BEFORE THE
COMPETITION COMMISSION OF PAKISTAN

FIRST PHASE REVIEW

IN THE MATTER OF CORPORATE RESTRUCTURING/REORGANIZATION OF M/S. QUEST ENTERPRISES (PRIVATE) LIMITED AND ITS ASSOCIATED COMPANIES

CASE: 1610/Merger-CCP/2026

Commission

Ms. Bushra Naz Malik
Member

ORDER

1. The Competition Commission of Pakistan (the "**Commission**") received a pre-merger application (the "**Application**") regarding the internal corporate restructuring/ re-organization of M/s. Quest Enterprises (Private) Limited (the "**Merger Party 1**") and its associated companies, M/s. Burque Corporation (Private) Limited ("**Merger Party 2**"), M/s. Mehran Progressive Distributors (Private) Limited ("**Merger Party 3**"), M/s. Bolan Progressive Distributors (Private) Limited ("**Merger Party 4**"), M/s. Burque Enterprises (Private) Limited ("**Merger Party 5**"), M/s. SPAR Pakistan (Private) Limited ("**Merger Party 6**"), M/s. Mega Poultry Company (Private) Limited ("**Merger Party 7**"), M/s. Mega Bird Enterprises (Private) Limited ("**Merger Party 8**"), M/s. Creative Pearl (Private) Limited ("**Merger Party 9**"), M/s. Food Valley (Private) Limited ("**Merger Party 10**") and M/s. Burque Supply Chain Solutions (Private) Limited ("**Merger Party 11**"), hereinafter collectively referred to as (the "**Merger Parties**"), pursuant to the Scheme of Arrangement dated 1st December, 2025 (the "**Scheme**").

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**").

<u>**Merger Parties**</u>

Merger Party 1

3. M/s. Quest Enterprises (Private) Limited ("Quest") is a private limited company incorporated under the laws of Pakistan. It is principally engaged in the business of sale, purchase, investment, holding and disposal of securities, including stocks, bonds, shares, debentures and other investment instruments.

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4. Mr. Naveed Sultan Chawla, Mr. Muhammad Ather Sultan, Ms. Kanwal Ather, Mr. Muhammad Yahya Chawla, Mr. Muhammad Suleman Chawla and Mr. Obaid Ur Rehman are the shareholders of Merger Party 1, hereinafter collectively referred to as the "Sponsors".

Merger Party 2

5. M/s. Burque Corporation (Private) Limited ("BCPL") is a private limited company incorporated under the laws of Pakistan. It is principally engaged in the business of distribution, warehousing, logistics and supply chain management services for consumer goods and related products.

Merger Party 3

6. M/s. Mehran Progressive Distributors (Private) Limited ("MPDPL") is a private limited company incorporated under the laws of Pakistan. It is principally engaged in the business of distribution, marketing, sale and delivery of fast-moving consumer goods ("FMCGs") and other consumer products through its distribution network.

Merger Party 4

7. M/s. Bolan Progressive Distributors (Private) Limited ("BPDPL") is a private limited company incorporated under the laws of Pakistan. It is principally engaged in the business of distribution, sales and delivery of FMCGs and other consumer products within its designated areas of operation.

Merger Party 5

8. M/s. Burque Enterprises (Private) Limited ("BEPL") is a private limited company incorporated under the laws of Pakistan. It is principally engaged in the business of trading, distribution, procurement and supply of consumer products and related commercial activities.

Merger Party 6

9. M/s. SPAR Pakistan (Private) Limited ("SPPL") is a private limited company incorporated under the laws of Pakistan. It is principally engaged in the operation and management of retail stores, supermarkets and related retail business activities in Pakistan.

Merger Party 7

10. M/s. Mega Poultry Company (Private) Limited ("MPCPL") is a private limited company incorporated under the laws of Pakistan. It is principally engaged in the business of poultry farming, breeding, processing, production as well as sale of poultry and poultry-related products.

Merger Party 8

11. M/s. Mega Bird Enterprises (Private) Limited ("MBEPL") is a private limited company incorporated under the laws of Pakistan. It is principally engaged in the business of poultry production, processing, marketing and distribution of poultry products and related activities.

Merger Party 9

12. M/s. Creative Pearl (Private) Limited ("CPPL") is a private limited company incorporated under the laws of Pakistan. It is principally engaged in investment, commercial trading and such other business activities as permitted under its constitutional documents.

Merger Party 10

13. M/s. Food Valley (Private) Limited ("FVPL") is a private limited company incorporated under the laws of Pakistan. It is principally engaged in the business of food processing, packaging, marketing, distribution and sale of food and beverage products.

Merger Party 11

14. M/s. Burque Supply Chain Solutions (Private) Limited ("BSCSPL") is a private limited company incorporated under the laws of Pakistan. It is principally engaged in the business of

SEAL OF THE COMPETITION COMMISSION OF PAKISTAN providing supply chain, logistics, transportation, warehousing, procurement and related support services.

15. The Merger Party 2 to Merger Party 11 are collectively referred to as M/s. OpCos.

Transaction

16. The Transaction constitutes an internal corporate restructuring/re-organization amongst associated undertakings under a common shareholding and management structure. Pursuant to the proposed Scheme of Arrangement, the ordinary shares held by the Sponsors in the M/s. OpCos, as specified below, shall be cancelled and allotted in favour of the Merger Party 1.

M/s. OpCos	Number of Cancelled Shares & Issued to Merger Party 1
BCPL	ordinary shares
MPDPL	ordinary shares
BPDPL	ordinary shares
BEPL	ordinary shares
SPPL	ordinary shares
MPCPL	ordinary shares
MBEPL	ordinary shares
CPPL	ordinary shares
FVPL	ordinary shares
BSCSPL	ordinary shares
Total	**ordinary shares**

17. The Pre-Transaction and Post-Transaction share capital of the Sponsors in Merger Party 1 is as follows:

Sponsors	Pre -Transaction Shares	Post-Transaction Shares
Mr. Naveed Sultan Chawla		
Mr. Muhammad Ather Sultan		
Ms. Kanwal Ather		
Mr. Muhammad Yahya Chawla		
Mr. Muhammad Suleman Chawla		
Mr. Obaid Ur Rehman		
Total		

18. The shareholding percentage of the Sponsors in Merger Party 1 will remain same Post Transaction.

19. The aggregate value of the proposed re-organization of shares is summarized below:

Entity	Transaction Value
BCPL	PKR /-
MPDPL	PKR -
BPDPL	PKR /-
BEPL	PKR /-
SPPL	PKR /-
MPCPL	PKR /-
MBEPL	PKR /-
CPPL	PKR -
FVPL	PKR -
BSCSPL	PKR -
Total	**PKR** /-

20. The cumulative Transaction value amounts to approximately PKR (the **"Transaction"**).

Phase-I Competition Assessment

Procedural Review

21. 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

22. The relevant product market for the purposes of the competition assessment includes the market for **"Supply and Distribution of Fast-Moving Consumer Goods ("FMCG")"**, **"Poultry breeding"**, **"Hatchery Services"**, **"Textile Embroidery Services"** and **"Third-**

Party Supply Chain Logistics (3PL) Services" and the relevant geographic market is "Pakistan".

Market Share

23. For the purposes of the competitive assessment, the information provided indicates that the undertakings involved in the Transaction possess negligible market presence across the relevant markets or are currently inactive.

Undertaking	Relevant Market	Estimated Market Share
BCPL	FMCG Supply and Distribution Market	Less than %
MPDPL	FMCG Supply and Distribution Market	Less than %
BPDPL	FMCG Supply and Distribution Market	Less than %
BEPL	FMCG Supply and Distribution Market	Less than %
SPPL	FMCG Supply and Distribution Market	Less than %
FVPL	FMCG Supply and Distribution Market	Less than %
MPCPL	Poultry Services Market	% (inactive)
MBEPL	Poultry Services Market	% (inactive)
CPPL	Textile Services Market	Less than %
BSCSPL	Third-Party Logistics (3PL) Services Market	Less than %

24. As per the information provided in the application, the FMCG supply and distribution business of the Merger Parties for is less than % and competes alongside numerous established participants. In the poultry services sector, the relevant entities including MPCPL and MBEPL are inactive and generate no operational turnover, resulting in no market share. Similarly, the textile services business accounts for less than % of a highly fragmented market comprising over 900 undertakings[1]. Similarly the estimated market share in the provision of third-party logistics (3PL) services is less than %, in a market estimated to be valued at approximately USD billion[2] (equivalent to PKR billion) with numerous competing market participants.

25. Moreover, Post-Transaction, the market share of the Merger Parties will remain unchanged as there is no overlap in the business activities of the Merger Parties.

[1] http://commerce.gov.pk/wp-content/uploads/pdf/embroidery-unit-commercial.pdf
[2] https://icargos.com/post/pakistan-courier-logistics-market-report-2026

Competition Analysis

26. The proposed transaction constitutes an internal group restructuring and does not involve the combination of competing undertakings, thereby neither constitutes neither a horizontal nor a vertical integration.

27. 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 remain same.

28. The Transaction would not give rise to any adverse effect on competition within the relevant markets in Pakistan.

Determination

29. 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.

30. Without prejudice, it is hereby clarified that the present assessment is strictly limited to the review of the Transaction under Section 11 of the Competition Act, 2010.

31. 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.

32. It is so ordered.

Ms. Bushra Naz Malik

Member

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ISLAMABAD, July 28th, 2026