



BEFORE THE  
COMPETITION COMMISSION OF PAKISTAN

FIRST PHASE REVIEW

IN THE MATTER OF ACQUISITION OF % SHAREHOLDING OF M/S.  
PAKISTAN CORPORATE RESTRUCTURING COMPANY LIMITED BY M/S.  
UNITED ETHANOL INDUSTRIES LIMITED FROM THE SELLERS.


(EX-POST FACTO)

CASE: 1563/Merger-CCP/2025

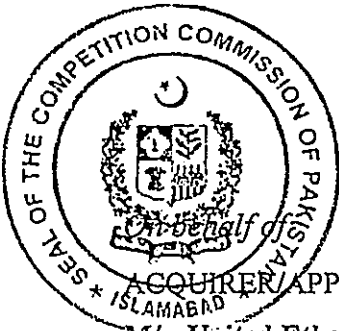
Date of Hearing

21<sup>st</sup> April, 2026

Commission

  
Ms. Bushra Naz Malik

*Member*



ACQUIRER/APPLICANT

M/s. United Ethanol Industries Limited

Mr. Uzair Shafie

Partner, M/s. Haider & Mota

Mr. Saqib Ghaffar,

Group CFO

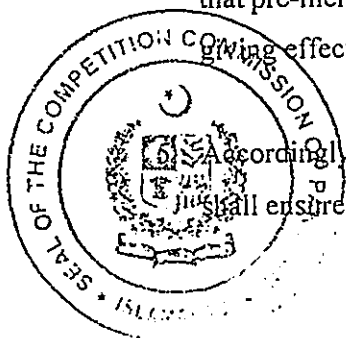
## ORDER

1. This Order disposes of the proceedings arising out of hearing notice number F.NO 1563/MERGER/CCP/2025 dated 13<sup>th</sup> April, 2026 (the "Notice") issued under section 11(12) of the Competition Act, 2010 (the "Act"). The aforesaid Notice was issued to M/s. United Ethanol Industries Limited (the "Acquirer" or "Applicant") and M/s. Pakistan Corporate Restructuring Company Limited (the "Target") (collectively as the "Merger Parties"), for *prima facie* violation of sub section (1) to (4) of Section 11 of the Act read with Regulation 6 of the Competition (Merger Control) Regulations, 2016 (the "Merger Regulations").

### Factual Background

2. The Competition Commission of Pakistan (the "Commission"), pursuant to Section 11 of the Act, received an application dated 25<sup>th</sup> August, 2025 filed by the Applicant (the "Application") seeking *ex post facto* authorization for the acquisition of % shareholding of the Target by the Acquirer pursuant to the Board Resolution dated 21<sup>st</sup> July, 2025 (the "Agreement"). Consequently, pursuant to the Agreement, the Acquirer acquired majority of voting shares in the Target against cash consideration (the "Transaction").
3. The Commission noted that the Transaction was consummated without obtaining the requisite approval of the Commission. Accordingly, a hearing in the matter was held on 21<sup>st</sup> April, 2026 at the Commission's office, Islamabad.
4. During the hearing, the Legal Counsel of the Applicant explained the nature and structure of the Transaction and contended that it shall not have any adverse effect on competition within the relevant market in Pakistan. The Bench observed that the Applicant did not obtain the approval of the Transaction, as required under the Act. The Bench emphasized that pre-merger approval is a mandatory statutory requirement and must be obtained before giving effect to a notifiable transaction.

Accordingly, the Applicant was directed to submit a written undertaking confirming that it shall ensure full and strict compliance with the provisions of the Act in the future and shall



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not proceed with any notifiable transaction without obtaining the requisite prior approval from the Commission.

### Merger Parties

#### **Acquirer**

6. M/s. United Ethanol Industries Limited is a Public Limited Company incorporated under the laws of Pakistan. It is engaged in the manufacture and sale of ethanol and related industrial products and operates as part of the broader agribusiness and industrial sector. It is also involved in the production of fuel-grade and industrial-grade ethanol, with operations based on value-added processing of agricultural raw materials.

#### **Target**

7. M/s. Pakistan Corporate Restructuring Company Limited is a Public Limited Company incorporated under the laws of Pakistan and is licensed by the SECP to operate as a restructuring company. It is primarily engaged in the business of acquiring, managing, restructuring and resolving Non-Performing Assets (NPAs).

#### **Sellers**

8. Sellers comprise eight scheduled commercial banks in Pakistan namely M/s. United Bank Limited, M/s. MCB Bank Limited, M/s. Allied Bank Limited, M/s. Meezan Bank Limited, M/s. Habib Metropolitan Bank Limited, M/s. Habib Bank Limited, M/s. Bank Al Habib Limited and M/s. Bank Alfalah Limited.

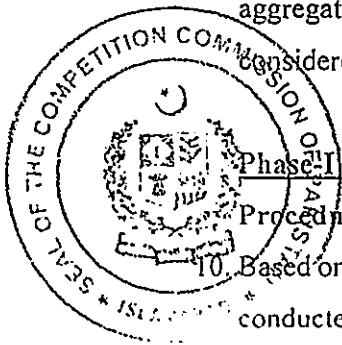
### Transaction

9. As set out in the Application, the Transaction involves the acquisition by the Acquirer of ordinary shares of the Target from the Sellers, representing % of the issued and paid-up share capital of the Target, in accordance with the Agreement. The aggregate consideration for the acquired shares amounts to PKR /- which is considered to be the transaction value.

### Phase-I Competition Assessment

#### **Procedural Review**

10. Based on the Application and the subsequent information obtained thereto, the Commission conducted a Phase-I competition assessment of the Application, including supporting documentation, to evaluate compliance with the Act and the Merger Regulations,



particularly focusing on potential competition concerns, including the likelihood of the creation or strengthening of a dominant position post Transaction.

#### **Relevant Market**

11. The Target is a corporate restructuring company and its line of business is to acquire, buy, hold, manage, restructure and resolve Non-Performing Assets (NPAs) of Financial Institutions and restructure, reorganize, revive and liquidate commercially or financially distressed companies and their businesses. The Acquirer, on the other hand, is engaged in manufacturing and sale of ethanol and industrial by products.
  
12. Taking the above into account, the relevant product market in this case has been identified as “Resolution of Non-Performing Assets (NPAs) and restructuring advisory/ agency services” while the relevant geographic market is “Pakistan”.

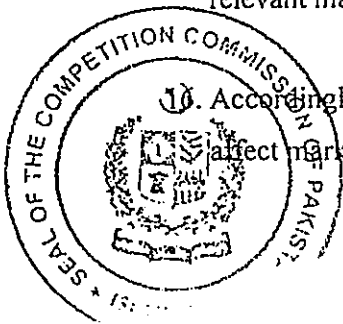
#### **Market Share**

13. Based on the information provided in the Application and subsequent correspondence, the relevant market in Pakistan is at nascent stage and accordingly the Target has not undertaken any significant restructuring transactions in the past 5 years. Therefore, while the Target was the first entity licensed under the Corporate Restructuring Companies Act, 2016, its actual economic footprint within the PKR (approx.) Non-Performing Loan (NPL) market is negligible.

#### **Competition Analysis**

14. The Transaction constitutes a conglomerate merger as the Target and the Acquirer are engaged in unique and distinct business activities with no horizontal or vertical overlap.
  
15. The Transaction does not have any impact on the market shares of the Target. Further, given the lack of horizontal and vertical overlap, the Transaction is unlikely to substantially lessen competition, create entry barriers, or significantly enhance market power in the relevant market.

16. Accordingly, from a competition perspective, the Transaction is not expected to adversely affect market structure or competitive dynamics in relevant market.



**Determination**

17. The Commission concludes that the 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 Transaction is hereby authorized under section 31(1)(d)(i) of the Act.

18. 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.

19. It is so ordered.



Ms. Bushra Naz Malik

*Member*



ISLAMABAD 23<sup>rd</sup> April, 2026.