



BEFORE THE
COMPETITION COMMISSION OF PAKISTAN

FIRST PHASE REVIEW

IN THE MATTER OF ACQUISITION OF % SHAREHOLDING OF M/S.
RANIPUR SUGAR MILLS (PRIVATE) LIMITED BY M/S. SAAKH PHARMA
LIMITED AND M/S. UNITED ETHANOL INDUSTRIES LIMITED

(EX-POST FACTO)

CASE: 1578/Merger-CCP/2025

Date of Hearing

2nd March, 2026




Ms. Bushra Naz Malik

Member

On behalf of:

ACQUIRERS/APPLICANTS

M/s. Saakh Pharma Limited

M/s. United Ethanol Industries Limited

Mr. Uzair Shafie

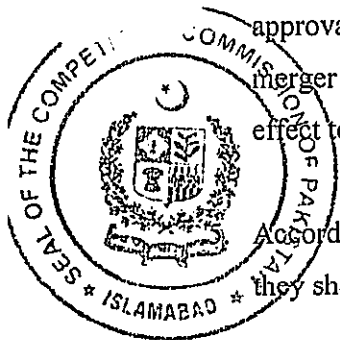
Partner, M/s. Haider & Mota

ORDER

1. This Order disposes of the proceedings arising out of hearing notice number F.NO 1578/MERGER/CCP/2025 dated 12th February, 2026 (the "Notice") issued under section 11(12) of the Competition Act, 2010 (the "Act"). The aforesaid Notice was issued to M/s. Saakh Pharma Limited ("SPL" or "Acquirer 1"), M/s. United Ethanol Industries Limited ("UEIL" or "Acquirer 2") (collectively the "Acquirers" or the "Applicants") and M/s. Ranipur Sugar Mills (Private) Limited ("RSML" or 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 07th November, 2025 jointly filed by the Applicants (the "Application") seeking *ex post facto* authorization for the acquisition of $\frac{1}{3}$ shares of the Target by the Acquirers pursuant to the Share Purchase Agreement dated 15th July, 2025 executed with sellers (the "Agreement"). Consequently, pursuant to the Acquirers under the Agreement 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 2nd March, 2026 at the Commission's office, Islamabad.
4. During the hearing, the Applicants were represented by the Mr. Uzair Shafie, Legal Counsel. The Counsel of the Applicants 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 Applicants 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 Applicants were directed to submit a written undertaking confirming that they shall ensure full and strict compliance with the provisions of the Act in the future and



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

Merger Parties

Acquirer 1

6. SPL is a public listed company registered in Pakistan and was incorporated on 09th June, 2014. It is principally engaged in manufacturing and sale of pharmaceutical and biological products.

Acquirer 2

7. UEIL is a public limited company registered in Pakistan and was incorporated on 10th October 2003. 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 fuel-grade and industrial-grade ethanol, with operations based on value-added processing of agricultural raw materials.

Target

8. RSML is a private limited company registered in Pakistan and was incorporated on 04th July, 1998. It is engaged in the business of manufacturing and sale of sugar along with generation of electricity through an in-house captive power plant. The product portfolio contains sugar, molasses, bagasse, biofuels and renewable energy. It has also recently ventured into ferro alloys and produces calcium carbide.

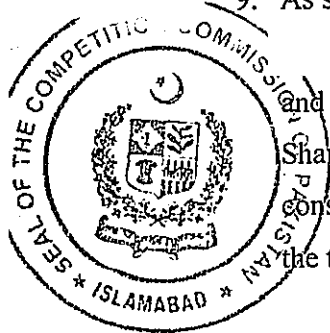
Transaction

9. As set out in the Application, the Transaction involves the acquisition by the Acquirers 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 terms and conditions of the Share Purchase Agreement dated 15th July, 2025 (as amended). The aggregate consideration for the acquired shares amounts to PKR /- which is considered the transaction value. The Transaction was completed on 24th September, 2025.

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

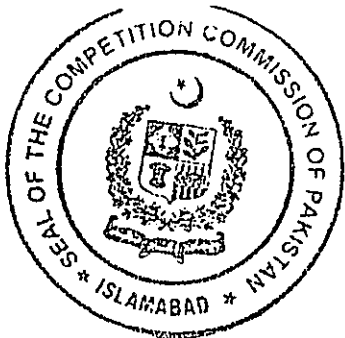
11. The Target is engaged in the manufacturing and sale of sugar and also generates electricity through its in-house captive power plant. Its product portfolio includes sugar, molasses, bagasse, biofuels, and renewable energy. The Target has also recently ventured into ferro alloys and produces calcium carbide. However, as per the Application, it only produces 12MW from biofuels for self-use only.
12. Taking the above into account, the Relevant Product market in this case has been identified as "Sale and Manufacturing of Sugar, Molasses, Bagasse and Ferro Alloys" while the relevant geographic market is "Pakistan".

Market Share

13. Based on the information provided in the Application, the Target estimates that its market share in Pakistan for the year 2024 in Relevant Product Market is below %.
14. The Acquirers have no direct or indirect business relationship with the Target. Within the ethanol sector, the Acquirer no. 2 maintains a market share of approximately % and has not sourced molasses from RSML within the last three years.

Competition Analysis

15. The Transaction constitutes a conglomerate merger. Based on the Application, the Target and Acquirer No.2 operate in the Relevant Market in a vertical relationship. The Target is primarily engaged in sugar manufacturing, while Acquirer No.2 operates in the manufacture and sale of ethanol and related industrial products, forming part of the broader agribusiness and industrial sector with a focus on value-added processing of agricultural raw materials.
16. The Target's footprint in Pakistan's sugar, by-products (molasses/bagasse), and ferro alloys markets is minimal given its market shares in each segment.



h

17. The Acquirers have no direct or indirect business relationship with the Target, and within the ethanol sector, Acquirer No.2 holds a market share of approximately %. Furthermore, Acquirer No.2 has not sourced molasses from the Target in the past three years, confirming the absence of any supply dependency.
18. Given the lack of horizontal overlap and the limited vertical interaction, the Transaction is unlikely to substantially lessen competition, create entry barriers, or significantly enhance market power in the Relevant Market. The companies operate in complementary segments of the supply chain, and their business activities are distinct and non-competitive.
19. Accordingly, from a competition perspective, the Transaction is not expected to adversely affect market structure or competitive dynamics in Pakistan's sugar, molasses, bagasse, ferro alloys, or ethanol markets.

Determination

20. 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.
21. 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.

22. It is so ordered.



Ms. Bushra Naz Malik
Member

