

**GOVERNMENT OF PAKISTAN
MINISTRY PRIVATISATION**

**YEAR BOOK
2017-18
OF THE
PRIVATISATION DIVISION**

**IN THE NAME OF ALLAH
THE MOST BENEFICENT
THE MOST MERCIFUL**

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GLOSSARY

ABL	Allied Bank Limited
ADB	Asian Development Bank
APSEWAC	All Pakistan State Enterprises Workers Action Committee
BESOS	Benazir Employees Stock Option Scheme
BOI	Board of Investment
CCI	Council of Common Interests
CCOP	Cabinet Committee on Privatisation
CDC	Central Depository Company
CEO	Chief Executive Officer
CFA	Chartered Financial Analyst
CRF	Central Revolving Fund
DCF	Discounted Cash Flow
DFIs	Development Finance Institutions
DISCO	Power Distribution Company
DR	Depository Receipt
ECO	Economic Cooperation Organization
EMG	Employees Management Group
EOI	Expression of Interest
FA	Financial Advisor
FDI	Foreign Direct Investment
FESCO	Faisalabad Electricity Supply Company
FINCON	Financial Consulting Company
FPCCI	The Federation of Pakistan Chambers of Commerce & Industry
GDR	Global Depository Receipt
GENCO	Power Generation Company
GHS	Golden Hand Shake Scheme
GOP	Government of Pakistan
HBL	Habib Bank Limited
HEC	Heavy Electrical Complex
HNWI	High-Net-Worth Individual
IATA	International Air Transport Association
IBA	Institute of Business Administration
ICI	Imperial Chemical Industry
ICP	Investment Corporation of Pakistan
IESCO	Islamabad Electric Supply Company
IMF	International Monetary Fund

INSEAD	Institut Européen d'Administration des Affaires (European Institute of Business Administration)
IPO	Initial Public Offering
IT	Information Technology
KAPCO	Kot Addu Power Company
KASB	Khadim Ali Shah Bokhari
KESC	Karachi Electric Supply Corporation
KPK	Khyber Pakhtunkhwa
LESCO	Lahore Electric Supply Company
LLM	Master of Law
LOA	Letter of Acceptance
LPG	Liquified Petroleum Gas
MCB	Muslim Commercial Bank
MBA	Master in Business Administration
MPA	Master in Public Administration
MRTA	Management Right Transfer Agreement
NBP	National Bank of Pakistan
NDI	National Democratic Institute
NEPRA	National Electric Power Regulatory Authority
NGO	Non-Governmental Organization
NICL	National Insurance Company Limited
NITL	National Investment Trust Limited
NIRC	National Industrial Relations Commission
NPCC	National Power Construction Corporation
NPGCL	Northern Power Generation Company Limited
NPT	National Press Trust
NRL	National Refinery Limited
OGDCL	Oil and Gas Development Company Limited
OGRA	Oil and Gas Regulatory Authority
OIC	Organization of Islamic Conference
PARC	Pakistan Agricultural Research Council
P@SHA	Pakistan Software Houses Association for IT & ITES
PC	Privatisation Commission
PC BOARD	Privatisation Commission Board
PD	Privatisation Division
PIA	Pakistan International Airlines
PICIC	Pakistan Industrial Credit and Investment Company
PKR	Pakistani Rupee

PMDC	Pakistan Mineral Development Corporation
PML(N)	Pakistan Muslim League (Nawaz)
PMTF	Pakistan Machine Tool Factory
PO	Public Offering
PPL	Pakistan Petroleum Limited
PPP	Public Private Partnership
PSE	Public Sector Enterprises
PSMC	Pakistan Steel Mills Corporation
PSO	Pakistan State Oil
PTCL	Pakistan Telecommunications Company Limited
PTDC	Pakistan Tourism Development Corporation
Pvt.	Private
QIB	Qualified Institutional Buyer
R&D	Research and Development
RFP	Request for Proposals
RSOQ	Request for Statement of Qualifications
S&GAD	Services and General Administration Department
SBP	State Bank of Pakistan
SECP	Securities and Exchange Commission of Pakistan
SITE	Sindh Industrial Trading Estate
SME	Small and Medium Enterprises
SMEDA	Small and Medium Enterprises Development Authority
SNGPL	Sui Northern Gas Pipelines Limited
SOEs	State Owned Enterprises
SOQ	Statement of Qualifications
SPA	Share Purchase Agreement
SPO	Secondary Public Offering
SPV	Special Purpose Vehicle
SSGC	Sui Southern Gas Company
UAE	United Arab Emirates
USA	United States of America
UNICEF	United Nations International Children's Emergency Fund
USD / US\$	US Dollar
UBL	United Bank Limited
VSS	Voluntary Separation Scheme
WAPDA	Water and Power Development Authority
WTO	World Trade Organization
ZTBL	Zarai Taraqati Bank Limited

VISION

To establish a Comprehensive Regulatory Framework for conducting transparent and efficient privatisation process with a view to improve corporate governance to achieve the objective of socio-economic development of the Country.

MESSAGE OF THE MINISTER

Privatisation is an important tool of economic reform for generating growth through structural improvement, removal of barriers and opening up the economy to competition. Privatisation program has been part of economic and structural reforms agenda of the successive Governments that along with deregulation and good governance seeks to enhance growth and productivity of Pakistan's economy by harnessing the private sector as its engine of growth. It takes an integrated approach towards enhancing the private sector's role and it goes beyond the transfer of public assets to the private sector through identification of links and role of regulation, good governance, market competition in fostering conditions that provide incentives for the private sector to invest in providing goods and services efficiently. 90% of the privatisation proceeds are utilized for retirement of federal government debt and remaining 10% for poverty alleviation programmes.

In order to turn around the economy the government is primarily focused on restructuring of PSEs and intends to make them self-sustainable. Therefore, a new feasible privatisation plan focusing on short, medium and long-term plans was approved by the Cabinet Committee on Privatisation on 31st October, 2018, which was ratified by the Cabinet on 1st November, 2018.

Privatisation Commission has potential for large privatisation agenda of the Government. Privatisation Commission is vigorously pursuing for successful implementation of the agenda of privatisation for strengthening of public finances and efficient functioning of the enterprises on the competitive basis.

Mohammedmian Soomro
Minister for Privatisation/
Chairman, Privatisation Commission

MESSAGE OF THE SECRETARY

The successive governments have been pursuing privatisation as a core element of economic reform agenda. The privatisation programme aims to reduce fiscal burden on public exchequer, improve service delivery to the people of Pakistan, facilitate more competition in the economy and strengthen Pakistan's capital markets.

Pakistan was one of the first countries in the region to initiate deregulation and liberalization of the economy and start the privatisation process. Between 1991 and 2008, proceeds of PKR 476 billion were raised from 167 privatisation transactions. These included important privatisation successes in the industrial, telecom and financial sectors.

After a gap of nearly six years the privatisation programme was resumed in 2013. During the period 2013-18, the divestment / privatisation process of various Banks, Power Sector Entities, Pakistan Steel Mills Corporation (PSMC), Mari Petroleum Company Limited (MPCL), SME Bank, etc. were initiated. Of which five (05) privatisation transactions were successfully concluded fetching proceeds of ~PKR 173 billion, including Foreign Exchange of US\$ 1.124 billion.

In order to turn around the economy the government is primarily focused on restructuring of PSEs and intends to make them self-sustainable. Therefore, a new feasible privatisation plan focusing on short, medium and long-term plans was approved by the Cabinet Committee on Privatisation on 31st October, 2018, which was ratified by the Cabinet on 1st November, 2018.

The success of the privatisation programme, however, is contingent upon the support of all the stakeholders, including the various government agencies, departments, organizations, regulatory authorities and, most importantly, the people of Pakistan.

I am confident that all stakeholders will play their positive role and contribute fully towards ensuring the success of the ongoing privatisation programme and the fulfilment of its objectives.

Rizwan Malik

Secretary, Privatisation Division /
Secretary, Privatisation Commission

ORGANIZATIONAL STRUCTURE

The Ministry of Privatisation comprises of a Privatisation Division and Privatisation Commission (Body Corporate).

The Division administers the activities of the Commission, which is the executive arm of all the privatisation and related activities.

PRIVATISATION DIVISION

Introduction

The Privatisation Division (PD) was created on 28th November, 2000, to administer the activities of the Privatisation Commission (PC), which is governed under the Privatisation Commission Ordinance 2000. In November 2002, the scope of the Ministry was expanded by attaching the Board of Investment to it. Later on, the Division was bifurcated in October, 2007 into the 'Privatisation Division' and 'Investment Division', under the same Ministry. Thereafter, Investment Division was made a separate Ministry on 8 December, 2008. In 2013, the 'Ministry of Privatisation' was abolished and the division was merged with the newly created Ministry of Finance, Revenue, Economic Affairs, Statistics and Privatisation. Subsequently, in August, 2017, the Ministry of Privatisation was re-established.

Assignments of the Division

The mandate of Privatisation Division under the Rules of Business 1973 is:

- ✓ Privatisation Policies
- ✓ The Transfer of Managed Establishment Order, 1978
- ✓ Administration of Privatisation Commission Ordinance, 2000
- ✓ Negotiation with International Organizations relating to the functions of privatisation in consultation with the Economic Affairs Division.
- ✓ Any item incidental or ancillary to the above.

Details of Privatisation Division's Human Resource

S. #	Designation	Scale	Sanctioned Strength
1.	Secretary	22	1
2.	Joint Secretary	20	1
3.	Deputy Secretary	19	1
4.	Section Officer	17/18	2
5.	Public Relations Officer	17/18	1
6.	Accounts Officer/DDO	17/18	1
7.	Senior Private Secretary	19	3
8.	Superintendent	17	1
9.	Assistant Private Secretary	16	10
10.	Assistant	14	5
11.	Steno typist	14	4
12.	Telex/Fax Operator	11	1
13.	UDC	9	2
14.	Telephone Operator	9	2
15.	Record Sorter	7	1
16.	LDC	7	11
17.	Staff Car Driver	4/5	5
18.	Dispatch Rider	4/5	2
19.	Qasid	2/3	4
20.	Daftari	2/3	1
21.	Naib Qasid/ Farash	1/2	16
22.	Sweeper	1/2	2
Total			77

PRIVATISATION COMMISSION

Introduction

On 22 January 1991, the Privatisation Commission (PC) was established as a sub-branch of the Finance Division, to implement the privatisation programme of the Government.

Subsequently, on 28 September 2000, the Privatisation Commission Ordinance, 2000 (Ordinance) was promulgated and the Commission was converted into a body corporate, which further strengthened its legal authority for implementing the government's Privatisation Policy.

The Commission is entrusted with the task of privatizing federal government assets such as its shares in banks, industrial units, public utilities, oil, gas and transport companies, and infrastructure service providers in an open and transparent manner. To strengthen the private sector's role in the endowment of goods and services, the Ordinance has vested decision making powers to the Privatisation Commission Board (PC Board), consisting of eminent professionals from the public and private sectors. The decisions taken by the PC Board are taken-up with the Cabinet Committee on Privatisation (CCOP) for consideration/ approval and the same are also ratified by the Cabinet.

Privatisation is an effective tool for the developing nations to achieve economic efficiency and accelerated growth. Privatisation as one of the pillars of the strategic economic reforms agenda of the government goes hand in hand with the broader policy direction of deregulation and liberalization of the economy. Its scope includes all public assets that can be transferred to or can be managed by the private sector. The only exception is strategic industry or industries which the private sector is unable or unwilling to own or manage. The PC aims to ensure transparency and fair privatisation transactions with maximum benefits to the government.

Functions of Privatisation Commission

The functions and powers of the Commission as enumerated in Section 5 of the Privatisation Commission Ordinance, 2000 (the 'Ordinance') are as under:

- a) recommend privatisation policy guidelines to the Cabinet;
- b) prepare a comprehensive privatisation programme for the approval of the Cabinet;
- c) plan, manage, implement and control the privatisation programme approved by the Cabinet;
- d) prepare and submit reports to the Cabinet on all aspects of the privatisation programme;
- e) facilitate or initiate legislation as approved by the Cabinet, by or on behalf of concerned Ministry in connection with the privatisation programme;
- f) provide overall directions for the implementation of privatisation related activities including, restructuring, deregulation and post-privatisation matters in sectors designated by the Cabinet;
- g) take operational decisions on matters pertaining to privatisation, restructuring, deregulation, regulatory issues including approval of licensing and tariff rules and other related issues pertaining to the privatisation programme approved by the Cabinet;

- h) issue directions and instructions to the management of a business undertaking falling within the purview of the privatisation programme approved by the Cabinet on all major important administrative, financial, reporting and policy matters;
- i) publicize the activities of the privatisation programme;
- j) propose a regulatory framework, including the establishment and strengthening of regulatory authorities, to the Cabinet for the independent and fair regulation of each industry sector falling within the purview of the privatisation programme;
- k) advise the Federal Government in selection and appointment of the head and a member of a regulatory authority;
- l) advise the Federal Government that monopolies are not created in the process of privatisation;
- m) appoint advisors, consultants, valuers, lawyers and such other staff, both local and foreign, on such terms as it may determine to discharge its functions under this Ordinance;
- n) approve and take decisions and perform all acts to implement pre-privatisation restructuring, labor rehabilitation and severance schemes, and all other related matters as approved by the Cabinet;
- o) invite applications for the privatisation and ensure widest possible participation;
- p) evaluate bids received according to the criteria determined by the Commission from time to time and formulate recommendations for consideration by the Cabinet;
- q) recommend for the Federal Government such labor and man-power rehabilitation programmes as may be necessary during privatisation and to develop a roster of such employees who may need rehabilitation;
- r) advise measures to the Federal Government for improvement of public sector units until their privatisation;
- s) assist in the implementation of Federal Government policies on deregulation and privatisation and advise the Federal Government on deregulating the economy to the maximum possible extent; and
- t) perform such other functions that are incidental or ancillary to carry out the privatisation programme approved by the Cabinet.

Composition and Structure of the Privatisation Commission

The PC is a body corporate organization, managed by its Board, which is headed by a Chairman. The Secretary, Privatisation Commission is the ex-officio member of the PC Board and acts as Secretary of the Board.

Human Resource

The Human Resource of the Commission comprises of Civil Servants, Consultants/ Transaction Mangers and other allied Staff.

a) Regular Human Resource

S. #	Designation	Scale	Sanctioned Strength
1	Chairman	-	1
2	Secretary	22	1
3	Director General	20 - 21	4
4	Director	19	4
5	Deputy Director	18	3
6	Public Relation Officer	17/18	1
7	Private Secretary	17/18	3
8	Accounts Officer	18	2
9	Superintendent	17	1
10	Sr. Technical Assistant	17	3
11	Technical Assistant	16	17
12	Accountant	16	1
13	Assistant Private Secretary	16	14
14	Senior Auditor	16	2
15	Assistant	14	11
16	Telex / Fax Operator	7/9	1
17	Telephone Operator	9	2
18	Upper Division Clerk	9	3
19	Record Sorter	7	1
20	Lower Division Clerk	7	13
21	Staff Car Driver	4/5	12
22	Dispatch Riders	4	3
23	Photo Machine Copier	4	2
24	Daftary	3	1
25	Qasid	2	2
26	Naib Qasid / Farash	1/2	28
27	Sweeper	1/2	6
Total:			142

b) Contractual Human Resources

S. #	Designation	Grade	Current Strength
1	Advisor / Sr. Consultant	G-I	3
2	Consultant / Transaction Manager	G-II	2
3	Consultant / Transaction Associate	G-III	1
4	Technical Assistant	G-IV	5

PRIVATISATION'S FORA

a) Board of Privatisation Commission

Section 6 of the Privatisation Ordinance, 2000, provides that “the general management and administration of the Commission shall vest in its Board”.

Currently, the Board comprises of a Chairman and a Secretary and ten (10) Members. The Members represent all the provinces of Pakistan and are known professionals of various disciplines. Details of the members is as under:

S #	Name	Designation	Place of Domicile	Expertise
1.	Mr. Arsallah Khan Hoti	Member	Khyberpukhtoon-khwa	Industrialist and marketing
2.	Mr. Ashfaq Yousuf Tola	Member	Sindh (Urban)	Chartered Accountant
3.	Mr. Aziz Nishtar	Member	Punjab	Corporate Lawyer
4.	Mr. Etrat Hussain Rizvi	Member	Khyberpukhtoon-khwa	Corporate Management Specialist
5.	Mr. Khurram Schehzad	Member	Sindh (Urban)	Capital Market Specialist
6.	Engr. Memon Abdul Jabbar	Member	Sindh (Rural)	Industrialist
7.	Mr. Naseer Ahmad Akhtar	Member	Punjab	Information, Communication and Business development
8.	Mr. Yawar Irfan Khan	Member	Punjab	Industrialist
9.	Mr. Zafar Iqbal Sobani	Member	Sindh (Urban)	Chartered Accountant
10.	Mr. Zafar Iqbal FCA	Member	Punjab	Chartered Accountant

b) Cabinet Committee on Privatisation (CCoP)

The mandate of the CCoP is to guide / advise to streamline the functioning of the Privatisation Commission. It also serves as a forum for taking strategic decisions on privatisation and monitors the privatisation progress. All the major decisions taken regarding the privatisation process are placed for ratification of the Cabinet through this committee i.e. CCoP.

Initially, the CCoP was headed by the Minister for Finance, however during 21st September, 2004 to 14th November, 2008, the Prime Minister chaired the Committee himself. Currently, it is headed by Adviser to the Prime Minister on Finance, Revenue and Economic Affairs.

*Composition of CCoP**

- i. Adviser to the Prime Minister on for Finance, Revenue, & Economic Affairs Chairman
- ii. Minister for Communications Member
- iii. Minster for Law & Justice Member

iv.	Minister for Planning, Development & Reform	Member
v.	Minister for Privatisation	Member
vi.	Minister for Power	Member
vii.	Advisor to the Prime Minister on Commerce, Textile, Industry & Production and Investment	Member
viii.	Advisor to the Prime Minister on Institutional Reforms and Austerity	Member

**Issued by Cabinet Division vide notification No 5/6/2018-com dated 25.04.2019*

Terms of Reference

- a) To formulate the Privatisation Policy for approval of the Government / Cabinet.
- b) To approve the State Owned Enterprises (SOEs) to be privatised on the recommendation of the PC or otherwise.
- c) To take policy decisions on inter-ministerial issues relating to the privatisation process.
- d) To review and monitor the progress of privatisation.
- e) To instruct the PC to submit reports / information / data relating to the privatisation process or any matter relating thereto.
- f) To take policy decisions on matters pertaining to privatisation, restructuring, deregulation, regulatory bodies and the Privatisation Fund Account.
- g) To approve the reference price in respect of the SOEs being privatised.
- h) To approve successful bidders.
- i) To consider and approve the recommendations of the PC on any matter.
- j) To assign any other task relating to privatisation to the PC.

** Issued by Cabinet Division vide notification No 5/1/2000-Com dated 21.09.2004.*

c) Council of Common Interests (CCI)

The Council formulates and regulates policies in relation to matters in Part II of the Federal Legislative List and exercise supervision and control over related institutions.

Decisions of the Council are expressed in terms of opinion of the majority. The public sector entities/ interests etc. contemplated for privatisation are brought before the CCI for its approval before submission of summary to the Cabinet.

Composition

1	The Prime Minister	Chairman
2	The Chief Minister, Punjab	Member
3	The Chief Minister, Sindh	Member
4	The Chief Minister, Khyber Pakhtunkhwa	Member
5	The Chief Minister, Balochistan	Member

6	Minister for Finance, Revenue and Economic Affairs	Member
7	Minister for Inter Provincial Coordination	Member
8	Minister for Industries & Production	Member

** Issued vide notification No 1(2)/2010-CCI, dated 31.08.2018, respectively*

Terms of Reference

Pursuant to the 18th Amendment in the Constitution, Part II of the Legislative List stipulates that the cases relating to formulation and regulation of policies in relation to the following matters and supervision and control over the related institutions shall be submitted to the CCI:

1. Railways.
2. Mineral oil and natural gas; liquids and substances declared by Federal law to be dangerously inflammable.
3. Development of industries, where development under Federal control is declared by Federal law to be expedient in the public interest; institutions, establishments, bodies and corporations administered or managed by the Federal Government immediately before the commencing day, including the Water and Power Development Authority and the Pakistan Industrial Development Corporation; and all undertakings, projects and schemes of such institutions, establishments, bodies and corporations, industries, projects and undertakings owned wholly or partially by the Federation or by a corporation set up by the Federation.
4. Electricity.
5. Major ports, that is to say, the declaration and delimitation of such ports, and the constitution and powers of port authorities therein.
6. All regulatory authorities established under a Federal law.
7. National planning and national economic coordination including planning and coordination of scientific and technological research.
8. Supervision and management of public debt.
9. Census.
10. Extension of the powers and jurisdiction of members of a police force belonging to any Province to any area in another Province, but not so as to enable the police of one Province to exercise powers and jurisdiction in another Province without the consent of the Government of that Province; extension of the powers and jurisdiction of members of a police force belonging to any Province to railway areas outside that Province.
11. Legal, medical and other professions.
12. Standards in institutions for higher education and research, scientific and technical institutions.
13. Inter-provincial matters and co-ordination.
14. Council of Common Interests.
15. Fees in respect of any of the matters specified in Part-II of the Federal Legislative List but not including fees taken in any court.

16. Offences against laws with respect to any of matters in Part-II of the Federal Legislative List.
17. Inquiries and statistics for the purposes of any of the matters in Part-II of the Federal Legislative List.
18. Matters incidental or ancillary to any matter enumerated in Part-II of the Federal Legislative List.
19. Complaints as to interference with water supplies (Article 55). *
20. Implementation of the directions given by the Parliament for action by the Council under Article 154(6). *
21. Submission of Annual Reports to both Houses of Parliament (Article 153 (4)). *
22. Resolution of disputes with respect to construction of Hydro electric station in any Province (Article 157(3)). *

** Rules of Procedures of the CCI, issued vide SRO 741(1)/2010 dated 19.07.2010*

Approval of Privatisation Program by CCI

The CCI in 1997 and 2006 approved a broad-based privatisation programme including PSEs in various sectors like Banking and Finance, Oil and Gas, Power, Infrastructure, Transport, Industries and Production etc.

Moreover, after the 18th Amendment to the Constitution, the PC also sought approval of the CCI for the privatisation of all power generation companies (GENCOs) and power distribution companies (DISCOs) in 2014.

OPERATIONAL METHODOLOGY

Privatisation of a Public Sector Entity is a challenging task, which cannot be implemented in a self-governing manner, as it requires widespread due-diligence, including but not limited to legal, financial, human resource etc. aspects of the concerned business, to be privatised and due collaboration from all the relevant stakeholders.

In order to exercise the same, a privatisation policy is in vogue, since 1994 and on the basis of international and domestic experiences, a privatisation process has been developed. The same are reviewed from time-to-time, in order to make it comparable with best practices of the regional and international trends and best practices.

PRIVATISATION POLICY (OBJECTIVES & CHALLENGES)

With the passage of time, the privatisation process in Pakistan gradually moved from simple to complex sectors. During this whole period, the privatisation policy has been continuously reviewed and amended/ updated in order to ensure a transparent and competitive privatisation process. It is, undoubtedly, the result of the Privatisation Policy of the country that Pakistan has witnessed an era of efficient and effective privatisation. Salient features of the policy are as under:

- ⇒ Privatisation, aims to deregulate and liberalize the economy. In this regard its scope is large – including all public assets that can be transferred to or managed by the private sector, both domestic and foreign. Furthermore, it is a comprehensive policy that recognizes the need for extensive regulation, broad-based legislative support and careful planning. This is at variance from the hasty sale of industrial assets – large and small – as part of a populist, not economic, programme.
- ⇒ The Programme of privatisation should be flexible and not unduly rigid. It would be organized in such a manner that adjustments are made and necessary changes accommodated, in order to ensure successful conclusion of divestiture transactions of public enterprises.
- ⇒ The privatization policy is an important feature of the economic liberalization agenda that will lead to effective management of domestic industry, greater domestic investment and economic growth.
- ⇒ Unfortunately, in the recent past many sales were substantially financed by the nationalized banks and other development finance institutions either as funded or unfunded facilities. This procedure did not generate additional resources for the state. It would be Government's endeavor to use the privatisation process to mobilize savings both domestic and foreign.
- ⇒ Whereas the privatization process to date has given limited apparent benefit to the general public, Government plans to improve efficiency and to provide better services at the most economic price to the consumer.

- ⇒ The programme is designed to enable the state to liberate itself from micro management of individual enterprises and to reduce the need for persistent budgetary support to the public enterprises resulting from their continuing losses.
- ⇒ The policy envisages the creation of a mechanism for the reduction of debt so that our children inherit an industrialized, not a bankrupt, nation.
- ⇒ The aim will also be to generate funds from overseas Pakistanis and foreign investors by inducing them to invest in public enterprises proposed to be divested. An important aim of the privatization process is thus the generation of hard currency transfers that provide balance of payments relief, improve forex reserves and to retire our foreign debt.
- ⇒ During the process of privatisation, the government will also attempt to ensure that significant improvements are brought about both in operational efficiency of the enterprises and their programmes for expansion and creation of additional capacities, especially in the case of utilities. So that they can keep up with the growing demand, improve the quality of service, and keep pace with developing technologies.
- ⇒ An effort will be made to harness the resources of domestic private sector, foreign entrepreneurs as well as international financial intermediaries to support the privatisation process. Attempt will also be made to draw upon the experience, expertise and financial support of the multilateral agencies.
- ⇒ Safeguards will also be introduced to achieve broad based ownership and to prevent the concentration of resources in a few hands, while promoting privatisation through competitive bidding.
- ⇒ Genuine interests of the employees working in entities proposed to be privatized would be adequately safeguarded.
- ⇒ Steps will be taken to ensure that the interests of consumers are protected especially in respect of fair price and quality of product. Monopolistic trends would be curbed during the process of privatisation and suitable regulatory measures would be devised.

PRIVATISATION PROCESS

The privatisation process, which is aimed at selling Public Sector Entity (PSE) in an open and transparent way with a view to obtain the best possible price, varies somewhat depending on the nature of the entity being privatised, on the proportion of shares being offered for privatisation, and on whether a transfer of management is involved. The Board of the Privatisation Commission and the Cabinet Committee on Privatisation decides as to what kind of process will be followed after deciding which one of the following modes ^[1] be followed: -

- a) sale of assets and business;
- b) sale of shares through public auction or tender;
- c) public offering of shares through a stock exchange;
- d) management or employee buyouts by management or employees of a SOE
- e) lease, management or concession contracts;
- f) any other method as may be prescribed.
 - i) public offering of shares other than through a stock exchange;
 - ii) sale of shares, assets, business and property to a person that has a pre-emptive right to acquire the same (or any part thereof) subject to fulfillment of conditions attached to such rights.
 - iii) negotiated sale
 - iv) transfer of Property to a trust for the employees of an enterprise owned or controlled, wholly or partially, directly or indirectly, by the Federal Government on such terms and conditions as may be approved by the Federal Government
 - v) transfer of shares on conversion of exchangeable bonds or any other hybrid debt equity instrument issued by the President, on behalf of the Islamic Republic of Pakistan, provided that the concerned Divisions of the Federal Government under the Rules of Business, 1973 are consulted, where required

[1] Section 25 of PC Ordinance, 2000 read with the Privatisation (Modes and Procedures) Rules, 2001

The Privatisation Process generally comprises of the following steps:

Strategic Sales

- 1) Identification of PSE to be privatised
- 2) Approval of the CCI, where required
- 3) Approval of CCoP
- 4) Hiring of Financial Advisor (FA) or Valuator
- 5) Due diligence by FA and PC
- 6) Finalization of Transaction Structure
- 7) Invitation of Expressions of Interest
- 8) Submission of Statement of Qualifications
- 9) Pre-qualification of firms
- 10) Due diligence by potential buyers

Capital Market Transaction

- 1) Identification of PSE to be privatised
- 2) Approval of the CCI, where required
- 3) Approval of CCoP
- 4) Hiring of Financial Advisor (FA)
- 5) Due diligence by FA and PC
- 6) Finalization of Transaction Structure
- 7) Fulfilment of regulatory requirements, where required
- 8) Preparation of Prospectus and other marketing material
- 9) Approval of Floor Price and marketing roadshows

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|---|--|
| 11) Sharing of Bid Documents /
Instructions with pre-qualified bidders | 10) Book Building and approval of Strike
(Final) Price & allocation |
| 12) Pre-Bid Conference | 11) Settlement and Financial Closure |
| 13) Approval of Valuation (Reference
Price) by PC Board & CCOP | |
| 14) Bidding process (media invited to
observe bidding) | |
| 15) Approval of bidding results by PC
Board and CCOP | |
| 16) Issuance of Letter of Intent to
successful bidder | |
| 17) Execution of Sale Agreement and
Receipt of Proceeds | |

DESCRIPTION OF ALL STEPS

➤ **Identification**

The first step is the identification of the entity or list of entities to be privatised. In a typical transaction, the Privatisation Commission, in consultation with the relevant ministry, submits a summary of the proposed transaction to its Board.

After endorsement of the Board, approval of the CCoP is obtained. Approval of the CCI is also obtained, if so required.

➤ **Hiring of a Financial Advisor (FA) or Valuator**

Hiring of FA or Valuator is made for successful privatisation process. In major transactions, the process to hire a financial advisor is carried out by the PC with the approval of the Board. The process includes the following: -

- ✓ The terms of reference for the FA are finalized,
- ✓ expressions of interest from prospective FAs are solicited,
- ✓ an evaluation team is constituted, and
- ✓ short listed firms are invited to submit technical and financial proposals in a common format.

The Evaluation Committee evaluates the technical proposals and the highest ranked firm based on cumulative technical and financial scores is invited for contract negotiations and signing.

➤ **Due Diligence**

The next step is that the appointed FA conducts legal, technical, and financial due diligence. This is aimed at:

- ❖ Identifying any legal encumbrances,
- ❖ evaluating the condition of the assets, and
- ❖ Examining the accounts of the company in order to place a value on the company.

The Financial Advisors conducts due diligence of the entity being privatised. Thereafter, the FA proposed the appropriate privatisation plan. This may include recommendations

on any needed restructuring, in addition to specifying the number of shares or assets to be privatised.

➤ **Enacting any Needed Regulatory and Sectoral Reforms**

For major utility / service provider-based PSEs, the ability to privatise and the quantum of realizable proceeds, depends critically on the level of regulated prices of the enterprise's inputs or outputs and other sectoral or regulatory policies. For many monopolies or quasi-monopolies, the "rules of the game" specifying the competition framework, post-privatisation, the manner and type of regulation, and the institutions regulating them are key to investor interest.

In addition to rules determining prices or tariffs, there may be rules determining standards, penalties for non-compliance, the extent, form and timing of any proposed deregulation, and the evolving structure of the market following liberalization. Clarification of these rules and passage of needed laws and regulations will often be necessary before taking the transaction to market.

➤ **Pricing Mechanism**

In order to obtain an independent assessment of the value of the entity being privatised, the Commission relies primarily on FA's recommendations based on the due diligence conducted and the market appetite. The FA carries out the valuation to obtain a "Reference Price" for the asset.

In case of Capital Market Transaction, the FA recommends 'Floor Price' for divestment of shares of a selected entity, which is based on pricing benchmarks at various assumptions, including regional precedents of discounts offered in similar transactions, past privatisation precedents of discounts offered, if any, recent trend of share price, if listed and comparison with its peers and outcome of road shows, especially investor feedback and indicative demand analysis at various price levels.

In other cases, the Commission contracts with an external valuation firm or accounting firm as specified in the rules on the valuation of property, which can be obtained from the PC website. The methods used for the valuation vary with the type of business and often more than one method is used in determining the value. These include the discounted cash flow method, asset valuation at book or market value, and stock market valuation. Despite using scientific methods, valuation remains more an art than a science. The true value is dependent on many difficult to quantify variables such as country risk, corporate psychology and strategy, and perceptions of future macroeconomic outlook. Therefore, it is important to focus on designing appropriate transaction structures in choosing and implementing appropriate pre-qualification criteria for bidders, and in following an appropriate bidding process to obtain a fair price for the privatisation.

➤ **Bidding Process**

In case of Strategic Sale, Expressions of Interest (EOI) are invited by advertising in the relevant media. The PC Ordinance 2000 spells out the advertising procedures. Depending on the kind of transaction, the EOI describes the broad qualifications that potential bidders must possess. Those submitting an EOI and meeting the broad qualifications are provided with the Request for Statement of Qualifications (RSOQ) package containing the detailed pre-qualification criteria, and other relevant documents. Interested parties then submit a Statement of Qualification (SOQ), which is evaluated to determine whether

an interested party meets the requisite qualifications. Pre-qualified bidders are then provided IT board Draft Sale Agreement besides given a specified period to conduct their own due diligence, following which they are invited to a pre-bid conference where their questions and concerns can be addressed. The meeting is useful in explaining the bidding procedure to be followed (for example, open auction, sealed bids, or some combination). The bidding itself is done openly, with all bidders and media invited.

In case of Capital Market Transaction, the Bidding process is preferably conducted through Book Building Exercise as approved by the SECP.

➤ **Post-bid Matters**

Following bidding and identification of the highest bidder, the Board of the PC makes a recommendation to the CCOP as to whether or not to accept the bid. The reference price is a major determinant in the recommendation, although the Board may recommend the sale even if the offer price is below the reference price. Once the bid price and bidder are approved, the PC issues a letter of acceptance or a letter of intent to the successful bidder, indicating the terms and conditions of the sale. The PC then finalizes the sale purchase agreement, collects the sale proceeds, and transfers the PSE. Within 30 days of the financial closure, the PC is required to publish the summary details of the transaction in the official gazette.

In case of Capital Market Transaction, after completion of Book Building ‘Strike Price’ is determined on the basis of the ‘Dutch Auction Method’. The successful bidders are intimated about the strike price and the number of shares allotted to each of them. After receipt of full subscription money, the successful bidders are issued/ transferred shares as per provisions of Offer for Sale Document (OFSD).

PERFORMANCE AND ACHIEVEMENTS

A) Privatisation Transactions

From 1991 PC has managed to complete 172 privatisation transactions, as per following table: -

SECTOR	Sale Price 1991 to June 2018	
	No.	Amount (Rs. in million)
Banking	7	41,023
Capital Market Transaction	26	303,494
Energy	15	54,273
Telecom	4	187,024
Automobile	7	1,102
Cement	17	16,177
Chemical	16	1,643
Engineering	7	183
Fertilizers	7	40,281
Ghee Mills	24	842
Rice	8	236
Roti Plants	15	91
Textile	4	371
Newspapers	5	271
Tourism	4	1,805
Others	6	158
Total	172	648,972

B) Privatisation Transactions Completed During 2013-15

The CCoP during October, 2013 to May 31, 2018, approved a list of seventy (70) PSEs for privatisation. Out of which forty-two (42) PSEs were earmarked for Early Implementation Program. The PC initiated its activities and five (05) privatisation transactions have been completed in Banking, Oil & Gas and Power Sector, fetching proceeds of PKR ~172.9 billion (including foreign exchange of USD ~ 1.124 billion).

I. CAPITAL MARKET TRANSACTIONS

i) Key Highlights of United Bank Limited (UBL) Transaction (June 2014)

- One of the largest capital market transaction in Pakistan raising over PKR 38 billion including foreign exchange of over USD 310 million for the Government of Pakistan (GOP);
- Total demand of over PKR 63 billion (USD 632 million) generated at selling price of PKR 158 per shares i.e. demand of 394 million shares against the offer size of 242 million shares;
- Generated robust international demand of over USD 500 million (equivalent of PKR 50 billion) at the selling price of PKR 158 per share;
- Generated upbeat domestic demand of over PKR 12 billion at the selling price of PKR 158 per share;
- Over 30 international equity fund managers/qualified institutional buyers (“QIB”) participated and successfully allocated 81% of the total offer size of 242 million shares;
- Over 200 domestic, institutional and high net worth individuals (“HNWI”) participated and successfully allocated ~19% of the total offer size of ~ 242 million shares.

ii) Key Highlights of Pakistan Petroleum Limited (PPL) Transaction (June 2014)

- **One of the largest ever domestic secondary public offering:** Government of Pakistan divested approximately 5% of the GOP shareholding in PPL raising PKR 15.3 billion or USD 155 million.
- **Largest ever offering via domestic book building mechanism:** PPL transaction was the largest domestic book building ever conducted in the history of the country.
- **First ever government offering through book building:** PPL's secondary public offering (SPO) was the first time the Government utilized the domestic book building mechanism to offer shares to the local investors. Historically, the government has used Global Depository Receipts (GDRs) for international transactions and public offers through balloting for local transactions. This is the most transparent and fair process.
- **First ever transaction where deal price was higher than market price:** The strike price was determined via the book building mechanism for PPL, which was PKR 219 per share. The same was at a premium of 7% to the roof price and also at a premium of 2.4% to the 25 June, 2014 closing price (Floor Price was set on 25 June, 2014) and 0.5% premium to the last day (27 June, 2014) closing price (PKR 217.94). This was the first instance in the history of Pakistan's capital markets where the strike price was higher than the market price.
- **Excessive Demand:** Domestic and foreign investors gave the thumbs up to both PC and PPL by aggressively oversubscribing the offer by 2.04 times. Participation of domestic investors in PPL was significantly higher than the recently conducted offering of UBL, which signifies the trust domestic investors have in the capital markets and the future

progress of the country. Bids in excess of PKR 30 billion were received, surpassing the cumulative demand for all the domestic capital market transactions concluded in the last 2 to 3 years.

iii) Key Highlights of Allied Bank Limited (ABL) Transaction (December 2014)

- Generated proceeds of PKR. 14.4 billion, including \$20 million in FX
- Generated a total demand of over PKR 21 billion
- Demand from foreign investors exceeded USD 30 million
- Oversubscribed by 1.4 times i.e. generated a demand of ~185 million shares against the offer size of ~131 million shares
- Strike Price at ~2.5% discount, to the closing price on that day beating the Asia Region discount benchmarks for precedent transactions
- Over 325 domestic and international investors participated areas including Peshawar, Multan, Faisalabad, Rawalpindi in addition to the conventional three cities of Islamabad, Lahore and Karachi
- Upbeat demand/allocation from individual investors i.e. ~40% due to lowering minimum bid size from PKR 1 million to PKR 500,000.
- ABL transaction given ‘Deal of the year – highly commended’ award for Pakistan in 2015 by The Asset.

iv) Key Highlights of Habib Bank Limited (HBL) Transaction (April 2015)

- Generated proceeds of PKR.102 billion, including \$764 million in FX
- Largest ever equity offering in Pakistan and Asian Frontier Market
- HBL transaction given ‘Best secondary placement / best privatization in the region’ award in 2015 by The Asset
- HBL transaction given ‘Deal of the year’ award for Pakistan in 2015 by The Asset
- Generated demand of approx.US\$1.6Billion (Over Rs 162 Billion) including:
- Unprecedented foreign participation of US\$1.2 Billion with over 40 global equity participating with total demand of over 725 Million shares
- To maximize participation from investors in Pakistan, the bid size was reduced to Rs. 500,000/- from defined minimum bid size of Rs 1,000,000/-
- Base Offer oversubscribed by 3.91x at a Floor Price of Rs. 166 per share
- Total Offer oversubscribed by 1.61x at a Floor Price of Rs. 166 per share
- The multilateral development banks and institutions contributed 12.3% of the Aggregate Demand and ~19.5% of the Total Offer was successfully allocated to them
- Over 40 International Investors contributed ~61.7% of the Aggregate Demand whereby

~56.5% of the Total Offer was successfully allocated to such International Investors

- Over 400 domestic institutional and High Net Worth Individuals (HNWIs) participated and contributed ~26.1% of the Aggregate Demand whereby ~24.0% of the Total Offer was successfully allocated on a pro rata basis to such Investors

II. STRATEGIC SALES

i) National Power Construction Corporation (NPCC) (September, 2015)

The CCoP, in its meeting held on February 13, 2015, approved the strategic sale of minimum 88% shares in NPCC owned by the GOP.

After running the entire process according to the Privatisation Commission Ordinance, 2000, finally the following three investors, who submitted the Earnest Money and satisfied the bidding requirements set forth in the Instruction to Bidders (ITB), were deemed eligible to participate in the bidding process (Qualified Potential Purchasers):

- i. Consortium of M/s Habib Rafiq (Pvt.) Ltd. and M/s Frontier Works Organization. The consortium elected to acquire the shares through a Special Purpose Company, M/s Barq Power and Infrastructure Developers (Pvt.) Ltd, majority owned by M/s Habib Rafiq (Private) Ltd., Pakistan
- ii. Consortium of M/s Zahir Khan & Brothers and M/s Reliable Engineering Services (Pvt.) Ltd., Pakistan
- iii. M/s Mansour Al Mosaid Company, Kingdom of Saudi Arabia.

The CCoP, in its meeting held on August 10, 2015, approved Reference Price of Rs 1,119/- per share for sale of 88% shares of GOP in NPCC (Value of 88% shares is PKR 1,969,440,000/-).

The bidding for the sale of shares of NPCC, representing 88% of the total issued NPCC shares, was held on Tuesday, August 11, 2015 at 1030 Hours at Serena Hotel, Islamabad, chaired by Chairman, PC.

M/s Mansour Al Mosaid Company submitted the highest bid of Rs. 1,420/- per share, 26.9% higher than the CCoP approved Reference Price, and 49% higher than the break-up value, in aggregate amounting to Rs. 2,499,200,000/- for 88% shares of NPCC. Moreover, an amount of Rs. 64,350,640/- relating to Golden Shake Hand / Voluntary Separation Scheme (GHS/VSS) was also paid by the buyer.

The CCoP in its meeting held on August 11, 2015 accepted and approved the highest bid received from M/s Mansour Al Mosaid Company of the Kingdom of Saudi Arabia upon the recommendation of the PC Board in its meeting held on same date.

The transaction was closed on December 01, 2015 with the transfer of 88% shares and management control to M/s Mansour Al Mosaid Company.

ACTIVITIES DURING 2017-18

Privatisation Commission was actively pursuing the privatisation of approved entities through prescribed modes. During 2017-18, following activities were undertaken: -

Restructuring of Pakistan International Airlines Corporation Limited

The Joint Session of the Parliament in April 2016 unanimously passed the PIAC (Conversion) Act, 2016, whereby, PIAC stood converted into a public limited company, namely Pakistan International Airlines Corporation Limited ('PIACL'). One provision ('Explanation' in the Sub-section 4 of Section 4) was made part of the said Act by the Parliament, which restricts the Federal Government from transferring management control in the airline business of PIACL while retaining at least 51% shares in such entity.

The CCoP, on July 14, 2016, directed PC to continue to proceed and finalize the segregation of core and non-core business segments of PIACL, in consultation with, and assistance of, the Aviation Division and PIACL. Accordingly, the PC appointed Financial Advisors prepared a detailed draft Restructuring & Implementation Plan (the 'Draft Plan'), which inter alia envisaged financial and operational restructuring of PIACL, including treatment for legacy loans and liabilities, carve-out of hotels and non-essential real estate and gradual internal segregation of various business segments of PIACL.

The CCoP in February 2018 directed PC to start the process for restructuring of PIACL and resubmit a comprehensive plan in the form of a summary. In light of the CCoP directions, the Transaction Steering Committee was held in March 2018, wherein the Draft Plan was deliberated in detail. Thereafter, the Minister for Privatisation chaired a follow up meeting with the key stakeholders re-emphasizing the directions of the CCoP, wherein recommendations and key features of the Draft Plan were reiterated with the emphasis that the provisions of Section 4 of the Act, facilitates the envisaged segregation of core and non-core business segments of PIACL, whereby the Federal Government may issue orders to provide for the transfer of specified assets to a relevant entity substantially on the terms set forth in the relevant arrangement, during stipulated time period of two (02) years, defined as 'Validity Period'. The meeting ended with the following recommendations:

- *PIACL to hold Board of Directors meeting on Monday, March 26, 2018, for approval of resolution to hold Shareholders meeting for approval of transfer of non-core assets and liabilities.*
- *To formulate overall plan for servicing the expenditures of the GoP owned and controlled entity, where the non-core business segments of PIACL and the identified debt and debt like liabilities are to be transferred.*
- *To ensure that all formalities and corporate actions required to give effect the transfer of non-core business segments and identified debt and debt like liabilities of PIACL through the approved Scheme of Arrangement are completed before the expiry of the Validity Period i.e. April 15, 2018.*

However, the Draft Plan could be not finalized and therefore, the requisite steps/actions to give effect to the proposed restructuring could not be undertaken. Moreover, for the time being process was stopped in the light of the instructions of the Supreme Court of Pakistan in 2018.

SME Bank Limited

GoP holds 93.88% shares in the SME Bank, whereas the rest are held by National Bank of Pakistan, United Bank Limited, MCB Bank Limited, Habib Bank Limited, Allied Bank Limited and Industrial Development Bank Limited.

The CCI in August 2006, approved the inclusion of SME Bank in the privatisation program. Subsequently, the CCoP in its meeting held in October 2013 approved the privatisation of 31 PSEs, as part of “Privatisation Program for Early Implementation”, which inter alia included the SME Bank Limited. Subsequently, in April 2016, the PC appointed consortium of M/s Elixir Securities Pakistan (Private) Limited, Bridge Factor (Private) Limited, KPMG TaseerHadi & Co. and MohsinTayebaly & Co. as Financial Advisors for the SME Bank’s privatisation.

Advertisement inviting Expressions of Interest (‘EOI’) for acquisition of 93.88% shares of SME Bank Limited was published in the local and national newspapers on February 14, 2017, with the last date for submission of EOIs and Statements of Qualification (‘SOQs’) as April 07, 2017. In response, fourteen (14) parties expressed interest, out of which five (05) Interested Parties (‘IPs’) submitted SOQs by the due date of April 07, 2017.

Based on the evaluation of SOQs by the key stakeholders, the PC Board in November 2017 had prequalified three (03) parties, to conduct due diligence of SME Bank and participate in the bidding process. Incidentally, one prequalified party, Lanka Orix Leasing Company, withdrew its interest from the process in December 2017 citing that it had availed alternate investment opportunity and was unable to participate further in the Transaction. Subsequently, in March 2018, another prequalified party, Saudi Pak Industrial & Agricultural Investment Company Limited, conveyed its intention to withdraw from the Transaction, though, after a meeting with the Secretary PC, it consented to continue to participate in the Transaction, however, there was no confirmation on its participation in the bidding process. A major setback to the Transaction happened in April 2018 when the third prequalified party namely FINCA Microfinance Bank Limited also communicated its decision not to proceed further in the Transaction, resulting in suspension of the SME Bank Transaction.

The privatisation process for the transaction has been re-initiated, in line with new Privatisation Programme.

Mari Petroleum Company Limited

Mari Petroleum Co Ltd (MPCL), listed public sector enterprise (PSE) incorporated in December 4, 1984, is managed by Fauji Foundation (Fauji) pursuant to Participation and Shareholders Agreement (PSA) dated June 03, 1985. Fauji, GoP, and Oil and Gas Development Co. Ltd (OGDCL) hold 40%, 18.39%, and 20% respectively. Whereas, 20% of

MPCL shares are held NIT, NBP, SLIC and general public and BESOS Employees Trust hold 1.61%.

Pursuant to the decision of the CCoP dated January 27, 2017, the GoP served the requisite Transfer Notice on January 31, 2017, to M/s Fauji Foundation (Fauji) and Oil & Gas Development Company Limited (OGDCL), the Joint Venture Partners of Government of Pakistan.

In response to the Transfer Notice, both the Fauji and OGDCL decided not to purchase the offered shares and consented to the divestment of Government of Pakistan's share in MPCL through the Pakistan Stock Exchange (PSX), via a Secondary Public Offering (SPO).

Pursuant to the PC Board's decision dated November 02, 2017, advertisement seeking EOIs from Interested Parties for the appointment as Financial Advisory Consortium was re-advertised in the local and international; newspapers on November 30, 2017. Resultantly, three (03) parties submitted their technical and financial proposals, however, the process halted as per the decision of the then Competent Authority(s).

The divestment process of GoP's shares in MPCL has been re-initiated, in line with new Privatisation Programme.

Pakistan Steel Mills Corporation

Pursuant to the decision of the CCoP, dated October 03, 2013, the PC Board in April 2015 approved the appointment of consortium comprising Pak China Investment Company Ltd ('PCICL'), China Development Bank Securities ('CDBS'), as Financial Advisors, along with A.F. Ferguson & Co ('PWC'), Cornelius, Lane & Mufti Advocates & Solicitors ('CLM'), Abacus Consulting, SinoSteel Engineering & Technology and Iqbal A. Nanjee & Co. as sub-contractors to the Financial Advisors, for the privatisation of Pakistan Steel Mills Corporation ('PSMC') ("Transaction"). Accordingly, the Financial Advisory Services Agreement ('FASA') was executed by and between PC, PCICL and CDBS on June 01, 2015, for an initial period of 18 months, which expired on December 01, 2016.

The Financial and its sub-contractors conducted the detailed due diligence exercise of PSMC and proposed the divestment of minimum 75% shares of PSMC, which the PC Board approved in its meeting held on October 01, 2015 and recommended it for the consideration of the CCoP. However, considering the earlier expressed interest of the Government of Sindh ('GoS'), CCoP on October 02, 2015, decided that GoS should be offered to acquire PSMC with all its assets and liabilities. After receiving no affirmative response from GoS, the CCoP on July 14, 2016, directed PC to resume the privatisation process. Accordingly, the PC Board in its meeting held on January 17, 2017, again considered the Financial Advisors' proposals on the Transaction Structure and recommended the Concession/Lease model of PSMC assets for 30 years for consideration and approval of the CCoP. One of the key considerations for the CCoP, to finalize the recommended Concession/Lease model for attracting strategic private sector participation in PSMC, was to layout a mechanism for the settlement of outstanding liabilities of PSMC.

Accordingly, series of high level meetings, chaired by the Minister/ Chairman (PC) and

Secretary (PC), have been held with the stakeholders including Ministry of Industries and Production (MoI&P), Finance Division, Sui Southern Gas Company (SSGC), National Bank of Pakistan (NBP) and PSMC to formulate and structure the mechanism for the retirement and settlement of the colossal liabilities of PSMC exceeding Rs. 188 Billion as of June 2017, on account of outstanding loans and dues to the NBP & other Commercial Banks, Government of Pakistan (GoP), SSGC, PSMC employee related liabilities, and etc. However, to date decision in this regard remains pending, as the stakeholders have yet not reached a consensus on the modalities of the settlement features.

It is worth mentioning that since March 4, 2015, the Government of Pakistan has been ensuring provision of monthly salaries to the PSMC employees, where on case-to-case basis, the ECC of the Cabinet at twenty four (24) different occasions has approved total sum of Rs. 18.46 billion on account of PSMC employees' salaries for the period from November 2014 to July 2018.

The entity has now been delisted as per new Privatisation Programme.

FORMULATION OF NEW PRIVATISATION PROGRAM

Pursuant to the Elections 2018, a new Government has sworn in, who intends to revive the loss-making Public-Sector Entities through appropriate mechanisms like restructuring, good governance, and accountability.

The Chairman, Cabinet Committee on Privatisation (CCoP) / Minister for Finance, Revenue & Economic Affairs during a briefing on September 29, 2018 had directed to formulate a new Privatisation Plan for approval of the CCoP/ Cabinet.

Accordingly, the Privatisation Commission has started consultative process with all stakeholders for formulation of new Privatisation Plan. Thereafter, a privatisation program will be submitted for approval of the competent authority.

PUBLIC FACILITATION & REDRESSAL OF COMPLAINTS

The Public Complaints Resolution Mechanism has been established in the PD & PC under supervision of the Deputy Secretary (Admin), Privatisation Division and Director (Admin), Privatisation Commission respectively for expeditious processing / resolution of the public complaints.

Moreover, the Complaint Management Information System (CMIS) has also been connected with the Wafaqi Mohtasib Secretariat (WMS) via www.privatisation.gov.pk & <http://complaints.mohtasib.gov.pk>, in order to facilitate monitoring of complaints by the WMS and their quick disposal by the relevant organization.

Pension Facilitation Cell

The Pension Cell has also been established in the Privatisation Division under supervision of Joint Secretary (Admin), Privatisation Division to facilitate the pensioners, for timely completion / finalization of pension cases, in compliance with the WMS's instructions.

FINANCIAL OVERVIEW

Demand No.39 covers annual budget allocation of Privatisation Division (PD) under ID-6976 and Privatisation Commission (PC) under ID-6975. The PD has regular budget released on yearly basis while the PC has Assignment Account and its funds are released on quarterly basis by the F.A. Organization of the Finance Division. The detail of budget allocation of the major heads of the FY 2017-18 is given as under: -

Allocation of Ministry of Privatisation (Privatisation Division & Privatisation Commission) Budget

Account Heads	<u>Rupees (in million)</u>
A01-Employees Related Expenses	92,972,000
A03-Operating.Expenses.	49,518,000
A04-Employees Related Benefits	2,067,000
A05-Grant	3,634,000
A06-Transfers	2,600,000
A09-Purchases	1,112,000
A13-Repairs	1,916,000
TOTAL	153,819,000

**PRIVATISED TRANSACTIONS
FROM 1991 TO JUNE 2018**

Rs (in million)				
S #	Unit Name	Sale Price	Date of Transfer	Buyer Name
BANKING AND FINANCE				
Bank				
1	Allied Bank Limited (51%)	972	Feb-91	EMG
2	Muslim Commercial Bank (75%)	2,420	Apr-91	National Group
3	Bankers Equity Ltd. (51%)	619	Jun-96	LTV Group
4	Habib Credit & Exchange 70 % (52,500,000)	1,634	Jul-97	Sh. Nahyan bin Mubarik Al-Nahyan
5	United Bank Ltd. 51% (1,549,465,680 shares)	12,350	Oct-02	Consortium of Bestway & Abu Dhabi Group
6	Bank Alfalah 30% (22,500,000 shares)	620	Dec-02	Abu Dhabi Group
7	Habib Bank (51%)	22,409	Dec-03	Agha Khan Fund for Economic Development
	Total	41,023		
Capital Market Transaction				
8	Muslim Commercial Bank (6.8%)	563	Jan-01	MCB Employees-PF & Pension-F
9	Muslim Commercial Bank (4.4%)	364	Nov-01	MCB Employees-PF & Pension-F
10	NBP 10% shares IPO (37,300,000)	373	Feb-02	General Public Thru Stock Exchange
11	Muslim Commercial Bank-CDC (24,024,560 shares)	664	Oct-02	Sale thru CDC
12	Pakistan Oil Fields Limited -CDC (28,546,810 shares)	5,138	Oct-02	Sale thru CDC
13	Attock Refinery Limited -CDC (10,206,000 shares)	1,039	Jan-03	Sale thru CDC
14	ICP Lot – A	175	Sep-02	ABAMCO
15	ICP Lot – B	303	Oct-02	PICIC
16	ICP – SEMF	787	Apr-03	PICIC
17	NBP 10% SPO (37,303,932 shares)	782	Nov-02	Sale thru CDC
18	DG Khan Cement -CDC (3,601,126 shares)	63	Dec-02	General Public Thru Stock Exchange
19	NBP 3.52% 3rd offer (13,131,000 shares)	604	Nov-03	General Public Thru Stock Exchange
20	OGDCL 5% IPO (215,046,420 shares)	6,851	Nov-03	General Public Thru Stock Exchange
21	SSGC10% -SPO (67,117,000 shares)	1,734	Feb-04	General Public Thru Stock Exchange
22	PIA 5.8% SPO (66,057,000 shares)	1,215	Jul-04	General Public Thru Stock Exchange
23	PPL15% IPO (102,875,000 shares)	5,633	Jul-04	General Public Thru Stock Exchange

24	KAPCO 20% IPO (160,798,500 shares)	4,815	Apr-05	General Public Thru Stock Exchange
25	UBL 4.2% IPO (21,867,400 shares)	1,087	Aug-05	General Public Thru Stock Exchange
26	OGDCL 9.1% GDR (390,588,000 shares)	44,893	Dec-06	GDR offering to international & domestic institutions
	OGDCL 0.4% GDR (18,000,000 shares)	2,070	Apr-07	General Public Thru Stock Exchange
27	OGDCL 0.5% SPO (21,505,000 shares)	2,360	Apr-07	General Public Thru Stock Exchange
28	UBL 25.0% GDR (202,343,752 shares)	39,540	Jun-07	GDR offering to international & domestic institutions
29	HBL 7.5% thru IPO (51,750,000 shares)	12,161	Oct-07	General Public Thru Stock Exchange
30	UBL 19.6% (241,921,931 shares)	38,224	Jun-14	Strategic Investors
31	PPL 5% (70,055,000 shares)	15,342	Jun-14	Strategic Investors
32	ABL (131,275,073 shares)	14,440	Dec-14	Strategic Investors
33	HBL (609,317,135 shares)	102,365	Apr-15	Strategic Investors
	Total	303,494		
TOTAL BANKING & FINANCE		344,517		
ENERGY SECTOR				
34	Mari Gas (20%)	102	Apr-94	Mari Gas Company Ltd.
35	Kot Addu Power Company (26%)	7,105	Jun-96	National Power
36	Kot Addu Power Company (10%)	3,046	Nov-96	National Power
37	Kot Addu (Escrow A/C)	901	Apr-02	National Power
38	SSGC LPG business	369	Aug-00	Caltex Oil Pak.(Pvt) Ltd.
39	SNGPL LPG business	142	Oct-01	Shell Gas LPG Pakistan
40	Badin II (Revised)	503	Jun-02	BP Pakistan & Occidental Pakistan
41	Adhi	619	May-02	Pakistan Oil Field
42	Dhurnal	161	May-02	Western Acquisition
43	Ratana	25	May-02	Western Acquisition
44	Badin I	6,433	Jun-02	BP Pakistan & Occidental Pakistan
45	Turkwal	76	Jun-02	Attock Oil Company
46	NRL (51% shares)	16,415	May-05	Consortium of Attock Refinery Ltd.
47	KESC (73% GOP shares)	15,860	Nov-05	Hassan Associates
48	NPCC (88% GOP shares) (1,760,000 shares)	2,517	Sep-15	Mansoor Al Mosaid Company
TOTAL ENERGY SECTOR		54,273		
TELECOMMUNICATIONS				
49	PTCL (2%)	3,033	Aug-94	General Public Thru Stock Exchange
50	PTCL (10%)	27,499	Sep-94	Through DR form

51	26% (1.326 billion) B class shares of PTCL	155,992	Jul-05	Etiselat UAE
52	Carrier Telephone Industries	500	Oct-05	Siemens Pakistan Engineering Co. Ltd.
TOTAL TELECOMMUNICATIONS		187,024		
INDUSTRIAL UNITS				
Automobile				
53	Al-Ghazi Tractors Ltd.	106	Nov-91	Al-Futain Industries (Pvt) Ltd. UAE
54	National Motors Ltd.	150	Jan-92	Biboo Jee Services
55	Millat Tractors Ltd.	306	Jan-92	EMG
56	Baluchistan Wheels Ltd.	276	May-92	A. Qadir & Saleem I. Kapoorwala
57	Pak Suzuki Co. Ltd.	172	Sep-92	Suzuki Motors Co. Japan
58	Naya Daur Motors Ltd.	22	Jan-93	Farid Tawakkal & Saleem I. Kapoorwala
59	Bolan Castings	69	Jun-93	EMG
	Total	1,102		
Cement				
60	Maple Leaf Cement	486	Jan-92	Nishat Mills Ltd.
61	Pak Cement	189	Jan-92	Mian Jehangir Ellahi & Associates
62	White Cement	138	Jan-92	Mian Jehangir Ellahi & Associates
63	D.G Khan Cement	1,961	May-92	Tariq Sehgal & Associates
64	Dandot Cement	637	May-92	EMG
65	Garibwal Cement	836	Sep-92	Haji Saifullah & Group
66	Zeal Pak Cement	240	Oct-92	Sardar M. Ashraf D. Baluch
67	Kohat Cement	528	Oct-92	Palace Enterprises
68	Dandot Works - National Cement	110	Jan-95	EMG
69	General Refractories Limited	19	Feb-96	Shah Rukh Engineering
70	Wah Cement	2,416	Feb-96	EMG
71	Associated Cement Rohri	255	Nov-03	National Transport Karachi
72	Thatta Cement	794	Jan-04	Al Abbass Group
73	10% additional shares – Dandot Cement	8	Oct-04	EMG
74	10% additional shares – Kohat Cement	41	Oct-04	EMG
75	Mustehkam Cement Limited	3,205	Nov-05	Bestway Cement Limited
76	Javedan Cement Company Limited	4,316	Aug-06	Haji Ghani Usman & Group
	Total	16,177		
Chemical				
77	National Fibres Ltd	757	Feb-92	Schon Group
78	Kurram Chemicals	34	Feb-92	Upjohn Company USA

79	Pak PVC Ltd	64	Jun-92	Riaz Shaffi Reysheem
80	Sind Alkalis Ltd	152	Oct-92	EMG
81	Antibiotics (Pvt) Ltd	24	Oct-92	Tesco (Pvt) Ltd.
82	Swat Elutriation	17	Dec-94	Sahib Sultan Enterprises
83	Nowshera PVC Co. Limited	21	Feb-95	Al Syed Enterprises
84	Swat Ceramics (Pvt) Limited	39	May-95	Empeiral Group
85	Ittehad Chemicals	400	Jul-95	Chemi Group
86	Pak Hye Oils	54	Jul-95	Tariq Siddique Associates
87	Ravi Engineering Limited	5	Jan-96	Petrosin Products
88	Nowshera Chemicals	21	Apr-96	Mehboob Ali Manjee
89	National Petrocarbon	22	Jul-96	Happy Trading
90	National Petrocarbon (add'l 10% shares)	2	Mar-02	Happy Trading
91	Khuram Chemicals (additional 10%)	6	Oct-03	Pfizer Pakistan
92	10% additional shares – Ittehad Chemicals	26	Oct-04	EMG
	Total	1,643		
Engineering				
93	Karachi Pipe Mills	19	Jan-92	Jamal Pipe Industries
94	Pioneer Steel	4	Feb-92	M. Usman
95	Metropolitan Steel Mills Limited	67	May-92	Sardar M. Ashraf D. Baluch
96	Pakistan Switchgear	9	Jun-92	EMG
97	Quality Steel	13	Apr-93	Marketing Enterprises
98	Textile Machinery Co	28	Oct-95	Mehran Industries
99	Indus Steel Pipe	43	Jul-97	Hussien Industries
	Total	183		
Fertilizer				
100	Pak China Fertilizers Company Limited	435	May-92	Schon Group
101	Pak Saudi Fertilizers Ltd. (90%)	7,336	May & Sep-02	Fauji Fertilizers
102	Pak Saudi Fertilizers Ltd. (10%)	815	Sep-02	Fauji Fertilizers Ltd.
103	Pak Arab Fertilizers (Pvt) Ltd. (94.8%)	14,126	May-05	Export Reliance- Consortium
104	Pak American Fertilizers (100%)	15,949	Jul-06	Azgard 9
105	Lyallpur Chemical & Fertilizers	280	Feb-07	Al Hamd Chemical (Pvt) Limited
106	Hazara Phosphate Fertilizers Limited	1,340	Nov-08	Pak American Fertilizers
	Total	40,281		

Ghee				
107	Fazal Vegetable Ghee	21	Sep-91	Mian Mohammad Shah
108	Associated Industries	152	Feb-92	Mehmooob Abu-er-Rub
109	Sh Fazal Rehman	64	Apr-92	Rose Ghee Mills
110	Sh Fazal Rehman (additional 10% shares)	2	May-05	Rose Ghee Mills
111	Kakakhel Industries	55	May-92	Mehmooob Abu-er-Rub
112	United Industries	16	May-92	A. Akbar Muggo
113	Haripur Vegetable Oil	30	Jul-92	Malik Naseer & Associates
114	Bara Ghee Mills	28	Jul-92	Dawood Khan
115	Hydari Industries	-	Aug-92	EMG
116	Chiltan Ghee Mills	43	Sep-92	Baluchistan Trading Co.
117	Wazir Ali Industries	32	Dec-92	Treat Corporation
118	Asaf Industries (Pvt) Limited	11	Jan-93	Muzafar Ali Isani
119	Khyber Vegetable	8	Jan-93	Haji A. Majid & Co.
120	Suraj Vegetable Ghee Industries	11	Jan-93	Trade Lines
121	Crescent Factories Vegetable Ghee Mills	46	Jan-93	S. J. Industries
122	Bengal Vegetable	19	Mar-93	EMG
123	A & B Oil Industries Limited	29	Mar-93	Al-Hashmi Brothers
124	Dargai Vegetable Ghee Industries	26	Nov-97	Gul Cooking Oil Industries
125	Punjab Vegetable Ghee	19	May-99	Canal Associates
126	Burma Oil	20	Jan-00	Home Products International
127	E&M Oil Mills	94	Jul-02	Star Cotton Corp. Ltd.
128	Maqbool Oil Company Ltd.	28	Jul-02	Madina Enterprises
129	Kohinoor Oil Mills	81	May-04	Iqbal Khan
130	United Industries Limited	8	Sep-05	A. Akbar Muggo
	Total	842		
Mineral				
131	Makerwal Collieries	6	Jul-95	Ghani Group of Industries
Rice				
132	Sheikhupura	28	May-92	Contrast Pvt Ltd.
133	Faizabad	21	May-92	Packages Ltd.
134	Siranwali	16	Jul-92	Enkay Enterprises
135	Hafizabad	20	Sep-92	Pak Pearl Rice Mills
136	Eminabad	24	Nov-92	Pak Arab Food Industries
137	Dhaunkel	79	Jun-93	Dhonda Pakistan Pvt Ltd.
138	Mabarikpur	14	Nov-93	Maktex (Pvt) Ltd.

139	Shikarpur	33	Mar-96	Afzaal Ahmad
	Total	236		
Roti Plants				
140	Gulberg, Lahore	9	Jan-92	Packages Ltd.
141	Peshawar	3	Jan-92	Saleem Group of Industries
142	Head Office, Lahore	10	Jan-92	Hajra Textile Mills
143	Hyderabad	3	Jan-92	Utility Stores Corp.
144	Faisalabad	12	Jan-92	Azad Ahmad
145	Bahawalpur	2	Feb-92	Utility Stores Corp.
146	Multan	3	Feb-92	Utility Stores Corp.
147	Quetta	5	Feb-92	Utility Stores Corp.
148	Islamabad	4	Mar-92	Utility Stores Corp.
149	Taimuria, Karachi	9	Jun-92	Spot Light Printers
150	SITE, Karachi	5	Sep-92	Specialty Printers
151	Multan Road, Lahore	4	Dec-92	Utility Stores Corp.
152	Korangi, Karachi	5	Apr-93	Utility Stores Corp.
153	Mughalpura, Lahore	-	Jun-96	Pakistan Railways
154	Gulshan-e-Iqbal, Karachi	20	Mar-98	Ambreen Industries
	Total	91		
Textile				
155	Quaidabad Woollen Mills	86	Jan-93	Jehangir Awan Associates
156	Cotton Ginning Factory	1	Jun-95	Hamid Mirza
157	Bolan Textile Mills	128	Oct-05	Sadaf Enterprises
158	Lasbella Textile Mills	156	Nov-06	Raees Ahmed
	Total	371		
TOTAL INDUSTRIAL UNITS		60,930		
MISCELLANEOUS				
159	National Tubewell Construction Corp.	19	Sep-99	Through Auction
160	Duty Free Shops	13	Sep-99	Weitnaur Holding Ltd.
161	Republic Motors (Plot)	6	Nov-99	Muhammad Mushtaq
162	Al Haroon Building Karachi	110	Sep-02	LG Group
163	International Advertising (Pvt) Ltd.	5	Apr-05	EMG
TOTAL MISCELLANEOUS		152		
NEWSPAPERS				
164	N.P.T Building	185	Oct-93	Army Welfare Trust
165	Mashriq – Peshawar	27	Jun-95	Syed Tajmir Shah

166	Mashriq – Quetta	6	Jan-96	EMG
167	Progressive Papers Ltd.	46	May-96	Mian Saifu-ur-Rahman
168	Mashriq – Karachi	7	Aug-96	EMG
TOTAL NEWSPAPERS		271		
TOURISM				
169	Cecil's Hotel	191	Jun-98	Imperial Builders
170	Federal Lodges - 1- 4	39	Jan-99	Hussain Global Assoc.
171	Dean's Hotel	364	Dec-99	Shahid Gul & Partners
172	Falleti's Hotel Lahore	1,211	Jul-04	4B Marketing
TOTAL TOURISM		1,805		
172	GRAND TOTAL	648,972		

