



BEFORE THE
COMPETITION COMMISSION OF PAKISTAN

FIRST PHASE REVIEW

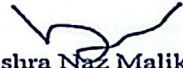
IN THE MATTER OF ACQUISITION OF SHAREHOLDING OF M/S.
AGRITECH LIMITED BY M/S. FATIMA FERTILIZER COMPANY LIMITED
THROUGH STOCK EXCHANGE
(EX-POST FACTO)

CASE: 1474/Merger-CCP/2024

Date of Hearing

5th March 2026




Ms. Bushra Naz Malik
Member

Represented on behalf of:

ACQUIRER

M/s. Fatima Fertilizer Company Limited

Mr. Saad Hashmi Advocate

Mr. Mehmood Ali Advocate

TARGET

M/s. Agritech Limited

Mr. Rashid Sadiq

ORDER

1. This order disposes of the proceedings emanating from hearing notice number F.NO. 1474/MERGER-CCP/2024/1872 and F.NO.1474/MERGER-CCP/2024/1873 dated 12th February, 2026 under Section 11(12) of the Competition Act, 2010 (the "Act") issued to M/s. Fatima Fertilizer Company Limited (the "Acquirer" or the "Applicant") and M/s. Agritech Limited (the "Target") for, *prima facie*, violation of sub-sections (1) to (4) of Section 11 of the Act read with Regulation 6 of the Competition (Merger Control) Regulations, 2016 (the "Merger Regulations").

Factual Background

2. On 22nd August, 2024 the Competition Commission of Pakistan (the "Commission") received an application (the "Application") seeking the necessary authorization for the acquisition of shareholding of the Target from the Pakistan Stock Exchange ("PSX"). The Application was filed under Section 11 of the Act read with Regulation 6 of the Merger Regulations. The notifying party to the Commission in the present matter is the Acquirer.
3. Upon scrutiny of the transaction, it was revealed that the Acquirer had already acquired shareholding (shares) of the Target (1st Transaction/Detected Transaction) in the year 2023, without obtaining prior approval of the Commission, thus triggering Section 11(12) of the Act. However, the Acquirer acquired an additional shareholding (shares) of the Target (2nd Transaction) in the year 2024.
4. Accordingly, a hearing was held on 5th March, 2026 at the Commission's office, Islamabad. The representative for the Applicant explained the nature and structure of the Transaction and contended that it shall not have any adverse effect on competition within the relevant market in Pakistan. During the hearing, the Bench directed the Merger Parties to submit an undertaking to ensure due compliance in future to the Act as in this case pre-merger approval was not sought, as required under the Act.



Merger Parties

Acquirer

5. M/s. Fatima Fertilizer Company Limited is a public listed company incorporated under the laws of Pakistan on 24th December, 2003. It is engaged in manufacturing, producing, buying, selling, importing and exporting fertilizers and chemicals.

Target

6. M/s. Agritech Limited is a public listed company incorporated under the laws of Pakistan on 15th December, 1959. It is engaged in production and sale of urea and granulated single super phosphate fertilizer (SSP).

Transaction

7. It is an acquisition of shares by the Acquirer conducted through the PSX.
8. The Acquirer already held . shareholding (shares) of the Target for PKR without obtaining prior approval from the Commission. Subsequently, the Acquirer acquired an additional shareholding (shares) of the Target for PKR ; following which the Acquirer's cumulative shareholding in the Target stood at shares).
9. Total consideration paid for the acquisition of shares, representing an aggregate shareholding in the Target's issued share capital, is , which is deemed to be the aggregate transaction value (the "Transaction").

Phase-I Competition Assessment

Procedural Review

10. Based on the Application and information obtained subsequent to the Application, the Commission conducted a Phase-I competition assessment of the Application, including supporting documentation, to evaluate compliance with the Act and the Merger Regulations, particularly focusing on potential competitive concerns, including market dominance and competition, post-merger.

Relevant Market

11. The Acquirer is primarily engaged in the business of manufacturing, producing, buying, . selling, importing and exporting fertilizers and chemicals whereas the Target is active in production and sale of Urea and SSP.



12. In the light of the above, the relevant product market in this case has been identified as "Urea" and "SSP" while the relevant geographic market is "Pakistan".

Market Share

13. As per the Application, the market share of the Target and the Acquirer and its competitors is as follows:

Company	Urea 2023 Market Share	SSP 2023 Market Share
Engro		
Fauji Fertilizer		
Fatima Fertilizer (Acquirer)		
Agritech (Target)		
Others/Imported		
Total		

14. The Target has an estimated market share of in SSP and in Urea whereas the Acquirer has an estimated market share of in Urea and Nil in SSP.

Competition Analysis

15. The Transaction results into an increase in combined market share of the Acquirer and the Target in the Urea market from to . Meanwhile the Target's market share in the SSP will remain unchanged at .

16. Furthermore, the Acquirer informed the Commission that they had divested all of their shareholding in the Target and no longer intended to pursue control of the Target.

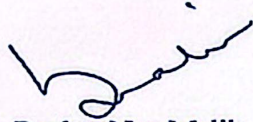
Therefore, the Transaction poses no risk of substantially lessening competition in the relevant market. It does not create entry barriers or significantly enhance the market power of the Merger Parties, Post-Transaction.

Determination

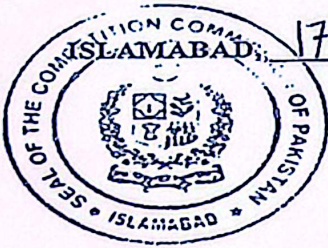
18. The Commission concludes that the Transaction does not create or strengthen a dominant position in the relevant market, as contemplated under Section 2(1)(e), read with Section 11 of the Act and the Merger Regulations, since the Acquirer currently holds no

shareholding in the Target. Accordingly, the Transaction is hereby authorized pursuant to Section 31(1)(d)(i) of the Act.

19. Without prejudice, it is hereby clarified that the present assessment is strictly limited to the review of the Transaction under Section 11 of the Act.
20. 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.
21. It is so ordered.



Ms. Bushra Naz Malik
Member



17th September, 2026.