

SUMMARY OF THE PROPOSED COMBINATION

[In terms of Regulations 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 names of the parties to the combination are:
 - (a) Sundaram Asset Management Company Limited (**SAMC/Acquirer**)
 - (b) Principal Asset Management Private Limited (**PAMPL**)
 - (c) Principal Trustee Company Private Limited (**PTCPL**)
 - (d) Principal Retirement Advisors Private Limited (**PRAPL**)

PAMPL, PTCPL and PRAPL are collectively referred to as the '**Targets**'.

B. Nature and purpose of the combination

2. The proposed transaction relates to the acquisition of 100% of the issued and paid-up equity share capital of: (i) PAMPL; (ii) PTCPL; and (iii) PRAPL by SAMC. As part of the proposed transaction, the schemes of the Principal Mutual Fund (**PMF**) shall be transferred to Sundaram Mutual Fund (**SMF**) and the trusteeship and management of the PMF schemes shall be transferred to Sundaram Trustee Company Limited (**STCL**) and SAMC, respectively (hereinafter referred to as the "**Proposed Transaction**").
3. The Proposed Transaction is in the nature of an acquisition of shares under Section 5(a)(i)(A) of the Competition Act, 2002.

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

SAMC

4. SAMC is a public limited company incorporated under the Companies Act, 1956 on February 26, 1996. SAMC is a wholly owned subsidiary of Sundaram Finance Limited (**SFL**). SAMC is the investment manager for SMF and manages funds that cater to the investment needs of investors with different risk, reward and liquidity preferences. SAMC has two wholly owned subsidiaries i.e., Sundaram Asset Management Company Pte. Limited (Singapore) and Sundaram Alternate Assets Limited.

Targets

PAMPL

5. PAMPL is engaged in the business of providing asset management services to the PMF and operating/ managing the PMF schemes. It is also engaged in provision of portfolio management and advisory services (**PMS**). PAMPL is registered with SEBI as a portfolio manager under the *SEBI (Portfolio Managers) Regulations, 2020*, however, its PMS business has been inactive, and it is not presently engaged in the said business.

PTCPL

6. PTCPL is engaged in the business of providing trusteeship services to the PMF.

PRAPL

7. PRAPL is registered with: (i) SEBI as an investment advisor under the SEBI (Investment Advisers) Regulations, 2013 and provides long term investment and retirement planning and advisory solutions, including distribution of a wide range of financial products; (ii) Insurance Regulatory and Development Authority of India (**IRDAI**) under the IRDAI (Registration of Corporate Agents) Regulations, 2015 as a corporate agent (composite) and provides services pertaining to procurement, solicitation and distribution of insurance products and policies, in

addition to value added services like insurance solutions and writing of wills; and
(iii) Association of Mutual Funds in India as a distributor of mutual funds.

D. Respective markets in which the parties to the combination operate

8. The parties submit that the exact definition of the relevant product or geographic market may be left open as the Proposed Transaction does not give rise to any competition concern irrespective of the manner in which the markets are defined. However, in line with the decisional practice of the Competition Commission of India, and to aid its assessment of the Proposed Transaction, the relevant market may be defined as the '*Market for mutual funds in India*' (**Broad Relevant Market**).
9. The Broad Relevant Market can be further sub-segmented in to following narrow markets:
 - (a) Market for equity oriented mutual funds schemes in India.
 - (b) Market for debt oriented mutual funds schemes in India.
 - (c) Market for hybrid mutual funds schemes in India.
