



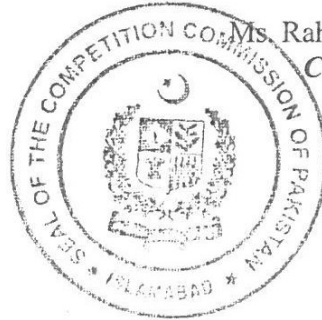
BEFORE THE
COMPETITION COMMISSION OF PAKISTAN

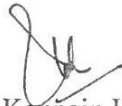
FIRST PHASE REVIEW

IN THE MATTER OF ACQUISITION OF % SHAREHOLDING BY M/S.
MINDBRIDGE (PRIVATE) LIMITED OF M/S. ESSEM HOTELS LIMITED FROM
MS. DARAKSHAN BASHIR, MS. SHAZIA BASHIR KHAN, MS. MARYAM BASHIR,
MR. MOTAHIR AHMED, MR. FARRUKH AHMED KAMRAN, MR. BAIRAM
QUREISHY, MR. QAIM MEHDI AND M/S. ESSEM POWER (PRIVATE) LIMITED.

CASE: 1345/Merger-CCP/2022

Commission




Ms. Rahat Kaunain Hassan
Chairperson

ORDER

1. On 07th December, 2022 the Competition Commission of Pakistan ("**Commission**") received a pre-merger application ("**Application**") pursuant to Section 11 of the Competition Act, 2010 ("**Act**") read with Regulation 6 of the Competition (Merger Control) Regulations, 2016 ("**Merger Regulations**") from M/s. Mindbridge (Private) Limited ("**MPL**" or "**Acquirer**"), concerning the proposed acquisition of % shareholding of M/s. Essem Hotels Limited ("**EHL**" or "**Target**"), from Ms. Darakshan Bashir ("**DB**" or "**Seller 1**"), Ms. Shazia Bashir Khan ("**SBK**" or "**Seller 2**"), Ms. Maryam Bashir ("**MB**" or "**Seller 3**"), Mr. Motahir Ahmed ("**MA**" or "**Seller 4**"), Mr. Farrukh Ahmed Kamran ("**FAK**" or "**Seller 5**"), Mr. Bairam Qureishy ("**BQ**" or "**Seller 6**"), Mr. Qaim Mehdi ("**QM**" or "**Seller 7**") and M/s. Essem Power (Private) Limited ("**EPPL**" or "**Seller 8**"), collectively as ("**Sellers**") in accordance with the Share Purchase Agreement ("**Agreement**"). All requisite information/documentation pertaining to the Application was completed on 5th January, 2023.
2. The Commission has examined the Application as well as all the documents attached therewith and the information provided by the concerned undertaking(s). The Phase I competition assessment of the intended transaction has revealed the following facts:
 - i. The business activities of the undertakings concerned are:
 - a. For the Acquirer: MPL is incorporated in Pakistan primarily engaged in the business of providing call center services.
 - b. For the Target: EHL is incorporated in Pakistan for the purpose of providing hospitality services and to act as a hotelier in Islamabad but has not commenced its commercial operations yet.
 - c. For the Sellers: there are eight sellers, out of which one is a company incorporated in Pakistan. EPPL is a private limited company engaged in trading. Remaining seven sellers are individuals, collectively holding % shares in the Target.
 - ii. As per the Application, the Acquirer shall purchase ordinary shares (% shareholding) of the Target from the Sellers. The total estimated amount under consideration to be paid for shares is PKR -.
 - iii. In 2019, M/s. JRZAK Ventures (Private) Limited ("**JRZAK**"), entered into an agreement to purchase the shares of the Target. However, due to certain reasons, the parties failed to consummate the transaction and the Target went into liquidation. Subsequently, MPL entered into the Agreement with the shareholders of the Target to acquire the shareholding of the Target.
 - iv. Prior to the acquisition of the Target, MPL was not involved in the industry of providing hospitality services, however, after the acquisition, they will be involved in the industry of providing hospitality services through the Target.

The relevant product market in this case has been identified as "**Hospitality Services**" and the relevant geographic market is "**Islamabad**". The Target's market share is nil as it is non-operational at the moment. Currently, there are no overlaps in the activities of the merger parties in the relevant market, hence, post-transaction, market conditions will remain unchanged.



3. The proposed transaction does not meet the presumption of dominance as determined under Section 2(1)(e) read with Section 3 of the Act. Hence, it is hereby authorized under Section 31(1)(d)(i) of the Act.
4. In the subject transaction, matters which may fall outside the scope of the Commission's purview, remain subject to applicable laws.
5. It is so ordered.



(Ms. Rahat Kaunain Hassan)

Chairperson



Islamabad the 6th January, 2023