



BEFORE THE  
COMPETITION COMMISSION OF PAKISTAN

FIRST PHASE REVIEW

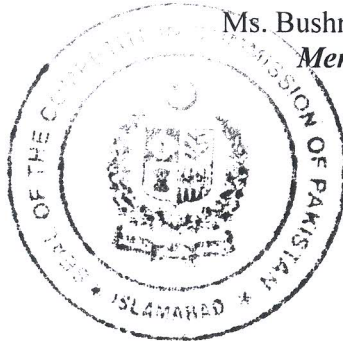
IN THE MATTER OF ACQUISITION OF SHAREHOLDING IN M/S. OPTIX  
PAKISTAN (PRIVATE) LIMITED BY MR. ADNAN ASDAR ALI

CASE: 1040/Merger-CCP/19

Commission

Ms. Vadiyya S. Khalil  
*Chairperson*

Ms. Bushra Naz Malik  
*Member*



## ORDER

1. On 14<sup>th</sup> June 2019 the Competition Commission of Pakistan ("**Commission**") received a pre-merger application ("**Application**") of a proposed acquisition pursuant to Section 11 of the Competition Act, 2010 ("**Act**") read with Regulation 6 of the Competition (Merger Control) Regulations, 2016 ("**Merger Regulations**") where Mr. Adnan Asdar Ali ("**Acquirer**" or "**Applicant**") will acquire shareholding in M/s. Optix Pakistan (Private) Limited ("**Target**"), by way of conversion of loan already provided to the Target according to the terms of the Convertible Loan Agreement. All the requisite information pertaining to the application was completed by the applicant on August 28, 2019.
2. The Commission has examined the Application as well as all the documents attached therewith, the market scenario, and its observations on the basis of independent research/investigation in the relevant market. The Phase I competition assessment of the intended transaction has resulted in the following findings:
  - i. The business activities of the undertakings concerned are:
    - a. For the Acquirer: a natural person
    - b. For Target: provide information and communication technology (ICT) services.
  - ii. The proposed transaction consists of the Acquirer having provided the Target a convertible loan of PKR . . . . . Now the Target is desirous of the conversion of the convertible loan into . . . . . shares in the company, constituting . . . . . equity shareholding, in accordance to the terms of the Convertible Loan Agreement. Subsequent to the consummation of the transaction, the Acquirer will hold . . . . . of the total issued share capital of the Target.
  - iii. The Target is active in Pakistan and is engaged in the relevant product market of "**Triple play services (Telephone, Cable TV and Internet)**" having a geographic market identified as of "**Karachi** (Frere Town, Civil Lines, Bath Island, DHA, Askari 5, Clifton, Zamzama, Askari 4), **Lahore** (Phase 6 DHA, Askari 10, Askari 5, Main Boulevard, Society, Phase 5 DHA, Sui Gas Society) and **Rawalpindi** (Askari 13, Askari 7, Askari 12, Askari 14)". Currently the Target holds below . . . . . market share in the geographic areas and post-transaction, the market position is unlikely to change
  - iv. The transaction is not likely to result in the creation or strengthening of a dominant position in the relevant market. The intended merger does not meet the presumption of dominance as determined under Section (2) (1) (e) read with Section 3 of the Competition Act 2010 ("**Act**").
3. In conclusion, the proposed transaction is not likely to substantially lessen competition through the creation or strengthening of a dominant position in the relevant market. The proposed transaction is hereby authorized under Section 31 (1) (d) (i) of the Act.
4. It is so ordered.



(Vadiyya S. Khalil)  
Chairperson

  
(Ms. Bushra Naz Malik)  
Member

Islamabad the 14<sup>th</sup> September, 2019.

