

## **MERGER DECISION NO 49: 2025**

### **Notice in Terms of Section 53(4) (a)(ii) of the Competition Act 2018**

#### **DECISION ON THE ASSESSMENT OF THE PROPOSED ACQUISITION OF 66% OF SHAREHOLDING IN LAVENDER PROJECTS (PTY) LTD BY MR. TEJ BAHADUR BAKAYA**

##### **Introduction of the Merging Parties**

Pursuant to section 53(4)(a)(ii) of the Competition Act 2018 (“the Act”), notice is hereby given on the decision made by the Competition and Consumer Authority (“the Authority”) in relation to the proposed acquisition of 66% shareholding in Lavender Projects (Pty) Ltd (“Lavender” or “Target Enterprise”) by Mr. Tej Bahadur Bakaya (“Mr. Bakaya” or “Acquiring Enterprise”). The Acquiring Enterprise already has a 10% shareholding in the Target Enterprise and upon completion of the proposed merger, Mr. Bakaya will become the major shareholder with a 76% stake.

##### **Merging Parties**

The Acquiring Enterprise is made up of an individual male of full legal capacity. The Acquiring Enterprise is therefore not controlled by any other business. It is important to note that Mr. Bakaya has business interests in other various companies. On the other hand, the Target Enterprise is an entity registered in accordance with the Laws of Botswana and its shareholders are Nilima Bakaya, Tej Bahadur Bakaya, Lizah Gondwe and Frederick Jeffress Ramsay.

##### **Relevant Markets**

The assessment findings indicate that the Target Enterprise, Lavender is engaged in the business of secondary school education under Cambridge curriculum in Gaborone, Botswana trading as Livingstone Kolobeng College. In addition, other than his minority stake in the Target Enterprise, Mr. Bakaya also has interests in the following entities: Henda Operations (Pty) Ltd (Consultancy); Olives Investments (Pty) Ltd (Property Investments); Stc-Wrc (Pty) Ltd (Consultancy); Versatile Enterprises (Pty) Ltd (Property

Investment); Pennyworth Investments (Pty) Ltd (Consultancy); Water Resources Consultants (Pty) Ltd (Ground water, Engineering and Environmental Consultancy); and Autumn Investments (Pty) Ltd (Supply and Trading)

### **Competitive Analysis and Public Interest**

It is important to note that the proposed transaction constitutes an internal share restructuring in the form of an increase in shareholding by an already existing shareholder to acquire a controlling stake in the Target Enterprise. Based on the above-mentioned, there are no issues related to horizontal or vertical overlaps that the Authority should be concerned about. The status quo will remain the same post merger and thus the competition landscape in the relevant market will not change in Botswana upon the implementation of the proposed merger.

Based on the assessment findings, the structure of the relevant market is not expected to change upon implementation of the proposed merger and the proposed transaction is not likely to result in a substantial lessening of competition, contribute to acquisition of dominance nor endanger the continuity of service in the market under consideration. Furthermore, the proposed merger will not have any negative effect on public interest matters in Botswana as per the provisions of section 52(2) of the Act.

### **The Determination**

The Authority determined through the analysis of the facts of the merger that the structure of the relevant market will not change in Botswana upon the implementation of the proposed merger.

Pursuant to the provision of section 53 of the Act, the Authority has unconditionally approved the proposed acquisition of 66% shareholding in Lavender Projects (Pty) Ltd by Mr. Tej Bahadur Bakaya.

However, as stated under section 61 of the Act, this approval does not override or negate any other mandatory statutory approvals or processes that any of the parties to this merger must comply with under the Laws of Botswana.

Dated at Gaborone this 17<sup>th</sup> day of December 2025.

Gideon G. Nkala, Chief Executive Officer, Competition and Consumer Authority, P/Bag 00101, Gaborone, Plot 28, Matsitama Road, Tel: 3934278 Fax: 3121013