

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), 2011]

A. Name of the parties to the combination

1. The names of the parties to the combination are:
 - (a) India Advantage Fund S4 I (**IAF S4 I**) and Dynamic India Fund S4 US I (**DIF**), acting through a special purpose vehicle (**SPV-I/Acquirer-1**)
 - (b) NHPEA Trisul Holding B.V. (**NTH/Acquirer-2**)
 - (c) Magma HDI General Insurance Company Limited (**Magma HDI**)

B. The nature and purpose of the combination

2. The Proposed Combination contemplates an acquisition of:
 - (a) an effective combined interest of less than 25% (on a fully diluted basis) of the share capital of Magma HDI by IAF S4 I and DIF, acting through SPV-I (**IAF/DIF Transaction**); and
 - (b) an effective combined interest of less than 10% (on a fully diluted basis) of the share capital of Magma HDI by NTH (**NTH Transaction**).
3. The IAF/DIF Transaction and the NTH Transaction are collectively referred to as the '**Proposed Combination**'.

4. The Proposed Combination is in the nature of an acquisition and is notifiable under Section 5(a)(i)(A) of the Competition Act, 2002.

C. The products, services and business(es) of the Parties to the combination

Acquirer-1

5. SPV-I/Acquirer-1 is a private limited company incorporated under the Indian Companies Act, 2013, in accordance with the IRDAI (Investment by Private Equity Funds in Indian Insurance Companies) Guidelines, 2017 for the purpose of investing in the share capital of the Target.

Acquirer-2

6. NTH is an investment holding company which ultimately belongs to a fund managed or controlled by an affiliate of Morgan Stanley. Morgan Stanley, a financial holding company, is a global financial services firm that maintains market positions in each of its business segments- Institutional Securities, Wealth Management and Investment Management.

Target

7. Magma HDI is engaged in the non-life insurance business in India only. Magma HDI was established in 2012 and has 133 branches (as of 31 December 2020) spread across 120 districts, with a force of 1056 employees (as of 31 December 2020) across India. Magma HDI offers 62 products across various categories (as of 29 January 2021), including Motor, Health, Personal Accident, Home, Fire, Engineering, etc. to secure all major risks in general insurance sphere.

D. The respective markets in which the parties to the combination operate

8. The Proposed Combination will not lead to any change in the competitive landscape, or cause any appreciable adverse effect on competition in India, irrespective of the manner in which the relevant markets are defined.
9. However, to aid the Hon'ble Commission's assessment , the relevant market for the purpose of the Proposed Combination may be broadly defined as "the market for general insurance in India".
