

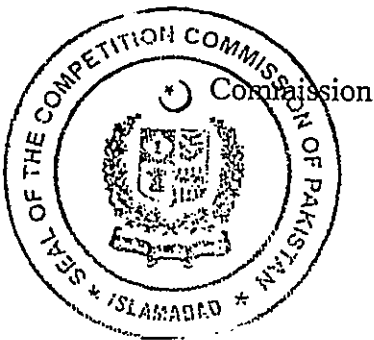



**BEFORE THE  
COMPETITION COMMISSION OF PAKISTAN**

**FIRST PHASE REVIEW**

**IN THE MATTER OF SUBSCRIPTION OF ADDITIONAL ORDINARY  
SHARES OF M/S. NAYMAT COLLATERAL MANAGEMENT COMPANY LIMITED BY  
M/S. CERNTRAL DEPOSITORY COMPANY OF PAKISTAN LIMITED.**

**CASE: 1611/Merger-CCP/2026**



  
Ms. Bushra Naz Malik

*Member*

## ORDER

1. The Competition Commission of Pakistan (the "Commission") received a pre-merger application (the "Application") on 10<sup>th</sup> March, 2026 from M/s. Central Depository Company of Pakistan Limited (the "Acquirer") seeking approval for the subscription of additional ordinary shares of M/s. Naymat Collateral Management Company Limited (the "Target"), hereinafter collectively referred to as (the "Merger Parties"), pursuant to the Letter of Acceptance dated 23<sup>rd</sup> January, 2026 (the "Acceptance Letter"). The requisite information was subsequently furnished by the Applicant on 16<sup>th</sup> April, 2026.
2. The Application was filed 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

#### **Acquirer**

3. M/s. Central Depository Company of Pakistan Limited ("CDC"), a public unlisted company incorporated under the laws of Pakistan on 21<sup>st</sup> January, 1993. It provides central securities depository and related capital market infrastructure services which include electronic custody of securities, book entry transfer, settlement facilitation and trustee services for debt and other capital market investors.

#### **Target**

4. M/s. Naymat Collateral Management Company Limited ("NCMCL"), an unlisted public company incorporated under the laws of Pakistan on 21<sup>st</sup> January, 2020. It operates as a collateral management company and provides collateral monitoring, warehouse oversight, verification, inspection and reporting services for the commodities held as collateral.

### Transaction

5. As submitted in the Application and under the terms of the Acceptance Letter, the proposed transaction entails the subscription of additional ordinary shares of the Target for the total consideration of PKR (the "Transaction").



## Phase-I Competition Assessment

### **Procedural Review**

6. 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 Merger Regulations. The assessment particularly focused on potential competitive concerns, including issues related to market dominance and the overall impact on competition post-merger in the relevant market.

### **Relevant Market**

7. The relevant market for the purposes of this assessment is identified as “collateral management and warehousing oversight services” and the relevant geographic market is “Pakistan”.

### **Market Share**

8. As stated in the Application and based on publicly available capacity data along with conservative industry estimates, the total storage capacity in the relevant market including the regulated and unregulated entities is estimated at approximately MT for the year 2024-2025, encompassing both public sector and private commercial storage facilities. Within this context, the Target’s accredited warehouse network has an approximate storage capacity of MT for the same period, translating into an indicative market share of around %.
9. The market share of the Target will remain unchanged following the Transaction, given that the Acquirer provides electronic custody of securities, book-entry transfer, settlement, facilitation etc. while the Target is engaged in collateral management and warehouse oversight services.



### **Competition Analysis**

The Acquirer and the Target operate in different lines of business having no overlap, thereby neither constitutes a horizontal nor a vertical integration.

11. The Target is the sole collateral management company registered with the Securities and Exchange Commission of Pakistan ("SECP") responsible for accreditation and oversight of warehouses under the Electronic Warehouse Receipt ("EWR") framework in Pakistan.
12. The Transaction will have minimal effects on the market dynamics in terms of competition and market structure considering the fact that post-merger market share would not increase. Further, it would not produce any anti-competitive effects such as collusion or removal of an effective competitor because the relevant market is fragmented.
13. Therefore, it does not create entry barriers or significantly enhance the market power of the Merger Parties and the Transaction is not anticipated to limit the ability of the existing or potential competitors or to exclude them from competing effectively. Moreover, no credible risk has been identified for either unilateral conduct or coordinated behavior that could substantially lessen competition in the relevant market.

**Determination**

14. The Commission concludes that the proposed Transaction does not create or strengthen a dominant position in the relevant market, as defined under Section 2(1)(e) read with Section 11 of the Act and the Merger Regulations. The proposed Transaction is hereby authorized under Section 31(1)(d)(i) of the Act.
15. 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.
16. It is so ordered.



Ms. Bushra Maz Malik

Member



ISLAMABAD, APRIL 23, 2026