



BEFORE THE
COMPETITION COMMISSION OF PAKISTAN

FIRST PHASE REVIEW

IN THE MATTER OF ACQUISITION OF CERTAIN ASSETS OF M/S. PROCTER &
GAMBLE PAKISTAN (PRIVATE) LIMITED BY M/S. NIMIR INDUSTRIAL
CHEMICALS LIMITED.

CASE: 1441/Merger-CCP/2024

Commission



Commission

Dr. Kabir Ahmed Sidhu
Chairman

ORDER

1. On 28th March, 2024, the Competition Commission of Pakistan (hereafter the “**Commission**”) received a pre-merger application (hereafter the “**Application**”) submitted jointly by the following parties:
 - (i). The Acquirer: M/s. Nimir Industrial Chemicals Limited (hereafter “**Nimir**”); and
 - (ii). The Target: M/s. Procter & Gamble Pakistan (Private) Limited (hereafter “**P&G**”)
2. The Application was made pursuant to Section 11 of the Competition Act, 2010 (hereafter the “**Act**”) read in conjunction with Regulation 6 of the Competition (Merger Control) Regulations, 2016 (hereafter the “**Merger Regulations**”).
3. The proposed transaction entails acquisition of certain assets of P&G by Nimir, pursuant to an Asset Purchase Agreement (hereafter the “**APA**”). All requisite information/documentation pertaining to the Application was completed on 11th May, 2024.
4. The Commission has examined the Application as well as all the documents attached therewith and the information provided by the concerned undertaking(s). The Phase I competition assessment of the intended transaction has revealed the following facts:
 - 4.1. The business activities of the undertakings concerned are:
 - (i). P&G: A private limited company incorporated in Pakistan, engaged in production and sale of various household products including manufacturing of its own brand of toilet soap i.e. Safeguard.
 - (ii). Nimir: A public listed company incorporated in Pakistan, engaged in the manufacturing and sale of chemical products along with toll manufacturing of aerosol, soap products, home and personal care.
 - 4.2. As submitted in the Application and set out in the APA, the transaction relates to acquisition of certain assets of P&G relating to its toilet soap manufacturing business including its real estate property in Hub Industrial Trading Estate, Balochistan along with the buildings and plant manufacturing assets used to produce P&G’s brand of toilet soap i.e. Safeguard (with the exception of the soap mold and the intellectual property rights relating to the Safeguard brand). The estimated amount under consideration to be paid for the proposed transaction is PKR million.
 - 4.3. The relevant market in this case has been identified as “**Personal Care – Hard Soap**” and the relevant geographic market is “**Pakistan**”.
 - 4.4. As per the Application, Target’s estimated market share is approximately % in the relevant market. Through the proposed transaction by Nimir, the operations may be improved, bumping up its market share.
5. The proposed transaction will not result in dominance of Nimir in the relevant market, post-transaction, as determined under Section 2(1)(e) read with Section 3 of the Act. Therefore, the said transaction is hereby authorized under Section 31(1)(d)(i) of the Act.

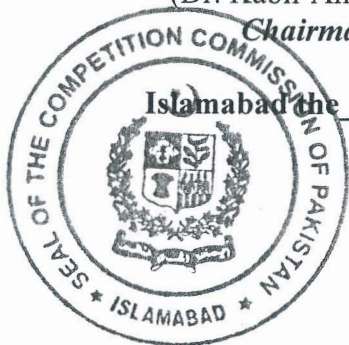


6. Notwithstanding the above, matters which may fall outside the scope of the Commission's purview, remain subject to applicable laws.

7. It is so ordered.



(Dr. Kabir Ahmed Sidhu)
Chairman



Islamabad

May 31, 2024.