



BEFORE THE  
COMPETITION COMMISSION OF PAKISTAN

FIRST PHASE REVIEW

IN THE MATTER OF SUBSCRIPTION OF % SHAREHOLDING OF M/S.  
AEREM ENERGY (PRIVATE) LIMITED BY M/S. JCM POWER CORPORATION,  
M/S. BURJ ENERGY INTERNATIONAL MANAGEMENT LIMITED AND RANA  
NASIM AHMED

CASE NO. 1574/Merger-CCP/2025



Commission:

Dr. Kabir Ahmed Sidhu

*Chairman*

## ORDER

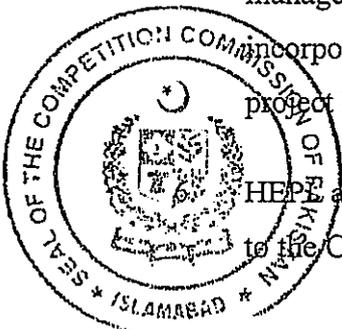
1. On 01 October 2025, M/s. Aerem Energy (Private) Limited (the “Target” or “AE”) submitted a pre-merger application (the “Application”) to the Competition Commission of Pakistan (the “Commission”) notifying the Commission of its intended transaction. The transaction involves the subscription of % of its shareholding by M/s. JCM Power Corporation (“JCM”), M/s. Burj Energy International Management Limited (“BEIML”), and Mr. Rana Nasim Ahmed (“RNA”) (collectively, the “Acquirers”).
2. The Application was filed under Section 11 of the Competition Act, 2010 (the “Act”) read with Regulation 6 of the Competition (Merger Control) Regulations, 2016 (the “Merger Regulations”).

### Merger Parties

#### Acquirer 1

3. JCM Power Corporation was incorporated in Canada on 24 November 2017, as a part of a reorganization of JCM Solar Capital Limited.
4. Globally, JCM and its subsidiaries together are dedicated to accelerating social, economic and environmental sustainability in high-growth markets through the development, construction and operations of renewable energy infrastructure. JCM’s focus is on projects in Sub-Saharan Africa and South Asia. It establishes long-term partnerships with local communities, governments and financial institutions to develop, build and operate clean energy projects in markets where economies are growing rapidly, and electricity is scarce.
5. In Pakistan, JCM indirectly holds % shares of HAWA Energy (Private) Limited (HEPL) and % shares of Jhimpir Power (Private) Limited (JPL) (along with management control of JPL). HEPL and JPL are both private limited companies incorporated in Pakistan. Each company independently operates a MW wind power project located in Jhimpir, Sindh.

HEPL and JPL are engaged in activities in the power generation sector and sell electricity to the Central Power Purchasing Agency (Guarantee) Limited (CPPA-G), which serves



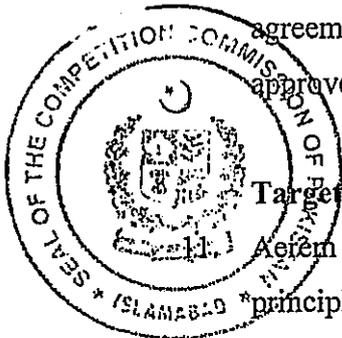
as the Market Operator in Pakistan, under power purchase agreements at rates/tariffs approved by NEPRA.

### **Acquirer 2**

7. Burj Energy International Management Limited is a private limited company incorporated in United Arab Emirates (UAE) on 25 April 2018. The principle activities of the company are investment in industrial enterprises, acting as the holding company and managing office for various group companies.
8. BEIML holds % of the issued share capital of Burj Modaraba Management Company (Private) Limited (BMMC), which manages the Burj Clean Energy Modaraba (BCEM). BEIML also holds % position in BCEM (through Modaraba certificates).
9. BCEM holds % shares of Burj Solar Energy (Private) Limited (BSPL) and % shares of JPL. BSPL owns and operates a 7 MW solar captive power project and sells electricity generated by the project to Power Cement Limited in Pakistan while JPL operates a 50 MW wind power project located in Jhampir, Sindh, and sells electricity to the CPPA-G at rates/tariffs approved by NEPRA.

### **Acquirer 3**

10. Rana Nasim Ahmed is a Pakistani citizen who is a leading developer and operator in renewable energy. He holds % shares of Harappa Solar (Private) Limited (HSPL), % shares of Ghara Solar Limited (GSL) and % shares of GH2 Industries (Private) Limited (GIPL). GSL and HSPL operate solar renewable energy power plants and as such are engaged in activities in the power generation sector. Electricity produced by the projects operated by GSL and HSPL is sold to the CPPA-G pursuant to energy purchase agreements executed between CPPA-G and the respective entities at rates/tariffs approved by NEPRA.



Target  
Aefem Energy (Private) Limited was incorporated in Pakistan on 16 March 2018. The principle activity of the company is to generate and supply electricity to National Transmission and Dispatch Company Limited on Build, Operate and Own basis. The company has obtained Letter of Intent from Energy Department of Government of Sindh.

The company is in the start-up phase and has not yet commenced its commercial operations.

12. AE is presently dormant/non-functional and only holds rights to certain land situated in Dhabeji, Thatta, Sindh which has been granted to it through allotment. The Acquirers intend to use AE as a project company for the development, construction, operation, and maintenance of a      MW electricity generation project (the **Project**). The Project comprises a hybrid solar photovoltaic and wind power generation facility to be located near Goth Dhorji Jokhio, Thatta, Sindh. The Project was awarded to the Acquirers by K-Electric Limited (**KE**).

### **Transaction**

13. As per the Agreement, the Target shall issue      ordinary shares, value of PKR 10/- each. JCM will hold      shares of Target, representing      % of the issued share capital, BEIML will hold      shares of Target, representing      % of the issued share capital and RNA will hold      shares of Target, representing      % of the issued share capital. Accordingly, the total estimated value amounts to PKR      (the **Transaction**).
14. Hence, after the allotment of the aforesaid shares Acquirer 1, Acquirer 2 and Acquirer 3 will become shareholders of      % of the issued ordinary shares of the Target.

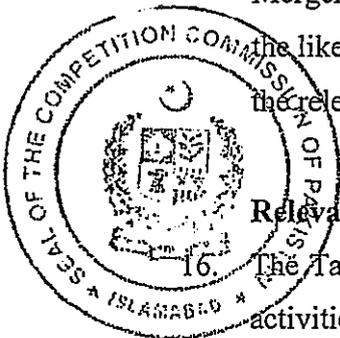
### **Phase-I Competition Assessment**

#### **Procedural Review**

15. Based on the Application, the Commission undertook a Phase-I review to assess the competitive implications of the Transaction. The evaluation included an examination of the documentation, to determine compliance with the provisions of the Act and the Merger Regulations, with particular focus on potential competitive concerns, including the likelihood of the creation or strengthening of a dominant position post-Transaction in the relevant market.

#### **Relevant Market**

The Target will be engaged in the business of generating and supplying electricity. Its activities are centered on utility-scale renewable energy initiatives, specifically the development of a solar photovoltaic and wind hybrid power project with an expected



capacity of up to MWac. The project is being established for the dedicated purpose of supplying electricity to KE.

17. Keeping in view the foregoing, the relevant product market in this case is determined as **“Power Generation”** and the relevant geographic market is the area covered under KE’s distribution license, **“Karachi and its adjoining areas, including Dhabjei and Gharo in Sindh, and Hub, Uthal, Vinder and Bela in Balochistan”**.

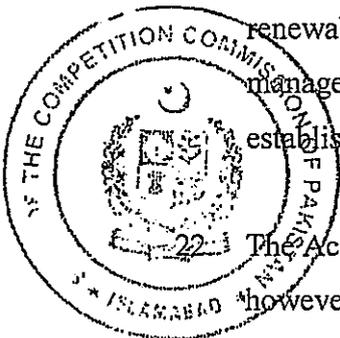
#### Market Share

18. According to the information submitted in the Application, the total installed power generation capacity of Pakistan is presently around MW, valued at PKR trillion. The Target is presently a non-operational/dormant company and is not engaged in any commercial activity. Once the Project becomes commercially operational, the Project will be able to generate electricity of up to 240MW.
19. Given that the Target’s relevant geographic market comprises the areas covered under KE’s distribution license, which includes Karachi and its adjoining areas such as Dhabjei and Gharo in Sindh, as well as Hub, Uthal, Vinder, and Bela in Balochistan, it is appropriate to calculate its market share based on KE’s total fleet and total external procurement, which amounts to MW as submitted in the Application.
20. Based on this calculation, the Target’s market share is expected to be approximately %, as it will supply MW of electricity to KE once operational.

#### Competition Analysis

21. Based on the foregoing assessment, the Commission observes that the proposed Transaction involves the subscription of shares in the Target by the Acquirers for the purpose of utilizing it as a special purpose vehicle to develop, construct, and operate a renewable energy project supplying electricity to KE. The Acquirers will collectively manage the Target in accordance with the terms of the consortium arrangement established for the KE Project.

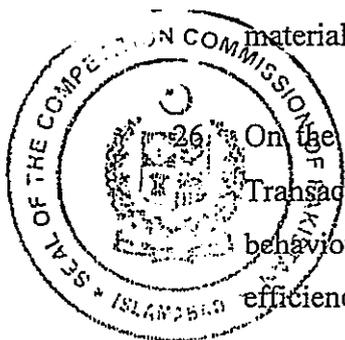
The Acquirers are active participants in the broader power generation sector in Pakistan; however, the Target is not currently operational and is expected to commence activities



in the future, exclusively within KE's licensed service areas. None of the Acquirers supply electricity within KE's licensed service areas, as their existing operations are limited to selling electricity to CPPA-G or other designated off-takers, including private entities such as Power Cement Limited. Accordingly, there is currently no horizontal overlap between the activities of the Acquirers and the Target in the relevant geographic market.

23. In this context, the Transaction does not result in any structural or behavioural change capable of lessening competition in the relevant market. KE's supply market is characterized by multiple active suppliers and significant overall capacity, factors that collectively ensure ongoing competitive pressures.
24. The proposed Transaction is not expected to affect the overall level of market concentration nor materially alter the competitive dynamics of the power generation sector. The Target's market share being approximately  $\frac{1}{10}$  or MW of KE's total fleet and external procurement of MW is minimal relative to KE's capacity and the broader market. As there is no aggregation of market shares or enhancement of market power, this level remains well below the statutory threshold for presumption of dominance under Section 2(1)(e) of the Act. Accordingly, the Transaction is unlikely to confer any appreciable ability to influence market conditions, restrict competition, or alter the existing balance among market participants within KE's licensed supply area.
25. The Transaction is not expected to give rise to unilateral effects, coordinated conduct, or market foreclosure, nor is it likely to hinder the entry, expansion, or operations of existing or potential electricity suppliers in KE's licensed areas. The Acquirers' absence from the relevant geographic market prior to the Transaction ensures that no existing competitive dynamics will be materially altered. Furthermore, the relatively small market share of the Target in the context of KE's total capacity confirms that the Transaction will not materially change market structure or diminish the intensity of competition.

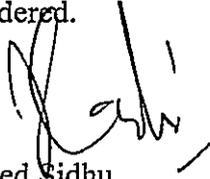
On the basis of the foregoing analysis, the Commission concludes that the proposed Transaction is not likely to substantially lessen competition, facilitate coordinated behaviour among undertakings, or otherwise adversely affect the structure, dynamics, or efficiency of the electricity supply market within KE's licensed areas.



**Determination**

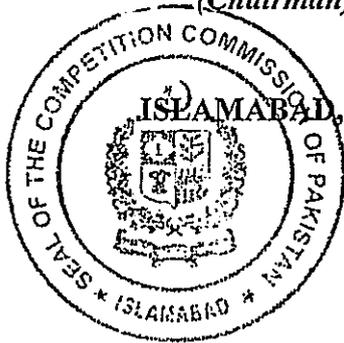
27. Based on the information provided, the Commission concludes that the proposed Transaction does not create or strengthen a dominant position in the relevant market, as defined under Section 2(1)(e) read with Section 11 of the Act and the Merger Regulations. Accordingly, the proposed Transaction is hereby authorized under Section 31(1)(d)(i) of the Act.
28. Notwithstanding the above, matters which may fall outside the scope of the Commission's jurisdiction, remain subject to applicable laws, judicial orders and the oversight of relevant regulatory bodies.

29. It is so ordered.



Dr. Kabir Ahmed Sidhu

(Chairman)



Dec 30<sup>th</sup>, 2025.