



Digital Fibre Infrastructure Trust

January 2025

Sharing of Balance Revenue and its Impact on Net Distributable Cash Flows of SPV

1. The Digital Fibre Infrastructure Trust (Trust) holds 51% of the equity shares of Jio Digital Fibre Private Limited (JDFPL), the SPV under the Trust with the balance 49% of the equity shares being held by Reliance Industries Limited (RIL) and others. RIL and others also hold 0.01% Optionally Convertible Participative Preference Shares (OCPS) of JDFPL.
2. The Trust has raised an aggregate amount of Rs. 19,495 crore by issue of units: (i) initial offer in September 2020; and (ii) rights issue in December 2021. Out of this, Rs. 19,489 crore has been provided as loan to JDFPL (Staggered Interest Loan).
3. Apart from interest as specified in the Staggered Interest Loan agreement, the Trust is entitled to additional interest in the form of sharing of 'Balance Revenue'. 'Balance Revenue' refers to cash remaining in JDFPL after all payments and provisions specified in the waterfall structure described in the Staggered Interest Loan agreement. Balance Revenue will be shared between the Trust and OCPS holders based on the threshold IRR specified in the Staggered Interest Loan agreement.
4. Since the IRR to the unitholders is expected to be more than the threshold of 11.5% over the 30 year period, the sharing of Balance Revenue between the Trust and the OCPS holders is as under:
 - (a) Until September 28, 2030, in the ratio of 5:95
 - (b) From September 29, 2030, till September 28, 2050, in the ratio of 10:90

Illustration on computation of Balance Revenue and the sharing thereof

Sr No	Particulars	Amount in Rs. crore
1	Revenue	100.00
2	Operating costs	20.00
3	Interest on borrowings from Senior Lenders	20.00
4	Principal repayment instalment to Senior Lenders	5.00
5	Cash available to Trust and OCPS holders (1) – (2) – (3) – (4)	55.00
6	Interest to Trust on Staggered Interest Loan	30.00
7	Principal repayment instalment of Staggered Interest Loan to Trust	5.00
8	Balance Revenue under the Staggered Interest Loan agreement (5) – (6) – (7)	20.00
9	Share of Balance Revenue of OCPS holders (as per paragraph 4(a) in slide 2 @ 95%)	19.00
10	Share of Balance Revenue of Trust (as per paragraph 4(a) in slide 2 @ 5%)	1.00

Illustration on impact of Balance Revenue on NDCF of JDFPL

Sr No	Particulars	Amount in Rs. crore
1	Revenue	100.00
2	Operating costs	20.00
3	Interest on borrowings from Senior Lenders	20.00
4	Principal repayment instalment to Senior Lenders	5.00
5	Share of OCPS holders in Balance Revenue (from table in slide 3)	19.00
6	NDCF (1) – (2) – (3) – (4) – (5) (Distributed as shown in (7), (8) and (9) below)	36.00
7	Distribution to the Trust as interest on Staggered Interest Loan	30.00
8	Distribution to the Trust as Additional Interest i.e Trust's share of Balance Revenue	1.00
9	Distribution to the Trust as principal repayment instalment of Staggered Interest Loan	5.00
10	Total distributions as a % of NDCF	100.00%

Thank You