

No.UCIL/RFP/2023/01

Dt.01.08.2023

**Uranium Corporation of India Ltd.
(UCIL)**

Request for Proposal

for

Engagement of Transaction Advisor (TA) for identifying Global Opportunities and creating appropriate transaction structure for mine acquisition of critical raw materials assets in overseas countries.

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SECTION 1. LETTER OF INVITATION

[Date]

[Name and address of Consultant]

Dear Sir/ Madam

Uranium Corporation of India Limited (UCIL), a Public Sector Enterprise under the administrative control of Department of Atomic Energy (DAE), having the mandate to mine and process Uranium ore, has setup an ambitious plan for increasing production over the next 10 years. Apart from the current expansion plan, which is focused on developing assets in India, UCIL is also considering international expansion for accelerating production and meeting the fuel security requirements for nuclear power generation.

UCIL intends to explore opportunities in the overseas countries for mine acquisition of critical raw materials assets with a strategic partner. It is envisaged that UCIL will form a partnership to form an investment company with a strategic investor. In this partnership, UCIL will provide assurance of mineral off-take in the form of a long term off-take agreement while the strategic investor will mobilise capital to help the investment company fund the transaction and take a significant or controlling interest in the target overseas asset.

UCIL wishes to engage an experienced and reputed transaction advisor (TA) to identify opportunities and assist UCIL in creating appropriate transaction structures to meet the objective of overseas mine acquisition. The process of identifying, finalizing and assisting UCIL in forming partnership with the strategic investor will also be under the scope of the transaction advisor as detailed terms of reference.

The RFP includes the following documents:

- Section 1 - Letter of Invitation
- Section 2 - Information to Consultants
- Section 3 – Data Sheet
- Section 4 – Eligibility
- Section 5 – Terms of Reference

UCIL may have further technical discussion with the eligible firms submitting their proposal as per RFP and subsequent Technical and Financial proposals may be sought by UCIL. Based on the responses received and eligibility, the shortlisted parties would be requested to submit a Detailed Proposal. Subsequently, UCIL may empanel consultant (s) and engage them in their future assignments depending in the specific experience pertaining to the type of mine to be acquired. However, this RFP constitutes no form of commitment on part of UCIL whether in respect engagement of Transaction Advisor or otherwise. UCIL reserves the right to reject any or all offers and/or withdraw the RFP without assigning any reason whatsoever.

You are requested to acknowledge the RFP and inform us about your participation.

Yours faithfully,

Authorized Signatory

SECTION 2. INFORMATION TO CONSULTANTS

1. INTRODUCTION

- 1.1 The Consultants are invited to submit a Technical Proposal, as specified in the Data Sheet (the Proposal) for consulting services required for the Assignment named in the Data Sheet.
- 1.2 Please note that (i) the costs of preparing the proposal and of negotiating the contract, including a visit to the Client, are not reimbursable, and (ii) the Client is not bound to accept any of the Proposals submitted.

2. CLARIFICATION AND AMENDMENT TO RFP DOCUMENTS

- 2.1 Consultants may request a clarification of any of the RFP documents up to the number of days indicated in the Data Sheet before the Proposal submission date. Any request for clarification must be sent through email and will send copies of the response (including an explanation of the query, but without identifying the source of inquiry) to all invited consultants who intend to submit proposals.
- 2.2 At any time before the submission of Proposals, the Client may, for any reason, whether at its own initiative or in response to a clarification requested by an invited firm, modify the RFP documents by amendment. Any amendment shall be issued in writing through email in form of addenda to all invited consultants and will be binding on them. The Client may at its discretion extend the deadline for the submission of Proposals.

3. PREPARATION OF PROPOSAL

- 3.1 Consultants are requested to submit a Proposal (para 1.2) written in the language(s) specified in the Data Sheet.

Technical Proposal

- 3.2 In preparing the Technical Proposal, consultants are expected to examine the documents comprising this RFP in detail. Material deficiencies in providing the information requested may result in rejection of a Proposal.
- 3.3 The Technical proposal should provide the following information using the attached Standard Forms (Section 3):
 - (i) A brief description of the firm's organization and an outline of recent experience on assignments (Section 3B) of a similar nature. For each assignment, the outline should indicate, inter alia, the profiles and names of the staff provided, duration of the assignment, contract amount, and firm's involvement.

- (ii) A description of methodology and work plan for performing the assignment (Section 3C).

3.4 The Technical Proposal shall not include any financial information.

4. SUBMISSION, RECEIPT, AND OPENING OF PROPOSALS

- 4.1 The original Proposal (Technical Proposal) shall be sent through email of the authorized signatory of the firm.
- 4.2 An authorized representative of the firm initials all pages of the Proposal. The representative's authorization is confirmed by a written power of attorney accompanying the Proposal.
- 4.3 The completed Technical Proposal must be emailed to the email id on or before the time and date stated in the Data Sheet. Any Proposal received after the closing time for submission of proposals shall not be entertained.

5. PROPOSAL EVALUATION

Evaluation of Technical Proposals

- 5.1 The Competent Authority evaluates the proposals on the basis of their responsiveness to the Terms of Reference, applying the evaluation criteria, sub-criteria (typically not more than three per criteria). A proposal shall be rejected at this stage if it does not respond to important aspects of the Terms of Reference or if it doesn't meet with the eligibility criteria.

6. CONFIDENTIALITY

- 6.1 Information relating to evaluation of proposals and recommendations concerning awards shall not be disclosed to the consultants who submitted the proposals or to other persons not officially concerned with the process, until the firm has been notified that it has been empanelled by UCIL.

DATA SHEET

Information to Transaction Advisor

Clause Reference	
1.1	The name of the Client is: Uranium Corporation of India Limited (UCIL)
1.2	<p>A Technical Proposals is requested: Yes</p> <p>The name, objectives and description of the Assignment are:</p> <ol style="list-style-type: none">Name of the Assignment: Engagement of Transaction Advisor (TA) for identifying Global Opportunities and creating appropriate transaction structure for mine acquisition of critical raw materials assets in overseas countries.Objectives and the description of the Assignment: As detailed in the attached Terms of Reference.
1.3	<p>The name, address of client's official is:</p> <p>Sri K S Vijay Kumar URANIUM CORPORAION OF INDIA LTD. PO. Jaduguda Mine, Dt. Singhbhum East, Jharkhand – 832102</p>
2.1	<p>Clarifications may be requested through email within 7 days from the date of issue of this RFP document</p> <p>email address for requesting clarifications is: ksvijaykumar@uraniumcorp.in</p>
3.1	Proposals should be submitted in English language and through email only.
3.10	Proposals must remain valid for 120 days after the submission date
4.5	Proposals must be submitted within 21.08.2023:

SECTION 3. TECHNICAL PROPOSAL - STANDARD FORMS

- 3A. Technical Proposal submission form.
- 3B. Firm's references.
- 3C. Description of the methodology and work plan for performing the assignment.

3A. TECHNICAL PROPOSAL SUBMISSION FORM

[Location, Date]

FROM: (Name of Firm)

TO: (Name and Address of Client)

Sir/ Madam:

Subject: Engagement of Transaction Advisor (TA) for identifying Global Opportunities and creating appropriate transaction structure for mine acquisition of critical raw materials assets in overseas countries - Technical proposal

We, the undersigned, offer to provide the consulting services for the above in accordance with your Request for Proposal dated [Date], and our Proposal. We are hereby submitting our response.

We understand you are not bound to accept any Proposal you receive.

We remain,

Yours sincerely,

Authorized Signature:

Name and Title of Signatory:

Name of Firm:

Address:

3B. FIRM’S REFERENCES

Relevant Services Carried Out during calendar years 2008 – 2022 (last 15 years) that best illustrate eligibility

Using the format below, provide information on each reference assignment for your firm.

Assignment Name:		Country:
Location within Country:		Professional Staff Provided by Your Firm:
Name of Client:		No. of Staff:
Address:		
Start Date (Month/Year):	Completion Date (Month/Year):	Value of Merger & Acquisition Project, Successfully executed (in US Dollar):
Name of Associated Consultants, if any:		No. of Months of Professional Staff, provided by Associated Consultants:
Name of Senior Staff (Project Director/Coordinator, Team Leader) involved and functions performed:		
Narrative Description of Project:		
Description of Actual Services Provided by Your Staff:		

Firm’s Name: _____

**3C. DESCRIPTION OF THE METHODOLOGY AND WORK PLAN
FOR PERFORMING THE ASSIGNMENT**

SECTION 5. ELIGIBILITY

PRE-QUALIFICATION REQUIREMENTS [PQR]

Firm should fulfil the Pre-Qualification requirements as detailed below:

The Firm having credentials of complying with the Pre-Qualification requirements as stipulated herein below would be considered eligible in respect of this Tender for further evaluation of their Bids.

The responding firm for transaction advisor will be an entity incorporated in India under the Companies Act, Limited Liability Partnership Act or a Partnership firm. The Bidding entity shall be a **sole firm**. Consortium bidding is not allowed. However, the Firm may be allowed to use staff, credentials of its holding company/Parent Companies/Subsidiaries Companies and / or member firms operating in overseas countries to meet the pre-qualification requirements. Firms/companies belonging to the same corporate group and/ or utilizing the same "Corporate" logo shall be construed as member firms

Definitions pertaining to PQR below:

- a) Financial advisor/ Transaction Advisor shall mean advisor performing Mergers & Acquisition (M&A) and/or Valuation advisor services or as defined in the Merger-market (MM) database.
- b) Accountant shall mean advisor performing Due diligence services or as defined in the Merger-market (MM) database.
- c) Completed deals: Deal that are tagged as completed in Merger-market (MM) database.
- d) Deal value - For purpose of meeting the criteria below, Deal value shall be taken as reported in the Merger-market (MM) database or any other client document.

(i.) Experience of working in mine acquisition:

The prospective Firm must have been Financial advisor to an Indian origin company (or its overseas investment company/ JV company) in successfully acquiring more than 50% stake in mining/mineral assets of a company engaged in exploration and development of mineral resources in overseas countries during the period 2008-2022 (Calendar year) on:

- a. One successful deal of value USD 500 million or greater

OR

- b. Two successful deals each of value USD 300 million or greater

OR

- c. Three successful deals each of USD 250 million or greater

Following Supporting documents are to be submitted by firm along-with their bids:

: Merger-market house league table report or client document.

Note: Accountant experience providing due diligence services shall not be considered for this tender)

- (ii) Firm should have minimum average annual financial turnover of an equivalent of INR 50 Cr (Rupees Fifty crore only) in any Of 03 financial years during last 06 financial years ending 31.03.2023 or calendar years ending 31.12.2022 from operations related to Merger and Acquisition.

In order to substantiate the above turnover requirement, firm shall submit signed copy of Audited Annual Financial Reports (Balance Sheet and Profit & Loss Account statement). The signed Balance Sheet and Profit & Loss Account statement furnished by Firms for financial eligibility should clearly indicate the details of the Membership No. & Firm No. of the Chartered Accountant & UDIN, if required, as per guideline of ICAI.

In case firm is not in a position to submit the above Financial mentioning turnover from operations related to Merger and Acquisition. Chartered Accountant's Certificate, may be submitted in this regard to substantiate this financial turnover pre-qualification requirement. The Chartered Accountant's Certificate should clearly indicate the details of the Membership No. & Firm No. of the Chartered Accountant and the UDIN.

- (iii) The Firm / Organisation should not have been blacklisted by any state government, central government, public sector undertaking of India. A disclaimer / undertaking to this effect shall be submitted by the firm. In the event, it is found that firm have been blacklisted by any state government, central government, public sector undertaking of India in such an event the bids of the firm shall not to be considered for further evaluation.

SECTION 5. TERMS OF REFERENCE

1. Scope of Work of transaction advisor:

i) Opportunity assessment

Help UCIL to identify available global opportunities regarding acquisition of mines of critical raw materials assets including mines bearing minerals of transition and inter transition elements. UCIL will define its annual quantity requirement to be produced and sourced from the prospective overseas mine. Based on this, a global request for qualification (RFQ) & global request for proposal (RFP) will be prepared, invited, processed, finalized and concluded by the transaction advisor on behalf of UCIL in consultation with UCIL. Assessment of Credit worthiness/credential of investors is under scope of TA.

The advisor will work with UCIL to prepare a dynamic market assessment to determine the commercial linkages for profitable operations which would include:

- Create transaction templates which are investment templates that can be used to approach potential targets;
- Market assessment;
- Identify projects that meet the requirement of UCIL and the transaction templates;
- Preliminary screening and ranking of assets; and
- Assessment of local county regulations with respect to mining.
- Once the advisor has identified transaction: opportunities, the execution process will be prepared by the advisor: and UCIL in the form of a transaction timetable, where roles and responsibilities will be identified and managed through consultative process.
- UCIL will technically shortlist the targets for detailed financial due diligence such as (accounting, tax etc) by the advisor.

ii) Strategic Investor outreach

Assist UCIL to:

- Form a joint venture with another strategic investor who can mobilise capital;
- Apart from assisting in finalization of the mining and processing technology, UCIL's role in the JV company will be to provide a guaranteed off-take of the resources;
- The strategic investor's interest will be to mobilise capital for development and develop the assets;
- The JV company can take a majority in the target with minority from the local partner or the Seller to manage local permits, licenses etc;
- Other feasible business structures/models/methodologies with the strategic investor may also be explored; The process of formulation of criteria for identifying and selecting a suitable strategic partner in consultation with UCIL, floating of RFPs if required, as well as assisting in concluding the JV formation between UCIL and the strategic investor will be in the scope of the transaction

advisor.

Note: In case of lack of interest from any strategic investor, UCIL may decide to go ahead on its own or explore other ways of funding the transaction for which providing assistance will be in the scope of the transaction advisor.

iii) Techno-economic evaluation

The transaction advisor shall prepare value propositions of the shortlisted proposals based on internationally recognized/adopted valuation approaches. Towards this, the Advisor may obtain required information by means of assessing information and conducting interviews for the following:

1. Life of the mine (LoM) plan and schedule
2. Mineral resources and Mineral reserves
3. Environmental liabilities
4. Commodity prices - a critical component for the valuation
5. Financial forecasts
6. Management accounts (including production statistics, operating and capital costs)
7. Infrastructure (including site, transport and facilities)
8. Processing plants and metallurgy
9. Valuation

iv) M&A (Merger & Acquisition)

The scope shall include Review of Transaction template and drafting/review of Term Sheet/ Definitive Agreements as elaborated below:

1. Review the commercial terms provided by the Seller (Prospective Strategic Partner) and coordinate with the UCIL's Legal team or Legal advisor in commenting and finalizing the definitive agreements like share purchase agreement and shareholders agreement., define key timelines covering milestones like, execution of definitive agreements and other key agreements, etc.
2. Identifying the conditions precedent for the transaction to close. These will include the aspects that will come to light primarily during the due diligence process to be conducted by UCIL separately.
3. All advisory aspects of the merger and acquisition process including Governmental and other *regulatory / statutory* consultations and documentation.
4. Negotiating the deal and managing the acquisition process and completion the deal/ acquisition process