

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) TVS Mobility Private Limited
 - (b) T.S. Rajam Tyres Private Limited
 - (c) Southern Roadways (Madurai) Private Limited
 - (d) Trichur Sundaram Santhanam & Family Private Limited
 - (e) TVS Sundram Fasteners Private Limited
 - (f) Madurai Alagar Enterprises Private Limited
 - (g) SB TVS Industrial Ventures Private Limited
 - (h) Cheema Industrial Ventures Private Limited
 - (i) TVS Holdings Private Limited
 - (j) Geeyes Family Holdings Private Limited
 - (k) Sundaram Climate Institute Private Limited
 - (l) Mr. Krishna Ramesh
 - (m) T V Sundram Iyengar & Sons Private Limited (including its affiliates)
 - (n) Sundaram Industries Private Limited (including its affiliates)
 - (o) Southern Roadways Private Limited (including its affiliates)
 - (p) TVS Investments Private Limited

Collectively referred to as the '**Parties**'.

B. Nature and purpose of the combination

2. The proposed transaction contemplates an internal restructuring within the TVS group pursuant to the execution of a Memorandum of Family Arrangement dated 10 December 2020, the Composite Scheme of Amalgamation and Arrangement dated 29 January 2021 between the Parties and board resolutions dated 30 January 2021 (**Proposed Transaction**).
3. The Proposed Transaction is in the nature of acquisition of shares and assets under Section 5 (a) and merger under Section 5(c) of the Competition Act, 2002.

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

4. A brief description of the Parties is provided below:
 - (a) **TVS Mobility Private Limited:** It is a holding company and is currently not engaged in any business. The shareholders of TVS Mobility Private Limited through their affiliates are primarily engaged in investment advisory, manpower support services, wholesale distribution of automotive components, manufacture of repair materials for tyres and tubes, and agricultural activities.
 - (b) **T.S. Rajam Tyres Private Limited:** It is the wholly owned subsidiary of TVS Mobility Private Limited and is currently not engaged in any business.
 - (c) **Southern Roadways (Madurai) Private Limited:** It is a holding company and is currently not engaged in any business. The shareholders of Southern Roadways (Madurai) Private Limited through their affiliates are engaged in farm related activities.
 - (d) **Trichur Sundaram Santhanam & Family Private Limited:** It is a holding company and is currently not engaged in any business. The shareholders of

Trichur Sundaram Santhanam & Family Private Limited through their affiliates are primarily engaged in lending services, business process outsourcing services, distribution of insurance products, investment management, manufacture of automotive components.

- (e) **TVS Sundram Fasteners Private Limited:** It is a holding company and is currently not engaged in any business. The shareholders of TVS Sundram Fasteners Private Limited through their affiliates are not engaged in any business activity.
- (f) **Madurai Alagar Enterprises Private Limited:** It is a holding company and is currently not engaged in any business. The shareholders of Madurai Alagar Enterprises Private Limited through their affiliates are engaged in manufacturing phenol formaldehyde resins and cashew friction dust.
- (g) **SB TVS Industrial Ventures Private Limited:** It is a holding company and is currently not engaged in any business. The shareholders of SB TVS Industrial Ventures Private Limited through their affiliates are primarily engaged in trading of aluminium, packaging and label printing services...
- (h) **Cheema Industrial Ventures Private Limited:** It is a holding company and is currently not engaged in any business. The shareholders of Cheema Industrial Ventures Private Limited through their affiliates are primarily engaged in trading of aluminium, packaging and label printing services.
- (i) **TVS Holdings Private Limited:** It is a holding company and is currently not engaged in any business. The shareholders of TVS Holdings Private Limited through their affiliates are primarily engaged in provision of corrosion management, consultancy and management services, insurance broking services, and manufacturing of automotive components.

- (j) **Geeyes Family Holdings Private Limited:** It is a holding company and is currently not engaged in any business. The shareholders of Geeyes Family Holdings Private Limited through their affiliates are primarily engaged in management consultancy and staffing solutions, and property development.

- (k) **Sundaram Climate Institute Private Limited:** It is engaged in the provision of climate change research and implementation. The shareholders of Sundaram Climate Institute Private Limited through their affiliates are primarily engaged in the provision of water management solution, aggregation of transport industry, manufacture and sale of yarn and provision of support services to textile mills.

- (l) **T V Sundram Iyengar & Sons Private Limited (TVSS):** It is directly engaged in manufacture and distribution of automotive components, distribution of automobiles etc. TVSS, through its affiliates, is engaged in various sectors including automotive, logistics, information and technology, power generation, investments, manufacturing components for automotive and non-automotive applications, manufacturing sewing needles, and vocational training etc.

- (m) **Sundaram Industries Private Limited (SI):** It is directly engaged in providing tyre solutions and manufacturing rubber compounds, cured rubber and plastic products. SI, through its affiliates, is primarily engaged in providing tyre solutions, manufacturing of protective gears, manufacture and sale of automotive components and manufacture and sale of yarn.

- (n) **Southern Roadways Private Limited (SRW):** It is directly engaged in road transport, and parcel services. SRW, through its affiliates, is primarily engaged in manufacture and sale of yarn, and automotive components.

- (o) **TVS Investments Private Limited (TVSI):** It is a non-operating financial holding company. TVSI, through its affiliates, is primarily engaged in investment consultancy, wealth management and transaction automation products.

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

- 5. The Parties submit that the exact definition of the relevant market may be left open as the Proposed Transaction does not give rise to any competition concerns irrespective of the manner in which the markets are defined. However, in line with Hon'ble Commission's decisional practice and to aid its assessment of the Proposed Transaction, the relevant markets may be defined as:
 - (a) Market for manufacture and sale of yarn in India.
 - (b) Manufacture and sale of injection moulded/automotive plastic components in India.