



**BEFORE THE  
COMPETITION COMMISSION OF PAKISTAN**

**FIRST PHASE REVIEW**

**IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN M/S.  
AITKENSTUART PAKISTAN (PRIVATE) LIMITED, M/S. OBS HEALTHCARE  
(PRIVATE) LIMITED AND M/S. OBS OPHTHALMICS (PRIVATE) LIMITED**

**CASE: 1528/Merger-CCP/2025**



Commission:

**Dr. Kabir Ahmed Sidhu**  
**Chairman**

## ORDER

1. On 6<sup>th</sup> March 2025, the Competition Commission of Pakistan (the “**Commission**”) received a joint pre-merger notification (the “**Application**”) from M/s. Aitkenstuart Pakistan (Private) Limited (“**Aitken**” or “**Merger Party 1**”), M/s. OBS Healthcare (Private) Limited (“**OBSHC**” or “**Merger Party 2**”) and M/s. OBS Ophthalmics (Private) Limited (“**OBS Opth**” or “**Merger Party 3**”), seeking authorization of the proposed restructuring and re-organizing of the undertakings pursuant to the terms of Scheme of Arrangement Agreement dated 16<sup>th</sup> December 2024 (the “**Agreement**”).
2. The Application was submitted under Section 11 of the Competition Act, 2010 (the “**Act**”) read with Regulation 6 of the Competition (Merger Control) Regulations, 2016 (the “**Merger Regulations**”).

### Merger Parties

#### **Merger Party 1**

3. Aitken is a private limited company incorporated on 8<sup>th</sup> November 2007 under the laws of Islamic Republic of Pakistan. It is engaged in import, export, distributing, wholesale, and retail distribution of pharmaceutical products including injectable, veterinary medicines, and dentistry products. It is also involved in the manufacturing of medicines.

#### **Merger Party 2**

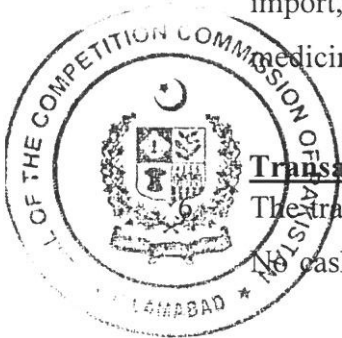
4. OBSHC is a private company limited by shares incorporated on 29<sup>th</sup> November 2007 under the laws of Islamic Republic of Pakistan. Its business activities include the manufacturing, processing, purchase and sale of pharmaceutical products to hospitals, clinical laboratories, blood banks as well as diagnostic, veterinary products, health & body care products.

#### **Merger Party 3**

5. OBS Opth is a private company limited by shares incorporated on 28<sup>th</sup> February 2007 under the laws of Islamic Republic of Pakistan. It is primarily engaged in marketing, import, export, distribution of pharmaceutical products, including injectable, veterinary medicines and dentistry medicines, acting as an agent, wholesaler, and retailer.

### Transaction

The transaction involves an internal corporate restructuring pursuant to the Arrangement. No cash consideration is involved, however, the value of the demerged undertaking is



recorded at PKR  
(“Transaction”).

which is being considered as transaction value

7. Pursuant to the proposed Arrangement, Aitken shall be reorganized into two distinct parts: the “Demerged Undertaking” and the “Retained Undertaking”. All assets, liabilities and obligations associated with the demerged Undertaking shall be carved out from Aitken and merged into OBS Opth. Following this transfer, Aitken will retain and continue to operate only the Retained Undertaking.

### **Phase-I Competition Assessment**

#### **Procedural Review**

8. Based on the Application, the Commission conducted a Phase-I competition assessment in accordance with Section 11 of the Act and the Merger Regulations to determine whether the proposed Transaction may result in a substantial lessening of competition or the creation or strengthening of a dominant position in the relevant market.

#### **Relevant Market**

9. The relevant product market is “**Pharmaceutical Products**”, while the relevant geographic market is identified as “**Pakistan**”. Evaluating the operations of both the Merger Parties, the transaction is categorized as Horizontal in nature.

#### **Market Share**

10. According to the Application, as of IQVIAA MAT November 2024 the total market size stands at                      with merger party’s market share amounting to        %. Over the past five years, the Merger Party’s market share based on company sales has increased from        % to        %. The proposed Transaction does no lead to any further increase in market share beyond the existing        %.

#### **Competition Analysis**

Given the low combined market share of        % and the presence of several national and multinational competitors, the Transaction is unlikely to raise competition concerns. From a consumer perspective, the restructuring is not expected to result in price increases or reduced access, and may instead improve efficiency and product availability.



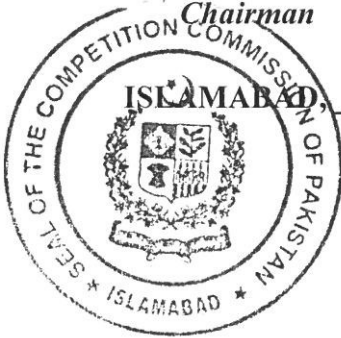
**Determination**

12. In light of the foregoing assessment, the Commission concludes that the proposed scheme of arrangement is unlikely to result in a substantial lessening of competition or the creation or strengthening of a dominant position in the relevant market, as defined under Sections 2(1)(e) and 11 of the Act and the Merger Regulations. The proposed Transaction is hereby authorized under Section 31(1)(d)(i) of the Act.
13. Notwithstanding the above, matters which may fall outside the scope of the Commission's purview, remain subject to applicable laws, judicial orders and the oversight of relevant regulatory bodies.
14. It is so ordered.



Dr. Kabir Ahmed Sidhu

*Chairman*



JUNE 4<sup>th</sup>, 2025.