetrated life insurance space. Acquirer 1 expects the proposed arrangement with their time-tested life insurance partner of ten years to create significant value for its stakeholders.

E. Respective markets in which the parties to the combination overlap

13. The relevant upstream and downstream markets in relation to the vertical relationship between Acquirer 1 and Acquirer 3 with the Target would be:
 - (a) Upstream market for life insurance products in India; and

(b) Downstream market for distribution of life insurance products in India.
