

Digital Fibre Infrastructure Trust

Report for the half year ended September 30, 2020

We, Infinite India Investment Management Limited, Investment Manager of Digital Fibre Infrastructure Trust (“**Trust/InvIT**”) hereby submit the report on the Trust for the half-year ended September 30, 2020.

1. Investment Manager’s brief report on the activities of the Trust and summary of the un-audited consolidated financial statements for the half year ended September 30, 2020 of the Trust

The Trust was set up vide an indenture of trust dated January 31, 2019 entered into between Reliance Industrial Investments & Holdings Limited (“**Sponsor**”) and Axis Trustee Services Limited (“**Trustee**”). The Trustee entered into the investment management agreement with Infinite India Investment Management Limited (“**Investment Manager**”) on January 31, 2019. The Trust holds 51% of the equity shareholding in Jio Digital Fibre Private Limited (“**JDFPL**”). During the half year ended September 30, 2020, the Sponsor and the Trustee executed and amended and restated indenture of trust dated September 21, 2020 to provide for amongst other matters the issuance of units by the Trust which would remain unlisted in terms of the Securities and Exchange Board of India (Infrastructure Investment Trusts), 2014, as amended (“**SEBI InvIT Regulations**”) as well as fixing the aggregate borrowing limits computed as the aggregate consolidated borrowings and deferred payments net of cash and cash equivalents as percentage of value of the InvIT Assets at 75%. Similar amendments were made to the investment management agreement vide the amended and restated investment management agreement dated September 21, 2020 entered into between the Trustee and Investment Manager.

During the half year ended September 30, 2020, the Sponsor made additional contributions of Rs.24.0 million to the corpus of the Trust taking the total contributions by the Sponsor to the Trust to Rs.288.0 million. The Trust represented by the Trustee, the Investment Manager, Jio Infrastructure Management Services Limited (“**Project Manager**”), JDFPL and ICICI Securities Limited (as confirming party) entered into the Project Implementation and Management Agreement on April 14, 2020.

Further, the Trust entered into a shareholders and option agreement dated September 21, 2020 which was amended on September 28, 2020 with the Investment Manager, Sponsor, Reliance Industries Limited and JDFPL to provide certain *inter se* rights and obligations in relation to JDFPL. The Trust also entered into an agreement dated September 21, 2020 with Sikka Ports & Terminals Limited, Jamnagar Utilities & Power Private Limited (together the Lenders) and the Sponsor in terms of which the Lenders shall lend an aggregate of Rs.2,50,000 million to the Trust. The Trust has also entered into two loan agreements with JDFPL (“**Trust Loan - I Agreement**”) and “**Trust Loan - II Agreement**”) pursuant to which the Trust had agreed to lend Rs.147,060 million and Rs.2,50,000 million respectively to JDFPL.

During the half year ended September 30, 2020, the Trust undertook an initial offer of the units aggregating Rs.147,060 million vide placement memorandum dated September 29, 2020 (“**PM**”) and allotted an aggregate of 147,06,00,000 units of the face value of Rs. 100/- to four investors including 22,06,00,000 units to the Sponsor. The Trust from the proceeds of the unit issuance has lent Rs.147,060 million to JDFPL in terms of the Trust Loan - I Agreement.

The un-audited standalone and consolidated financial information of the Trust as of and for the half year ended September 30, 2020 together with the limited review report of the auditor of the Trust on the financials, as approved by the Board of Directors of the Investment Manager at its board meeting dated November 13, 2020, is attached as Annexure I.

2. Brief details of all the assets of the Trust, project-wise

The Trust holds 51% of the equity shareholding in JDFPL and has lent Rs.147,060 million to JDFPL. The equity investment and the loan to JDFPL together constitute the assets of the Trust as of September 30, 2020.

JDFPL was incorporated on December 17, 2018 and has its registered office at Office - 101, Saffron, Near Centre Point, Panchwati 5 Rasta, Ambawadi, Ahmedabad 380006. JDFPL owns and operates a pan-India operational optic fibre cable network of approximately 17.37 million FPKM as of March 31, 2020. JDFPL targets to build additional optic fibre cable network to expand its total fibre network to 21.10 million FPKM.

JDFPL has entered into the amended and restated fibre and duct use agreement dated September 21, 2020 with Reliance Jio Infocomm Limited (“**RJIL**”) pursuant to which JDFPL shall provide and RJIL is entitled to use contract fibres and contract ducts and support infrastructure for a period of 30 years.

3. Details of revenue during the half year ended September 30, 2020, project-wise from the underlying projects:

The investment in JDFPL is the only investment by the Trust. The revenue from operations for the six months ended September 30, 2020 of JDFPL was Rs.31,900 million.

4. Brief summary of updated valuation report by the valuer taking into account any material developments during the half year ended September 30, 2020

Not applicable

5. Any information or report pertaining to specific sector or sub-sector that may be relevant for an investor to invest in units of the Trust

As described in the Placement Memorandum dated September 29, 2020, the key drivers for demand of fibre in India include fibre to the home (‘**FTTH**’) and enterprise access (‘**EA**’) as well as mobile base transceiver station (‘**BTS**’) fiberization. The targeted fibre demand by Fiscal 2022 is ~ 42 million fibre pair kilometre (‘**FPKM**’) spread across National long distance (‘**NLD**’), metro and access sections that includes FTTH/ EA and mobile BTS fiberization. As stated in the PM Fibre broadband penetration in India is expected to increase rapidly to 26% by Fiscal 2022 resulting in over 200mn non-unique FTTH/EA premises passed. Growth in mobile traffic will also lead to need for higher capacity and fibre backhaul resulting in ~ 63% of market BTS getting fiberized by Fiscal 2022.

6. Details of changes during the half-year ended September 30, 2020 pertaining to

a. Addition and divestment of assets including the identity of the buyers or sellers, purchase or sale prices and brief details of valuation for such transactions:

None

b. Valuation of assets and NAV (as per the full valuation reports):

Not Applicable

c. Borrowings or repayment of borrowings (standalone and consolidated):

(Amount in Rs. million)

Transaction	JDFPL Standalone		Trust Standalone	Trust Consolidated
	Lender			
	Trust	Other lenders	Trust borrowing	Total
Opening as on April 1, 2020	Nil	712,854	2,630	715,484
Add: Borrowings from Trust	147,060	Nil		Nil
Add: Amortization of charges	Nil	212	Nil	212
Less: Repayments	Nil	Nil	Nil	Nil
Closing as on September 30, 2020	147,060	713,066	2,630	715,696

d. Credit rating

There has been no change from the information as disclosed in PM.

e. Sponsors, Investment Manager, Trustee, Valuer, Directors of the Trustee or Investment Manager or Sponsors, etc.

There has been no change in the Sponsor, Investment Manager or Trustee or their respective directors during the half year ended September 30, 2020.

The Investment Manager on behalf of the Trust has appointed BDO Valuation Advisory LLP as the valuer at its board meeting held on September 16, 2020.

f. Clauses in the Trust Deed, Investment Manager agreement or any other agreement entered into pertaining to the activities of the InvIT

Trust Deed

The indenture of trust dated January 31, 2019 was amended vide the amended and restated indenture of trust executed between the Sponsor and Trustee dated September 21, 2020. The amendment provided for amongst other matters (i) issuance of unlisted units by the Trust in terms of the SEBI InvIT Regulations; and (ii) fixing the aggregate borrowing limits computed as the aggregate consolidated borrowings and deferred payments net of cash and cash equivalents as percentage of value of the InvIT Assets at 75%. The indenture of trust was further amended vide amended and restated trust deed dated November 4, 2020 after receipt of approval of unitholders to amend certain clauses related to indemnity to Sponsor and matters requiring unitholders approvals.

Investment Management Agreement

The Investment Management agreement dated January 31, 2019 was amended vide the amended and restated investment management agreement between the Trustee and the Investment Manager dated September 21, 2020. The investment management agreement was further amended on receipt of the approval of the unitholders on November 4, 2020. The amendments were to reflect the amendments to the

trust deed as described above and make the investment management agreement consistent with the indenture of trust.

Other agreements

As described earlier the Trust entered into the shareholders and option agreement dated September 21, 2020 which was amended on September 28, 2020 with the Investment Manager, Sponsor, Reliance Industries Limited and JDFPL to provide certain *inter se* rights and obligations in relation to JDFPL. The Trust also entered into an agreement dated September 21, 2020 with Sikka Ports & Terminals Limited, Jamnagar Utilities & Power Private Limited (together the Lenders) and the Sponsor in terms of which the Lenders shall lend an aggregate of Rs.250,000 million to the Trust. The Trust has also entered into two loan agreements with JDFPL (“**Trust Loan - I Agreement**” and “**Trust Loan - II Agreement**”) pursuant to which the Trust has agreed to lend Rs.147,060 million and Rs.250,000 million respectively to JDFPL.

The shareholders and option agreement, the Trust Loan - I Agreement and Trust Loan - II Agreement were further amended vide amendment agreements dated October 29, 2020.

g. Any regulatory changes that has impacted or may impact cash flows of the underlying projects

None

h. Changes in material contracts or any new risk in performance of any contract pertaining to InvIT

None

i. Any legal proceedings which may have significant bearing on the activities or revenues or cash flows of the InvIT

None

j. Any other material changes during the half year ended September 30, 2020

None

7. Revenue of the InvIT for the last 5 years, project-wise

The fibre infrastructure business was demerged from RJIL into JDFPL with effect from close of business hours March 31, 2019. The Trust acquired 51% of the equity shareholding in JDFPL on March 31, 2019. Accordingly, the first year of operations of JDFPL was the year ended March 31, 2020.

The revenue from operations of JDFPL for the year ended March 31, 2020 and the half year ended September 30, 2020 was Rs.61,260 million and Rs.31,900 million respectively.

8. Update on the development of under-construction projects, if any

Not applicable. There are no under-construction projects under the Trust.

9. Details of outstanding borrowings and deferred payments of the InvIT including any credit rating(s), debt maturity profile, gearing ratios of the InvIT on a consolidated and standalone basis as at September 30, 2020

The consolidated borrowings and deferred payments of the Trust as of September 30, 2020 was Rs.715,696 million. This constituted 40.71% of the enterprise value of the InvIT Asset as of March 31, 2020.

10. The total operating expenses of the Trust along with the detailed break-up, including all fees and charges paid to the Investment Manager and any other parties, if any, during the half year ended September 30, 2020

Key operating expenses of the Trust during the half year ended September 30, 2020, are as follows:

Particulars	Amount (in INR million)
Investment manager fees	11.80
Trustee fees	0.83
Project manager fees	11.80
Audit fees	0.12
Total	24.54

11. Past performance of the InvIT with respect to unit price, distributions made and yield for the last 5 years, as applicable.

The Trust made its initial offer of 147,06,00,000 units of Rs.100 each on September 29, 2020.

Accordingly, past performance of the Trust with respect to unit price and yield for the last 5 years is not applicable.

During the half year ended September 30, 2020, the Trust had not declared any distributions to the unitholders of InvIT.

12. Unit price quoted on the exchange at the beginning and the end of the half year ended September 30, 2020, the highest and the lowest unit price and the average daily volume traded during the half year ended as on September 30, 2020

Not applicable as the units of the Trust are unlisted.

13. (1) Details of all related party transactions during the half year period, the value of which exceeds five percent of value of the InvIT assets

Nil

(2) Details regarding the monies lent by the Trust to the holding company or the special purpose vehicle in which it has investment in

As on September 30, 2020, the Trust has extended Rs.147,060 million as loans to JDFPL in terms of the Trust Loan - I Agreement.

14. Details of issue and buyback of units during the half year ended September 30, 2020, if any

Nil

15. Brief details of material and price sensitive information

Nil

16. Brief details of material litigations and regulatory actions which are pending against the Trust, sponsor(s), Investment Manager, Project Manager(s) or any of their associates and the Trustee, if any, at the end of the half year, September 30, 2020

Sponsor and its associates

There are no material litigations pertaining to the Sponsor and its associates that impact the structure or activities of the Trust.

Project Manager and its associates

There are no material litigations pertaining to the Sponsor and its associates that impact the structure or activities of the Trust.

Investment Manager and its associates

In respect of the Investment Manager, all outstanding cases which involve an amount equivalent to or exceeding Rs.8.70 million (being 5.0% of the net worth of the Investment Manager for Fiscal 2020) have been considered material. All cases where the amount is not ascertainable, but considered material, have also been disclosed.

In respect of the associates of the Investment Manager, all outstanding cases which involve an amount equivalent to or exceeding ₹ 1,726.80 million (being 5.0% of the consolidated total income of JM Financial Limited for Fiscal 2020) have been considered material. All cases where the amount is not ascertainable, but considered material, have also been disclosed.

(i) Litigation involving the Investment Manager

There are no material litigations and regulatory actions pending against the Investment Manager as on the date of this Report.

(ii) Litigation involving the Associates of the Investment Manager

There are no changes in the material litigations and regulatory actions pending against the Associates of the Investment Manager as on the half year ended September 30, 2020 except as disclosed in the PM.

17. Risk factors

The details are attached as Annexure II.

18. Information of the contact persons of the Investment manager for the Trust

Kapil Jain

Compliance Officer

Address: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi
Mumbai 400 025

Tel: +91 22 6630 3030

Fax: +91 22 6630 3344

Email ID: Kapil.Jain@jmfl.com

19. Any other material events during the half year ended September 30, 2020

Nil

For Digital Fibre Infrastructure Trust

Infinite India Investment Management Limited

(Acting in the capacity as Investment Manager for Digital Fibre Infrastructure Trust)



Authorised Signatory

Date: November 14, 2020

Place: Mumbai

**Deloitte
Haskins & Sells LLP**

Chartered Accountants
Indiabulls Finance Centre
Tower 3, 27th -32nd Floor
Senapati Bapat Marg
Elphinstone Road (West)
Mumbai – 400 013
Maharashtra, India

Tele: + 91 22 6185 4000
Fax: +91 22 6185 4001

**INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM STANDALONE
FINANCIAL INFORMATION**

TO THE BOARD OF DIRECTORS OF

**Infinite India Investment Management Limited - The Investment Manager of Digital
Fibre Infrastructure Trust ("the Investment Manager")**

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial information of Digital Fibre Infrastructure Trust (the Trust"), which comprise of the Unaudited Standalone Statement of Profit and Loss, explanatory notes thereto and the additional disclosure as required by paragraph 6 of Annexure A to the SEBI circular No. CIR/IMD/DF/127/2016 dated 29th November, 2016 (the "SEBI circular") for the half year ended 30th September, 2020 (the "Statement"). The Statement is being submitted by the Investment Manager to the unitholders pursuant to the requirement of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations 2014, as amended.
2. This Statement, which is the responsibility of the Investment Manager and approved by the Investment Manager's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), as defined in Rule 2(1) (a) of Companies (Indian Accounting Standards) Rules, 2015 as amended and in accordance with the SEBI circular. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

As stated in Note 9 of the Statement, figures for the half year ended 31st March, 2020 and 30th September, 2019 have not been reviewed and is not covered by our review report.

**Deloitte
Haskins & Sells LLP**

4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the SEBI circular, or that it contains any material misstatement.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Reg. No. 117366W/W-100018)

Sd/-

Varsha A. Fadte
Partner
(Membership No. 103999)
UDIN: 20103999AAAAFM4155

Chicalim, Goa, November 13, 2020

Digital Fibre Infrastructure Trust

Principal place of business: 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021

Website: <https://digitalfibreinfrastructure.com>

SEBI Registration Number: IN/InvIT/18-19/0010

STATEMENT OF UNAUDITED STANDALONE FINANCIAL INFORMATION

FOR THE HALF YEAR ENDED 30th SEPTEMBER 2020

I. Unaudited Standalone Statement of Profit and Loss for the half year ended 30th September 2020

INR Million

Sr. No	Particulars	Half year ended		
		30th September 2020	31st March 2020	30th September 2019
		Unaudited	Unaudited (Refer Note 9)	Unaudited (Refer Note 9)
I	INCOME AND GAINS			
	Revenue from Operations	79	-	-
	Other Income	-	-	-
	Total Income and Gains	79	-	-
II	EXPENSES AND LOSSES			
	Investment Manager Fee	12	12	12
	Trustee Fee	1	1	1
	Project Manager Fee	12	12	12
	Audit Fees	0	9	9
	Interest on Loan	119	118	118
	Other Expenses*	0	3	0
	Total Expenses and Losses	144	155	152
III	(Loss) before Tax (I-II)	(65)	(155)	(152)
IV	Tax Expense	-	-	-
V	(Loss) for the period (III-IV)	(65)	(155)	(152)
VI	Other Comprehensive Income	-		
VI	Total Comprehensive Income for the period (V+VI)	(65)	(155)	(152)

* Other expenses for the half year ended 30th September 2020 includes bank charges, etc. aggregating Rs. 140.

Notes to Unaudited Standalone Financial Information of Digital Fibre Infrastructure Trust for the half year ended 30 September 2020:

1. Investors can view the Statement of Unaudited Standalone Financial Information of the Digital Fibre Infrastructure Trust on the Trust's website (www.digitalfibreinfrastructure.com).
2. The Unaudited Standalone Financial Information comprises of the unaudited standalone Statement of Profit and Loss, explanatory notes thereto and the additional disclosures as required in paragraph 6 of Annexure A to the SEBI Circular no. CIR/IMD/DF/127/2016 dated 29th November, 2016 ('SEBI Circular') of Digital Fibre Infrastructure Trust for the half year ended 30th September, 2020 ("Standalone interim financial information").
3. The Standalone interim financial information for the half year ended 30th September, 2020 has been prepared in accordance with the recognition and measurement principles prescribed under Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), as defined in Rule 2(1) (a) of the Companies (Indian Accounting Standards) Rules, 2015, as amended, and SEBI (Infrastructure Investment Trust) Regulations, 2014, as amended and the circulars issued thereunder ("InvIT Regulations"). The above financial information has been reviewed and approved by the Board of Directors of the Investment Manager at their meeting held on 13th November, 2020. The Statutory auditors of the Digital Fibre Infrastructure Trust have carried out Limited Review of the Standalone financial information for the half year ended 30th September 2020.
4. Digital Fibre Infrastructure Trust (The "Trust"/"InvIT") is registered as a contributory irrevocable trust set up under the Indian Trusts Act, 1882 on 31st January, 2019 and registered as an infrastructure investment trust under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, on 20th March, 2019 having registration number IN/INVIT/18-19/0010. Reliance Industrial Investments & Holdings Limited, a company incorporated in India, is the Sponsor of the Trust. The Trustee to the Trust is Axis Trustee Services Limited (the "Trustee"). Investment Manager for the Trust is Infinite India Investment Management Limited (the "Investment Manager"). The address of the registered office of the Investment Manager is 7th Floor, Cnergy, Appasaheb Marg, Prabhadevi Mumbai 400025.
5. The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. On 24th March 2020, the Government of India ordered a nationwide lockdown for 21 days, which further was extended upto 30th June 2020, to prevent community spread of COVID-19 in India resulting in significant reduction in economic activities.

The Trust has invested in Jio Digital Fibre Private Limited ("JDFPL"), which is engaged in the business of providing optic fibre infrastructure services and related operations in India and is in its second year of business operations. The Group has executed a long-term Fibre and Duct Use Agreement (FUA) with Reliance Jio Infocomm Limited (RJIL) (the largest telecommunication service provider in India) as its customer, which results into committed revenues and cash flows for JDFPL, on a long-term basis. Moreover, the COVID-19 pandemic has not had a material adverse impact on the operations of the telecommunication industry to which JDFPL currently caters to.

In view of all the above, the Trust does not expect any significant challenges, including emanating out of COVID-19, particularly in the next 12 months.

6. On 29th September 2020, the Trust issued 1,470,600,000 units at an Issue Price of ₹ 100 per unit to the subscribers .
7. Digital Fibre Infrastructure Trust (Controlling entity) owns 51% of the equity shares of Jio Digital Fibre Private Ltd as on 30th September 2020.
8. The InvIT has not made any distributions during the half year ended 30th September 2020.
9. The figures for half year ended 31st March, 2020 are the balancing figures derived from the figures for the full financial year reduced by the figures for the half year 30th September 2019. Figures for the half year ended 31st March, 2020 and 30th September, 2019 have not been subjected to limited review by the Statutory Auditors.
10. The Trust activities comprise of owing and investing in Infrastructure SPVs to generate cash flow for distribution to the beneficiaries. Based on guiding principles given in Ind AS 108 "Operating Segment", this activity falls within a single operating segment and accordingly the disclosures of Ind AS 108 have not separately been provided.
11. The previous period's figures have been regrouped, wherever necessary to make them comparable with those of current period.

II. Additional Disclosures as required by Paragraph 6 of Annexure A to SEBI Circular No.CIR/JMD/DF/127/2016:

A. Statement of Net Distributable Cash Flows (NDCFs) of Digital Fibre Infrastructure Trust

INR Million

Description	Half year ended		
	30th September, 2020	31st March, 2020	30th September, 2019
	Unaudited	Unaudited	Unaudited
Cash flows received from SPV in the form of interest / accrued interest / additional interest	-	-	-
Cash flows received from SPV in the form of dividend / buy-back of equity shares / capital reduction of equity shares	-	-	-
Any other income accruing at the Trust level and not captured above, including but not limited to interest /return on surplus cash invested by the Trust	-	-	-
Add: Cash flows/ Proceeds from the SPV towards the repayment of the debt issued to the SPV by the Trust	-	-	-
Total cash flow at the Trust level (A)	-	-	-
Less: issue expenses payable by Trust including as reimbursements towards expenses of Trust met by the Sponsors	(7)	-	-
Less: annual expenses of the Trust including audit fees, project manager fees, investment management fees, other statutory fees, depository fees, legal expenses, credit rating fees and valuer fees, if any (pro-rated for half year)	(25)	(36)	(33)
Less: income tax (if applicable) at the standalone Trust level and payment of other statutory dues	-	-	-
Less: Repayment of debt at the Trust Level (including principal, interest and other monies payable in terms of the relevant loan agreement)	(1,47,179)	(118)	(118)
Less: net cash set aside to comply with DSRA requirement under loan agreements, if any	-	-	-
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets adjusted for the following:	-	-	-
- related debts settled or due to be settled from sale proceeds;	-	-	-
- directly attributable transaction costs;	-	-	-
- proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations	-	-	-
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets at the Trust level not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently	-	-	-
Less: Amount invested in any of the Portfolio Assets for service of debt or interest	-	-	-
Less: Capital expenditure if any (including acquisition of other infrastructure assets / SPVs)	-	-	-
Add: Proceeds from fresh issuance of units	1,47,060	-	-
Less: Reserve for debentures / loans / capex expenditure in the intervening period till next proposed distribution if deemed necessary by the Investment Manager invested in permitted investments	-	-	-
Total cash outflows/retention at the Trust level (B)	(151)	(154)	(151)
Net Distributable Cash Flows (C) = (A+B)	(151)	(154)	(151)

- B.** Pursuant to Investment Management Agreement, the Investment Manager is entitled to an Investment Management fee of Rs.20 million per annum exclusive of GST. Investment Manager is also entitled to reimbursement of any cost incurred in relation to activity pertaining to Trust such as administration of Trust, appointment of staff, director, transaction expenses incurred with respect to investing, monitoring and disposing off the investment of the Trust.

Pursuant to Project Management Agreement, the Project Manager is entitled to a Project Management fee of INR 20 Million per annum exclusive of GST.

II. Additional Disclosures as required by Paragraph 6 of Annexure A to SEBI Circular No.CIRJIMD/DF/127/2016:

C. Statement of Earnings per unit

Particulars	Half year ended 30th September, 2020
	Unaudited
Profit after tax for the period (INR in million)	(65)
Weighted average number of units outstanding for computation of basic and diluted earnings per unit (no. in million)	16.07
Earnings per unit in INR (Basic and Diluted)	(4.07)

Trust has issued units on 29th September 2020. Hence, EPS for previous periods is not applicable.

E. Contingent liabilities as at 30th September 2020 is NIL (31st March 2020: NIL, 30th September 2019: NIL)

F. Commitments as at 30th September 2020 is NIL (31st March 2020: NIL, 30th September 2019: NIL)

G. Related Party Disclosures

List of Related Parties as per requirements of Ind AS 24-"Related Party Disclosures"

I List of Related Parties as per requirements of Ind AS 24-"Related Party Disclosures"

A	Name of Party	Relationship
1	Jio Digital Fibre Private Ltd	Subsidiary
2	Reliance Projects & Property Management Services Limited	Investing party
3	Jamnagar Utilities & Power Private Limited	Investing party

II List of Additional Related Parties as per regulation 2(1) (zv) of SEBI InvIT Regulations

A	Name of Party	Relationship
1	Reliance Industrial Investments and Holdings Limited	Sponsor
2	Axis Trustee Service Limited	Trustee
3	Infinite India Investment Manager Limited	Investment Manager
4	Jio Infrastructure Management Services Limited	Project Manager
5	Reliance Industries Limited	Promotor of sponsor

B Directors of the Parties to the Trust Specified II (A) above

i)	Directors of Reliance Industrial Investments and Holdings Limited
1	Hital Rasiklal Meswani
2	Vinod Mansukhlal Ambani
3	Mahendra Nath Bajpai
4	Savithri Parekh
5	Dhiren Vrajlal Dalal
6	Balasubramanian Chandrasekaran

ii)	Directors of Axis Trustee Service Limited
1	Sanjay Sinha
2	Rajesh Kumar Dahiya
3	Ganesh Sankaran

iii)	Directors of Infinite India Investment Manager Limited
1	Shailesh Shankarlal Vaidya
2	Vishal Nimesh Kampani
3	Rajendra Dwarkadas Hingwala
4	Dipti Neelakantan

iv)	Directors of Jio Infrastructure Management Services Limited
1	Sudhakar Saraswatula
2	Nikhil Chakrapani Suryanarayana Kavipurapu

II. Additional Disclosures as required by Paragraph 6 of Annexure A to SEBI Circular No.CIRJMD/DF/127/2016:

3 Hariharan Mahadevan

III Transactions with Related Parties during the period

INR Million

Sr No	Particulars	Relation	Half year ended		
			30th September, 2020	31st March, 2020	30th September, 2019
1 Professional Fees					
	Axis Trustee Service Limited	Trustee	1	1	1
	Infinite India Investment Manager Limited	Investment Manager	12	12	12
	Jio Infrastructure Management Services Limited	Project Manager	12	12	12
2 Interest Income on Loan given					
	Jio Digital Fibre Private Limited	Subsidiary	79	-	-
3 Loans and Advances given					
	Jio Digital Fibre Private Limited	Subsidiary	1,47,060	-	-
4 Issue of units					
	Reliance Industrial Investments and Holdings Limited	Sponsor	22060	-	-
	Reliance Projects & Property Management Services Limited	Investing party	64500	-	-
	Jamnagar Utilities & Power Private Limited	Investing party	35500	-	-
4 Contribution to Corpus					
	Reliance Industrial Investments and Holdings Limited	Sponsor	24	264	-

(iii) Outstanding balance at the period end

INR Million

Sr No	Particulars	Relation	As at		
			30th September, 2020	31st March, 2020	30th September, 2019
1	Axis Trustee Service Limited	Trustee	1	2	1
2	Infinite India Investment Manager Limited	Investment Manager	12	24	12
3	Jio Infrastructure Management Services Limited	Project Manager	12	-	12
4	Jio Digital Fibre Private Limited (Loan Balance)	Subsidiary (SPV)	1,47,060	-	-
5	Jio Digital Fibre Private Limited (Interest Receivable)	Subsidiary (SPV)	79	-	-
6	Reliance Industrial Investments and Holdings Limited *	Sponsor	288	264	0

* Half year ended 30th September 2019, includes contribution of INR 10,000.

For and on behalf of the Board of Directors

Infinite India Investment Management Limited

(Acting as Investment Managers of Digital Fibre Infrastructure Trust)

Dipti

Ms. Dipti Neelakantan
Director

DIN: 00505452

Date: 13 November 2020

Place: Mumbai



[Signature]

Compliance Officer

[Signature]

Mr. Rajkumar Agrawal
Authorised Signatory

**INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM CONSOLIDATED
FINANCIAL INFORMATION**

TO THE BOARD OF DIRECTORS OF

**Infinite India Investment Management Limited - The Investment Manager of Digital
Fibre Infrastructure Trust ("the Investment Manager")**

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial information of Digital Fibre Infrastructure Trust (the Trust") and its subsidiary (Jio Digital Fibre Private Limited) (together referred to as the "Group"), which comprise of the Unaudited Consolidated Statement of Profit and Loss, explanatory notes thereto and the additional disclosure as required by paragraph 6 of Annexure A to the SET circular No. CIR/IMD/DF/127/2016 dated 29th November, 2016 (the "SEBI circular") for the half year ended 30th September, 2020 (the "Statement"). The Statement is being submitted by Investment Manager to the unitholders pursuant to the requirement of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations 2014 as modified from time to time.
2. This Statement, which is the responsibility of the Investment Manager and approved by the Investment Manager's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), as defined in Rule 2(1) (a) of Companies (Indian Accounting Standards) Rules, 2015 as amended and in accordance with the SEBI circular. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

As stated in Note 10 of the Statement, figures for the half year ended 31st March, 2020 and 30th September, 2019 have not been reviewed and is not covered by our review report.

**Deloitte
Haskins & Sells LLP**

4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the SEBI circular or that it contains any material misstatement.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Reg. No. 117366W/W-100018)

Sd/-

Varsha A. Fadte
Partner
(Membership No. 103999)
UDIN: 20103999AAAAFN7045

Chicalim, Goa, November 13, 2020

Digital Fibre Infrastructure Trust

Principal place of business: 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021

Website: <https://digitalfibreinfrastructure.com>

SEBI Registration Number: IN/InvIT/18-19/0010

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL INFORMATION FOR THE HALF YEAR ENDED 30th SEPTEMBER 2020

I. Unaudited Consolidated Statement of Profit and Loss for the half year ended 30th September 2020

INR Million

Sr. No	Particulars	Half year ended		
		30th September 2020	31st March 2020	30th September 2019
		Unaudited	Unaudited (Refer note 10)	Unaudited (Refer note 10)
I	INCOME AND GAINS			
	Revenue from Operations	31,902	30,005	31,252
	Gain on Investments	75	64	72
	Provision written back	34	-	-
	Total Income and Gains	32,011	30,069	31,324
II	EXPENSES AND LOSSES			
	Networking Operating Expenses	4,786	4,411	4,209
	Depreciation on Property, Plant and Equipment	31,103	29,932	29,125
	Project Manager Fee	12	12	12
	Investment Manager Fee	12	12	12
	Employee Cost	2	1	-
	Audit Fees	2	15	9
	Trustee Fee	1	1	1
	General and Administrative expenses*	83	14	62
	Finance Costs	32,251	33,434	29,185
	Total Expenses and Losses	68,252	67,832	62,615
III	Loss before Tax (I-II)	(36,241)	(37,762)	(31,291)
IV	Tax Expenses	(9,104)	(17,307)	-
V	Loss for the period (III-IV)	(27,137)	(20,456)	(31,291)
VI	Other Comprehensive Income	-	-	-
VI	Total Comprehensive Income for the period (V+VI)	(27,137)	(20,456)	(31,291)
VII	Attributable to Owners of the Trust	(13,895)	(30,434)	(35,959)
VIII	Attributable to Non-Controlling Interests	(13,242)	9,978	4,668

* General and Administrative expenses for the half year ended 30th September 2020 includes bank charges.

Notes to Unaudited Consolidated Financial Information of Digital Fibre Infrastructure Trust for the half year ended 30 September 2020:

1. Investors can view the Statement of Unaudited Consolidated Financial Information of the Digital Fibre Infrastructure Trust on the Trust's website (www.digitalfibreinfrastructure.com).
2. The Unaudited Consolidated financial information of Digital Fibre Infrastructure Trust ("the Trust") and its subsidiary Jio Digital Fibre Private Limited (together referred to as the " Group") comprises of unaudited Consolidated Statement of Profit and Loss, explanatory notes thereto and the additional disclosures as required in paragraph 6 of Annexure A to the SEBI Circular no. CIR/IMD/DF/127/2016 dated 29th November, 2016 ('SEBI Circular') of Digital Fibre Infrastructure Trust for the half year ended 30th September, 2020 ("Consolidated interim financial information").
3. The Consolidated interim financial information for the half year ended 30th September, 2020 has been prepared in accordance with the recognition and measurement principles prescribed under Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), as defined in Rule 2(1) (a) of the Companies (Indian Accounting Standards) Rules, 2015, as amended, and SEBI (Infrastructure Investment Trust) Regulations, 2014, as amended and the circulars issued thereunder ("InvIT Regulations"). The above financial information has been reviewed and approved by the Board of Directors of the Investment Manager at their meeting held on 14th November, 2020. The Statutory auditors of the Digital Fibre Infrastructure Trust have carried out Limited Review of the financial information for the half year ended 30th September 2020.
4. Digital Fibre Infrastructure Trust (The "Trust"/"InvIT") is registered as a contributory irrevocable trust set up under the Indian Trusts Act, 1882 on 31st January, 2019 and registered as an infrastructure investment trust under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, on 20th March, 2019 having registration number IN/INVIT/18-19/0010. Reliance Industrial Investments & Holdings Limited, a company incorporated in India, is the Sponsor of the Trust. The Trustee to the Trust is Axis Trustee Services Limited (the "Trustee"). Investment Manager for the Trust is Infinite India Investment Management Limited (the "Investment Manager"). The address of the registered office of the Investment Manager is 7th Floor, Cnergy, Appasaheb Marg, Prabhadevi Mumbai 400025.
5. The Group is engaged in setting up, operating and managing of optic fibre infrastructure in India. All activities of the Group revolve around this main business. Accordingly, the Group has this single segment as per the requirements of Ind AS 108 - Operating Segment.
6. The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. On 24th March 2020, the Government of India ordered a nationwide lockdown for 21 days, which further was extended up to 30th June 2020, to prevent community spread of COVID-19 in India resulting in significant reduction in economic activities.

The Trust has invested in Jio Digital Fibre Private Limited ("JDFPL"), which is engaged in the business of providing optic fibre infrastructure services and related operations in India and is in its second year of business operations. The Group has executed a long-term Fibre and Duct Use Agreement (FUA) with Reliance Jio Infocomm Limited (RJIL) (the largest telecommunication service provider in India) as its customer, which results into committed revenues and cash flows for the Group, on a long-term basis. Moreover, the COVID-19 pandemic has not had a material adverse impact on the operations of

the telecommunication industry to which the Group currently caters to. Also, the Group has completed substantial portion of its planned capital expenditure and for the balance as well as for the operations and maintenance of the fibres and ducts, the Group has in place long-term arrangements with reputed and experienced contractors/service providers.

In view of all of the above, the Group does not expect any significant challenges, including emanating out of COVID-19, particularly in the next 12 months.

7. On 29th September 2020, the Trust issued 1,470,600,000 units at an Issue Price of ₹ 100 per unit to the subscribers.
8. Digital Fibre Infrastructure Trust (Controlling entity) owns 51% of the equity shares of Jio Digital Fibre Private Ltd as on 30th September 2020.
9. The InvIT has not made any distributions during the half year ended 30th September 2020.
10. The figures for half year ended 31st March, 2020 are the balancing figures derived from figures for the full financial year reduced by the figures for the half year 30th September, 2019. Figures for the half year ended 31st March, 2020 and 30th September, 2020 have not been subjected to limited review by the Statutory Auditors.
11. The previous period's figures have been regrouped, wherever necessary to make them comparable with those of current period.

II. Additional Disclosures as required by Paragraph 6 of Annexure A to SEBI Circular No.CIRJMD/DF/127/2016:

A. Statement of Net Distributable Cash Flows (NDCFs) of JDFPL

INR Million

Description	Half year ended		
	30th September, 2020	31st March, 2020	30th September, 2019
	Unaudited	Unaudited	Unaudited
Loss after tax as per profit and loss account (standalone) (A)	(27,072)	(20,302)	(31,139)
Add: Depreciation and amortisation as per profit and loss account. In case of impairment reversal, same needs to be deducted from profit and loss.	31,103	29,931	29,125
Add / less: Loss / gain on sale of infrastructure assets	-	-	-
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets adjusted for the following:	-	-	-
• related debts settled or due to be settled from sale proceeds;	-	-	-
• directly attributable transaction costs;	-	-	-
• proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations	-	-	-
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently, net of any profit / (loss) recognised in profit and loss account	-	-	-
Less: Capital expenditure, if any	(74,624)	(91,754)	(1,41,372)
Less: Investments made in accordance with the investment objective, if any	(13,732)	4	190
Add / less: Any other item of non-cash expense / non-cash income charged / credited to profit and loss account, including but not limited to	-	-	-
• any decrease/increase in carrying amount of an asset or a liability recognised in profit and	-	-	-
• provisions;	-	-	-
• deferred taxes;	(9,104)	(17,304)	-
• any other non-cash item, lease rents recognised on a straight-line basis, etc.	-	-	-
Add / less: Working capital changes	(21,141)	66,921	1,48,222
Add / less: Provisions made in earlier period and expensed in the current period	-	-	-
Less: Any cash paid to the lease owners not accounted for in the working capital changes or the profit and loss account	-	-	-
Add: Additional borrowings (including debentures / other securities) (external as well as borrowings from Trust)	1,47,060	75,389	2,80,000
Less: Repayment of external debt (principal) / redeemable preference shares / debentures, etc. (Excluding refinancing) / net cash set aside to comply with reserve requirements (including but not limited to DSRA) under loan agreements.	(32,600)	(42,790)	(2,85,130)
Less: Cash reserved to make due payments to secured lenders in subsequent periods	-	-	-
Add / less: Proceeds from any fresh issuance of preference shares / redemption of any preference shares including redemption or capital reduction of the optionally convertible preference shares (Net of monies attributable to optionally convertible preference shares and retained in the SPV)	-	-	-
Add: Proceeds from any fresh issuance of equity shares	-	-	-
Add: Unpaid and accrued interest and principal amount towards debt outstanding including but not limited to Trust Loan 1 and Trust Loan 2	-	-	-
Less: Monies attributable to the optionally convertible preference shares in terms of SHOA / other transaction agreements	-	-	-
Add / Less: Amounts added or retained to make the distributable cash flows in accordance with the transaction documents or the loan agreements	-	-	-
Total Adjustments (B)	26,962	20,398	31,035
Net Distributable Cash Flows (C) = (A+B)	(110)	96	(104)

II. Additional Disclosures as required by Paragraph 6 of Annexure A to SEBI Circular No.CIRJMD/DF/127/2016:

B. Statement of Net Distributable Cash Flows (NDCFs) of the Trust

INR Million

Description	Half year ended		
	30th September, 2020	31st March, 2020	30th September, 2019
	Unaudited	Unaudited	Unaudited
Cash flows received from SPV in the form of interest / accrued interest / additional interest	-	-	-
Cash flows received from SPV in the form of dividend / buy-back of equity shares / capital reduction of equity shares	-	-	-
Any other income accruing at the Trust level and not captured above, including but not limited to interest /return on surplus cash invested by the Trust	-	-	-
Add: Cash flows/ Proceeds from the SPV towards the repayment of the debt issued to the SPV by the Trust	-	-	-
Total cash flow at the Trust level (A)	-	-	-
Less: issue expenses payable by Trust including as reimbursements towards expenses of Trust met by the Sponsors	(7)	-	-
Less: annual expenses of the Trust including audit fees, project manager fees, investment management fees, other statutory fees, depository fees, legal expenses, credit rating fees and valuer fees, if any (pro-rated for half year)	(25)	(36)	(33)
Less: income tax (if applicable) at the standalone Trust level and payment of other statutory dues	-	-	-
Less: Repayment of debt at the Trust Consolidated Level (including principal, interest and other monies payable in terms of the relevant loan agreement)	(1,47,179)	(118)	(118)
Less: net cash set aside to comply with DSRA requirement under	-	-	-
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets adjusted for the following:	-	-	-
- related debts settled or due to be settled from sale proceeds;	-	-	-
- directly attributable transaction costs;	-	-	-
- proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations	-	-	-
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets at the Trust level not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently	-	-	-
Less: Amount invested in any of the Portfolio Assets for service of debt or interest	-	-	-
Less: Capital expenditure if any (including acquisition of other infrastructure assets / SPVs)	-	-	-
Add: Proceeds from fresh issuance of units	1,47,060	-	-
Less: Reserve for debentures / loans / capex expenditure in the intervening period till next proposed distribution if deemed necessary by the Investment Manager invested in permitted investments	-	-	-
Total cash outflows/retention at the Trust level (B)	(151)	(154)	(151)
Net Distributable Cash Flows (C) = (A+B)	(151)	(154)	(151)

- B. Pursuant to Investment Management Agreement, the Investment Manager is entitled to an Investment Management fee of Rs.20 million per annum exclusive of GST. Investment Manager is also entitled to reimbursement of any cost incurred in relation to activity pertaining to Trust such as administration of Trust, appointment of staff, director, transaction expenses incurred with respect to investing, monitoring and disposing off investment of the Trust.

Pursuant to Project Management Agreement, the Project Manager is entitled to a Project Management fee of INR 20 Million per annum exclusive of GST.

C. Statement of Earnings per unit

II. Additional Disclosures as required by Paragraph 6 of Annexure A to SEBI Circular No.CIRJIMD/DF/127/2016:

Particulars	Half year ended 30th September, 2020
	Unaudited
Loss for the period (INR in million)	(13,895)
Weighted average number of units outstanding for computation of basic and diluted earnings per unit (no. in million)	16.07
Earnings per unit in INR (Basic and Diluted)	(864.55)

Trust has issued units on 29th September 2020. Hence, EPS for previous periods is not applicable.

D. Contingent liabilities and Commitments

Particulars	INR Million		
	As at September 30, 2020	As at March 31, 2020	As at September 30, 2019
	Unaudited	Audited	Unaudited
Contingent liabilities	371	650	-
Capital Commitments	-	25,315	-

E. Related Party Disclosures

I List of Related Parties as per requirements of Ind AS 24-"Related Party Disclosures"

A	Name of Party	Relationship
1	Jio Digital Fibre Private Ltd	Subsidiary
2	Reliance Projects & Property Management Services Limited	Investing party
3	Jamnagar Utilities & Power Private Limited	Investing party

II List of Additional Related Parties as per regulation 2(1) (zv) of SEBI InvIT Regulations

A	Name of Party	Relationship
1	Axis Trustee Service Limited	Trustee
2	Infinite India Investment Manager Limited	Investment Manager
3	Reliance Industrial Investments and Holding Limited	Sponsor
4	Reliance Industries Limited	Promoter of Sponsor
5	Jio Infrastructure Management Services Limited	Project Manager
6	Axis Bank Limited	Promoter of Trustee

B Director of the Parties to the Trust Specified II (A) above

i)	Directors of Reliance Industrial Investments and Holdings Limited
1	Hital Rasiklal Meswani
2	Vinod Mansukhlal Ambani
3	Mahendra Nath Bajpai
4	Savithri Parekh
5	Dhiren Vrajlal Dalal
6	Balasubramanian Chandrasekaran

ii)	Directors of Axis Trustee Service Limited
1	Sanjay Sinha
2	Rajesh Kumar Dahiya
3	Ganesh Sankaran

iii)	Directors of Infinite India Investment Manager Limited
1	Shailesh Shankarlal Vaidya
2	Vishal Nimesh Kampani
3	Rajendra Dwarkadas Hingwala
4	Dipti Neelakantan
5	

iv)	Directors of Jio Infrastructure Management Services Limited
1	Sudhakar Saraswatula
2	Nikhil Chakrapani Suryanarayana Kavipurapu
3	Hariharan Mahadevan

II. Additional Disclosures as required by Paragraph 6 of Annexure A to SEBI Circular No.CIRJMD/DF/127/2016:

III Transactions with Related Parties during the period

INR Million

Sr. No	Particulars	Relation	Half year ended		
			30th September 2020	31st March 2020	30th September 2019
			Unaudited	Unaudited	Unaudited
1	Professional Fees				
	Axis Trustee Service Limited	Trustee	1	1	1
	Infinite India Investment Manager Limited	Investment Manager	12	12	12
	Jio Infrastructure Management Services Limited	Project Manager	12	12	12
2	Contribution to Corpus				
	Reliance Industrial Investments and Holdings Limited*	Sponsor	24	264	-
3	Reliance Industries Ltd	Promotor of Sponsor			
	Repayment of Non Convertible Debentures (Unsecured)		-	-	2,85,130
	Interest on Non Convertible Debentures (Unsecured)		11,435	11,404	12,124
	Addition of Inter Corporate Deposit		-	-	12,790
	Repayment of Inter Corporate Deposit		-	-	12,790
	Interest on Inter Corporate Deposit		-	-	127
4	Axis Bank Ltd	Promoter of Trustee			
	Addition of Commercial Paper		-	-	10,890
	Repayment of Commercial Paper		-	-	10,890
	Interest on Commercial Paper		-	-	110
	Loan Taken		-	-	85,000
	Processing fees paid		-	-	209
	Refinancing Arrangement		2,500	12,500	15,000
	Interest on Borrowings		2,264	2,429	2,263
5	Issue of units				
	Reliance Industrial Investments and Holdings Limited	Sponsor	22060	-	-
	Reliance Projects & Property Management Services Limited	Investing party	64500	-	-
	Jamnagar Utilities & Power Private Limited	Investing party	35500	-	-

(iii) Outstanding balance at the period end

INR Million

Sr. No	Particulars	Relation	As at 30th September 2020	As at 31st March 2020	As at 30th September 2019
			Unaudited	Unaudited	Unaudited
			Unaudited	Unaudited	Unaudited
1	Axis Trustee Service Limited	Trustee	1	2	1
2	Infinite India Investment Manager Limited	Investment Manager	12	24	12
3	Jio Infrastructure Management Services Limited	Project Manager	12	-	12
4	Reliance Industrial Investments and Holdings Limited*	Co-Sponsor	288	264	0
5	Reliance Industries Ltd	Promotor of Sponsor			
	Borrowings - Non Convertible Debentures (Unsecured)		2,53,420	2,53,420	2,53,420
	Interest accrued but not due on Non Convertible Debentures (Unsecured)		11,435	20,527	11,404
6	Borrowings - Secured Term Loans- Axis Bank Limited	Promoter of Trustee	55,000	57,291	70,000
7	Bank Balances**	Promoter of Trustee	0	56	5
8	Interest accrued but not due on loan	Promoter of Trustee	356	-	393

* Half year ended 30th September 2019, includes contribution of INR 10,000.

* Half year ended 30th September 2020, includes Bank balance of Rs. 436,228/-

For and on behalf of the Board of Directors

Infinite India Investment Management Limited

(Acting as Investment Managers of Digital Fibre Infrastructure Trust)

[Signature]

Director

DIN: 00505452

Date: 13 November 2020

Place: Mumbai



[Signature]

Mr. Rajkumar Agrawal
Authorised Signatory

[Signature]

Compliance Officer

Kapil Jain

RISK FACTORS

The following risk factors are illustrative in nature and are not meant to be exhaustive. Unitholders are also requested to refer to the risk factors laid out in the placement memorandum dated September 29, 2020.

1. **Reliance Jio Infocomm Limited (“RJIL”) currently contributes to substantially all of JDFPL’s revenues and is expected to continue to contribute significantly to its revenues going forward. Accordingly, its results of operations and financial condition are linked to those of RJIL. As a result, any and all the factors that may adversely affect the business of RJIL would adversely and materially affect the results of operations and financial condition of JDFPL and distributions to our Unitholders**

RJIL is currently our single largest customer and contributes to substantially all of JDFPL’s revenues. We also currently expect RJIL to contribute significantly to JDFPL’s revenues going forward. Accordingly, its results of operations and performance heavily depends on factors affecting the growth of the business of RJIL and its ability to implement its business plans. RJIL’s business may be sensitive to factors such as the general growth of the Indian economy, economic disruptions, competition in the telecommunication industry, digital consumer behaviour regarding the adoption of digital services and the governmental policies or regulatory framework or any changes to such policies or framework for digital communications in India. RJIL’s business is also affected by factors which have a significant impact on telecommunications companies, such as the usage of fiberized towers and fibre backhaul, the length and frequencies of network downtime and the availability of licenses and spectrum in relevant service areas. All these factors affecting RJIL’s business shall consequently impact the business, operations and financial condition of JDFPL and the consequent the distributions from the Trust to the Unitholders.

2. **The composite scheme of arrangement undertaken by RJIL, JDFPL, Reliance Jio Infratel Private Limited and their respective shareholders (“Scheme”) in relation to transfer of RJIL’s fibre assets to JDFPL are subject to several risks in relation to the transfer of the relevant ROW Approvals**

The Scheme in relation to transfer and vesting of the fibre assets of RJIL to JDFPL is subject to several risks arising in relation to the transfer of various ROW approvals, which we rely on in the ordinary course of our business for the installation of our digital fibre, in accordance with the Indian Telegraph Act, 1885.

While JDFPL may continue to operate the fibre network under the existing ROW approvals, there can be no assurance that they will be able to continue to do so. Further, the relevant authority may levy penalties on the transferee for not having obtained or maintained permits, which may be applicable until such times as the transfers of these permits are completed. We cannot assure you that any difficulties that JDFPL has in obtaining, maintaining or renewing the required ROW approvals will not materially and adversely affect our business, prospects, results of operations, cash flows and financial condition.

3. **We will depend on third parties to undertake activities in relation to the construction, operation and maintenance of JDFPL’s optic fibre network. Any delay, default or unsatisfactory performance by these third parties could materially and adversely affect the ability to effectively operate or maintain the fibre assets**

We have entered into the Project Execution Agreement with the Project Manager and Reliance Projects and Property Management Services Limited (“RPPMSL”) pursuant to which RPPMSL, in its capacity as the contractor, will establish fibres and ducts and the O&M Agreement with the Project Manager and RPPMSL pursuant to which RPPMSL, in its capacity as the operator, will operate, maintain and manage the fibre assets. While we believe that RPPMSL is reputable and that we have adequate safeguards in the Project Execution Agreement and O&M Agreement, there can be no assurance that we would not be exposed to any risks or be held liable for any acts or omissions by RPPMSL or its sub- contractors.

The Project Manager and RPPMSL may delegate their duties to advisors, consultants and other third parties. While the Project Manager and RPPMSL will remain liable for any of the respective delegates’ acts of commission and omission, any failure or unsatisfactory performance by such delegates could materially and adversely affect our business, results of operations and financial condition.

4. The Income Tax Department had raised certain objections on the Scheme and has claimed that the Hon'ble National Company Law Tribunal, Ahmedabad bench, had not adjudicated on their objections while granting sanction to the Scheme of Arrangement

The Income Tax Department had raised certain objections on the Scheme. The Income Tax Department alleged that the National Company Law Tribunal, Ahmedabad bench had not adjudicated on their objections before sanctioning the Scheme and filed appeals before National Company Law Appellate Tribunal ("NCLAT"). While the NCLAT has dismissed the appeals of the Income Tax Department vide its order dated December 20, 2019, we cannot guarantee that the Income Tax Department would not appeal against the order of the NCLAT in the Hon'ble Supreme Court and the likely outcome of any such appeal with the Supreme Court. In the event of any adverse ruling by the Supreme Court, our investments in JDFPL and the results of our operations may be adversely and materially impacted.

5. We may not be able to make distributions to the Unitholders or the level of distributions may fall

The Trust's distributions will be based on the Net Distributable Cash Flows ("NDCF") available for distribution and not on whether the Trust makes an accounting profit or loss. The InvIT Regulations provide that not less than 90% of NDCF of JDFPL is required to be distributed to the Trust in proportion of its holding in JDFPL subject to applicable provisions of the Companies Act. Not less than 90% of NDCF of the Trust shall be distributed to the Unitholders.

The Trust will primarily rely on the amounts (net of all taxes and expenses) received by the Trust from JDFPL in connection with loans made available to JDFPL by the Trust in order to make distributions to the Unitholders. Further, in the event the Trust is unable to make distributions to the Unitholders, the consequences as may be applicable to the Trust or JDFPL as set out in the InvIT Documents will become applicable.

JDFPL might not have sufficient distributable or realized profits, surplus or tax benefits on its income, interests, profits, dividends or receipts in any future period to meet its interest payment obligations as a result of, among other things:

- its fulfilment of payment obligations to creditors more senior in priority;
- its business and financial position;
- the implementation of JDFPL's business growth strategy;
- insufficient cash flows generated from the fibre assets;
- applicable laws and regulations, which may restrict the payment of dividends by JDFPL;
- operating losses incurred by JDFPL in any financial year;
- tax benefits on interest payments that JDFPL earned, any repayments made by JDFPL to the Trust, dividends and other forms of earnings / profits that the Trust paid to the Unitholders;
- changes in accounting standards, taxation laws and regulations, laws and regulations in respect of foreign exchange repatriation of funds, corporation laws and regulations relating thereto; and
- the terms of agreements to which they are, or may become, a party.

Further, the method of calculation of NDCF is subject to change. Any change in the applicable laws in India or elsewhere (including, for example, tax laws and foreign exchange controls) may limit the Trust's ability to pay or maintain distributions to the Unitholders.

6. Changes in legislation or the rules relating to tax regimes could materially and adversely affect JDFPL's business and our results of operations, financial condition and prospects

There have been two major reforms in Indian tax laws, namely the introduction of the GST and provisions relating to general anti-avoidance rules ("GAAR").

The GST regime came into effect on July 1, 2017, combining taxes and levies by the Government and State Governments into a unified rate structure. There is limited clarity on the availability of input tax credit, and any unfavourable orders in this regard may have a material adverse impact on our financial position and cash flows. Further, any application of existing law or future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

The GAAR regime came into effect on April 1, 2017. The tax consequences of the GAAR provisions being

applied to an arrangement could result in denial of tax benefit, amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to the Trust or any member of the Trust and JDFPL, it may have a material adverse tax impact on the Trust and JDFPL.

7. The Ministry of Finance, GoI, has constituted a task force to draft new direct tax legislation, the provisions of which may have an unfavourable implication for us.

The Ministry of Finance, GoI, has set up a panel to review the IT Act and to draft a new direct tax legislation (“**Panel**”). The Panel has been tasked with drafting appropriate direct tax legislation aimed at (i) aligning India’s domestic direct tax regime in line with international best practices; and (ii) ensuring and encouraging compliance. The impact of the report by the Panel, including findings and recommendations in their report and the provisions of the proposed direct tax legislation could have an unfavourable implication on us. Since the Panel and their report, including their recommendations and the draft of the new direct tax legislation has not been released yet, the possible impact on us is not clear.