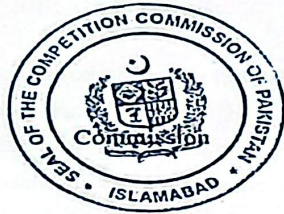


BEFORE THE
COMPETITION COMMISSION OF PAKISTAN

FIRST PHASE REVIEW

IN THE MATTER OF PROPOSED MERGER OF M/S. STYLISH ASSOCIATES SMC
(PRIVATE) LIMITED WITH AND INTO M/S. KHADIJA ASSOCIATES (PRIVATE)
LIMITED.

CASE: 1591/Merger-CCP/2026




Ms. Bushra Naz Malik
Member

ORDER

1. On 2nd February, 2026, M/s. Khadija Associates (Private) Limited (the "Merger Party 1") and M/s. Stylish Associates SMC (Private) Limited (the "Merger Party 2"), hereinafter collectively referred to as (the "Merger Parties or the Applicants"), jointly submitted a pre-merger application (the "Application") to the Competition Commission of Pakistan (the "Commission"). The Application pertains to the merger of Merger Party 2 with and into Merger Party 1, pursuant to terms and conditions laid down in the Scheme of Arrangement (the "Scheme"). The requisite information was subsequently furnished by the Applicants on 9th 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

Merger Party 1

3. M/s. Khadija Associates (Private) Limited was duly registered under the relevant laws of Pakistan on 15th December, 2025. It is currently not undertaking any business operations. Its principal activity, as per the incorporation information, is the business of wholesalers or retailers, indenting agents and manufacturers' representatives, sales representatives either on commission or profit-sharing basis and deals in all kinds of equipment, plant, machinery, furniture, things, accessories, components, fittings, tools, materials, substances, products and computers.

Merger Party 2

4. M/s. Stylish Associates (Private) Limited was incorporated under the relevant laws of Pakistan on 23rd June, 2022. It is primarily engaged in wholesale, retail, import and export of footwear, fragrances and accessories, and is operating retail outlets under the brand name "Insignia" to deliver its services. It has established online platforms and a network of stores nationwide.

Transaction

As outlined in the Application and under the terms of the Scheme executed among the Merger Parties, the proposed transaction is a simple merger. This transaction provides for



the transfer of Merger Party 2 to Merger Party 1, along with all related properties, assets, rights, liabilities and obligations of Merger Party 2. Upon completion of the transaction, the Merger Party 2 will stand dissolved without winding up.

6. As a consideration for the transaction, Merger Party 1 will allot and issue its fully paid-up shares of Rs. 10 each to the shareholder of Merger Party 2. The transaction value is PKR (the "Transaction").

Phase-I Competition Assessment

Procedural Review

7. Based on the Application and information obtained subsequent thereto, the Commission conducted a Phase-I competition assessment of the Application, including supporting documentation, to evaluate compliance with the Act and Merger Regulations, particularly focusing on potential competitive concerns, including market dominance and competition, post-merger.

Relevant Market

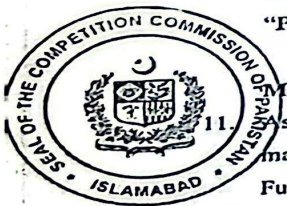
8. The Merger Party 2 is engaged in business of wholesale, retail, import and export of footwear, fragrances and allied accessories, and is operating retail outlets nationwide.
9. On the other hand, the Merger Party 1 is currently not undertaking any business operations in Pakistan.
10. Taking the above into account, the relevant product market in this case has been identified as "Footwear, Accessories and Fragrances" while the relevant geographic market is "Pakistan".

Market Share

11. As per the Application and the company estimates, the total size of the "Footwear"¹ market in Pakistan, in terms of PKR, for FY 2024-25 stood a
Furthermore, the total size of the "Fragrances"² market for FY 2024-25 is estimated at

¹ https://www.statista.com/outlook/emo/footwear/pakistan?utm_source=chatgpt.com

² https://img2.tradewheel.com/uploads/company/brochure/1499156/681e94acc22faattachment.pdf?utm_source=chatgpt.com 2025 (US \$0.92 bn) is available on the website. Market share of competitors is not public information and as such, is not widely accessible.



PKR while the total size of the "Accessories"³ market for FY 2024-25 is PKR

12. As per the Annual Report and Financial Statements of Merger Party 2 for CY 2025, its sales in the "Footwear" market amounted to PKR 2,995,978,242 representing an approximate market share of . Additionally, during the period FY 2024-2025, Merger Party 2 recorded "Fragrances" sales of PKR representing an approximate market share of , and "Accessories" sales of PKR representing an approximate market share of . Altogether, the total sales of the Merger Party 2 were recorded at for CY 2025.

Competition Analysis

13. The proposed Transaction envisages the merger of Merger Party 2 with and into Merger Party 1. Currently, no horizontal or vertical relationships exist between the Merger Party 1 and the Merger Party 2 in the relevant market of Pakistan.
14. The estimated market share of Merger Party 2 is less than in footwear, fragrances and accessories market, which would remain completely unchanged post-transaction in the relevant market.
15. Therefore, the Transaction 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

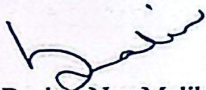
The Commission concludes that the proposed Transaction does not create or strengthen a dominant position in the relevant market, as defined under Section 2(1)(e) read with Section 11 of the Act and the Merger Regulations. The proposed Transaction is hereby authorized under Section 31(1)(d)(i) of the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



³ . <https://www.statista.com/outlook/cmo/accessories/pakistan>. 2025 forecast (US \$4.47 bn) is available on the website which is 3.5% Higher than 2024 (US \$4.31 bn). Market share of competitors is not public information and as such, is not widely accessible.

17. 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.

18. It is so ordered.



Ms. Bushra Naz Malik

Member



April 21, 2026.