

RUMSL may, in its absolute discretion but without being under any obligation to do so, update, amend or supplement the information, assessment, statement or assumptions contained in the Bid Documents.

The RFP and the Project Agreements have been prepared in accordance with the Section 63 Guidelines, as amended from time to time, except for the deviations as may be approved by Madhya Pradesh Electricity Regulatory Commission.

The issue of the Bid Documents does not imply that RUMSL is bound to qualify any Bidder or to award the project to any Bidder. RUMSL reserves the right to reject all or any of the Bids without assigning any reasons whatsoever.

The statements and explanations contained in this RFP, the Information Memorandum, the Data Room and any other Bid Documents are intended to provide an understanding to the Bidders about the subject matter of this RFP and should not be construed or interpreted as limiting in any way or manner the obligations of the Selected Bidder(s) that will be set out in the Project Agreements or RUMSL's right to amend, alter, change, supplement or clarify the Units' scope or the terms of this RFP or the Project Agreements. Consequently, any omissions, conflicts or contradictions in the Bid Documents (including this RFP) are to be noted, interpreted and applied appropriately to give effect to this intent, and no claims on that account shall be entertained by RUMSL.

The Bidders shall bear their own costs associated with or relating to the preparation and submission of their Bids, including copying, postage, delivery charges and expenses associated with any demonstrations or presentations which may be required by RUMSL or any other costs incurred in connection with or relating to their Bids. All such costs and expenses will be borne by Bidders, and RUMSL and its employees and advisors will not be liable in any manner whatsoever for such costs and expenses, regardless of the conduct or outcome of the Bid Process.

GLOSSARY

In this RFP, unless the context otherwise requires, capitalised terms shall have the meaning given to them in the table below.

Addendum or Addenda	means addendum or addenda to the RFP.
Affiliate	means, in relation to a Bidder, or a Member of a Consortium, a Person who, directly or indirectly Controls, is Controlled by, or is under the common Control of such Bidder or Member of a Consortium.
Annex	means an annexure to this RFP.
Appropriate Commission	shall mean the Central Electricity Regulatory Commission referred to in section 76 of the Electricity Act or the State Electricity Regulatory Commission referred to in section 82 of the Electricity Act or the Joint Electricity Regulatory Commission referred to in section 83 of the Electricity Act, as the case may be.
Average Tariff	has the meaning ascribed to it in Clause 17.2.
Best Quote	has the meaning ascribed to it in Clause 17.4.
Bid Documents	<p>means this RFP, any Addenda or written clarifications issued to the Bidders in accordance with this RFP, as relevant, and any other documents provided by RUMSL including the Information Memorandum pursuant to this RFP.</p> <p>It is clarified that, on the E-bidding Portal, 'Bid Documents' are referred to as 'Tender Documents'.</p>
Bid Process	means the single-stage two part (envelope) bidding process, followed by the Reverse Auction Process in accordance with the Section 63 Guidelines, adopted by RUMSL for the award of the Unit(s) to the Selected Bidder, the terms of which are set out in this RFP.
Bid Schedule	means the Schedule set out at Schedule 1.
Bid Security	has the meaning ascribed to it in Clause 7.1.
Bidder	<p>means a Company, or a Consortium of Companies, which submits a Bid to RUMSL in accordance with the provisions of this RFP.</p> <p>It is clarified that, on the E-bidding Portal, 'Bidder' is also referred to as 'Supplier Organization'.</p>
Bidding Consortium or Consortium	means a combination of Companies that have formed a consortium or association by fulfilling the requirements set out in this RFP, including executing a JBA, for the purpose of submitting a Bid and for developing, operating and maintaining the Unit, if such consortium or association is declared as the Selected Bidder.

Bid	means the Proposal submitted by Bidders for the award of the Unit (s), comprising of online submissions in accordance with Clause 13.1, and a set of Tariffs for different Units quoted at the Reverse Auction Process stage; and Bid shall mean any one of them.
Calendar Year	means a year commencing on 1 January and ending on 31 December.
Clause	means a clause of this RFP.
Company or Bidding Company	means a body corporate incorporated in: (a) India under the Companies Act, 1956 or the Companies Act, 2013, as applicable; or (b) any other country, in accordance with the applicable laws of the country of incorporation.
Competent Authority	Competent Authority shall have the meaning ascribed to in the Office Memorandum.
Conflict of Interest	has the meaning ascribed to it in Clause 3.2(a).
Control	means the ownership, directly or indirectly, of more than 50% (fifty percent) of the voting shares of such company or the right to appoint majority directors.
Corrigendum or Corrigenda	Corrigendum or Corrigenda means a corrigendum or corrigenda to the RFP.
Data Room	means the virtual data room that will be open to Bidders and their advisors from the date specified in Schedule 1 until the Proposal Due Date. It is clarified that, on the E-bidding Portal, 'Data Room' is referred to as 'Buyer Data-Room Tender-Specific (BDR-TS)'.
Delivery Point	shall have the meaning ascribed to in the Power Purchase Agreement.
Document Cost	means the amount of INR 250,000 (Indian Rupees Two Hundred Fifty Thousand) exclusive of applicable taxes, payable by Bidders, in accordance with Clause 21.3, towards the cost of the Bid Documents.
E-bidding Portal	has the meaning ascribed to it in Clause 2.2. It is clarified that, on the E-bidding Portal, the term 'E-bidding Portal' is referred to as 'ElectronicTenderSystem [®] (ETS)' – URL: https://www.bharat-electronictender.com .
Equity	shall mean the sum expressed in INR representing the paid up share capital of the SPD for meeting the equity component of the project, and shall include convertible instruments or other similar form of

	capital, which shall compulsorily convert into equity share capital of the SPD and any subordinated shareholder loan.
Eligible Bidder	means a Bidder who is determined to be eligible to participate in the Reverse Auction Process on the basis of responsiveness check of its Financial Proposal, in accordance with Clause 17.2.
Financial Capacity	has the meaning ascribed to it in Clause 15.5.
Financial Proposal	has the meaning ascribed to it in Clause 13.1(b). It is clarified that, on the E-bidding Portal, 'Financial Proposal' is referred to as 'Financial Bid-Part or Financial Envelope or Financial-Part'.
Financial Year	means a year commencing on 1 April of any Calendar Year and ending on 31 March of the following Calendar Year.
Floating Solar Park (FSP)	shall mean Phase II (300 MW) of floating solar park of estimated 600 MW capacity located at Omkareshwar reservoir in the state of Madhya Pradesh
Floating Solar Power Generator	means solar power generator setting up floating solar projects for the respective Unit at the Floating Solar Park as per this RFP and for the purposes of executing the Project Agreements, will mean: (a) the SPV incorporated by the Selected Bidder; or (b) the Selected Bidder itself, if it is a single entity, and not a Consortium or a foreign Company, and has elected not to incorporate an SPV to implement the project.
GoI	means the Government of India.
GoMP	means the Government of Madhya Pradesh.
Information Memorandum	means the information memorandum prepared by RUMSL in relation to the Floating Solar Park and the Units and shared by RUMSL in Data Room. In case of any discrepancy, the RFP and the Project Agreements would prevail over the Information Memorandum.
INR	means Indian Rupees, the lawful currency of the Republic of India.
ISN-ETS	means M/s ISN ElectronicTender Services Private Limited.
JBA	means a binding joint bidding agreement to be entered into by the Members of a Consortium, substantially in the form set out in Annex 5.
Lead Member	in the context of a Consortium, means the Member who contributes at