

Investigation & Survey Report

Sl. No.	Description	Details
1	Name & Address of the User Agency	Jio Digital Fibre Private Limited (earlier known as Reliance Jio Infocomm Limited)
2	Name of the Project	Laying of Under Ground Optical Fiber Cable (OFC) along the Road within the existing Right of Way
3	Shape of forest land proposed to be diverted	Linear
4	Name of the RF Block	Gopavaram, Gopavaram Extn. & C. Kothapalle
5	Name of Division	Proddatur WL Division
6	Name of Forest Range/Ranges	Badvel
7	Forest Beats	Ramapuram & Valleruvaripalle
8	Total Area of Forest Land required	0.36 Ha
9	Name of the Survey Agency	M/s Suneeth Constructions
10	Make & Model of the Instrument	Geomax-Zenith 25
11	Name of the Surveyors	1. Pavan 2) Sravan 3) Ravi & 4) Shankar
12	Period of Survey	09-11-2020 to 14-11-2020
13	Name of the Authenticating Agency	O/o Principal Chief Cosnervator of Forests (HoFF), Guntur, Andhra Pradesh
14	Authentication letter reference	10611/2017/FCA-1, dated 15-03-2018

Date: 14th October 2021
Place: Vijayawada



For Jio Digital Fibre Private Limited

(Signature)

Authorised Signatory

Name : Satya Prasad Gunturu
Dy. General Manager - Regulatory-Row

**GOVERNMENT OF ANDHRA PRADESH
FOREST DEPARTMENT**

Rc.no. EFS02 -
15026/05/2021-
FCA- SEC PCCF/FCA-I,
Dated: 21.03.2021.

Office of the Prl. Chief Conservator of Forests
& Head of Forest Force, Andhra Pradesh,
Nagarampalem, Guntur -522004.

**Sri N. Prateep Kumar, I.F.S.,
Prl. Chief Conservator of Forests &
Head of Forest Force**

Sub:- APFD – F(C)Act, 1980 – Laying underground Optical Fiber Cable (OFC) in forest area over an extent of 0.408 in Compt.no.322,323, Gopavaram RF, Ramapuram beat and Compt.no.332, Gopavaram Extn. RF, Valleruvaripalle beat and Compt.no.291, C.Kothapalli RF, Valleruvaripalli beat of Badvel Range (M), Proddatur WL Division in favour of M/s Jio Digital Fiber Private Limited- DGPS survey completed – Submitted for verification and authentication – Verification report forwarded – Reg.

Ref:- 1) PCCF & HoFF, A.P., Guntur Rc. no. EFS02 -
15026/05/2021- FCA- SEC PCCF/FCA-
I, dated:15.03.2018
2) CF, Kurnool Rc. no.4700/2020/TO, dated: 02.01.2021.
3) APCCF (FCA) U.O. Note no. EFS02 -15026/05/2021-
FCA- SEC PCCF/FCA-I, dated: 01.03.2021.
4) PCCF (Res. & IT), U.O. Note no. EFS02-17/18/2021-IT
SEC-PCCF, dated: 09.03.2021

It is informed that, the DGPS surveyed raw data & maps received in the reference 2nd cited for diversion of forest area over an extent of 0.408 in Compt.no.322,323, Gopavaram RF, Ramapuram beat and Compt.no.332, Gopavaram Extn.RF, Valleruvaripalle beat and Compt.no.291, C.Kothapalli RF, Valleruvaripalli beat of Badvel Range & (M), Proddatur WL Division in favour of M/s Jio Digital Fiber Private Limited for laying underground Optical Fiber Cable (OFC), has been verified, authenticated in the reference 4th cited and the area assessed is **0.36 ha.**(i.e.0.12 ha. for bit-I + 0.19 ha. for bit-II + 0.05 ha. for bit -III).

In this regard, the Divisional Forest Officer, Proddatur (WL) is requested to verify the same with the Gazette notification of the RF block and release the authenticated maps to the user agency duly signing on the maps, and by collecting an amount of ₹ 9,000/- by way of Demand Draft in f/o Forest Utilization Officer, Andhra Pradesh, Guntur towards user charges as per circular Instruction issued in PCCF &HoFF, A.P., Guntur

Rc.no.24529/2006/M&E-1 (IT-1), dated: 18-01-2016 and submit the same to Forest Utilization Officer, O/o Prl. Chief Conservator of Forests & Head of Forest Force , A.P., Guntur under intimation to this office.

End:- As above.

Sd/- N.Prateep Kumar
Prl. Chief Conservator of Forests &
Head of Forest Force

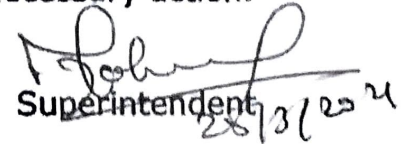
To
The Divisional Forest Officer, Proddatur WL.

Copy to the Conservator of Forests, Kurnool for information.

✓ Copy to the Authorized Signatory, M/s. Jio Digital Fiber Private Ltd., Visakhapatnam for information. He is requested to pay an amount of ₹ 9,000/- by way of Demand Draft in f/o Forest Utilization Officer, Andhra Pradesh, Guntur towards user charges as per circular instruction issued in PCCF &HoFF, A.P., Guntur Rc. no. 24529/2006/M&E-1 (IT-1), dated : 18-01-2016 for supply of authenticated maps.

Copy to the Forest Utilization Officer, O/o Prl. Chief Conservator of Forests & Head of Forest Force, A.P., Guntur for information and necessary action.

// t.c.b.o //


Superintendent
28/3/2024

FL
28/3/2024

U.O.Note no.EFS02-17/18/2021-IT SEC - PCCFdt. 09.03.2021.

Sub:- APFD - IT - Laying underground Optical Fibre Cable (OFC) in the forest area falling in Kurnool Division and Mydukur Krishnapatnam road passing through the forest are falling in Badvel Range, Proddatur WL Division by M/s. Jio Digital Fibre Private Ltd., Visakhapatnam - Furnishing of verification and authentication report- Regarding.

Ref:- 1. APCCF (FCA), U.O Note No. EFS02-15026/11/2020-FCA SEC - PCCF/FCA - 1, dt. 23.02.2021.
2. APCCF (FCA), U.O Note No. EFS02-15026/5/2021-FCA SEC - PCCF/FCA - 1, dt. 01.03.2021.

In response to the references cited above, it is to inform that, the data has been verified by the GIS cell and the remarks are as follows:

Sl.No	Name of the Proposal	Area proposed by User agency (ha)	Area Assessed by GIS in (ha)
1	The Diversion of Forest Land for Laying of OFC Underground in Comp No-343 (M), Reddypalli RF, OWK Beat, Dhone Range, Kurnool Division in favour of Jio Digital Fiber Private Limited	0.16	0.11
2	The Diversion of Forest Land for Laying of OFC Underground in Comp no-322,323, Gopavaram RF, Ramapuram Beat and Comp no-332, Gopavaram Extn RF, Valleruvaripalle Beat and Comp no-291, C Kothapalli RF, Valleruvaripalli Beat of Badvel Range, Proddatur (WL) Division in favour of Jio Digital Fiber Private Limited	0.408	0.36

The above proposals were verified with the available database of the GIS layers with the IT wing. The DGPS data authenticity has been verified and for locational accuracy, the instructions issued vide PCCF circular no. 7/2012 (Rc. no. 22818/2010/IT, dt. 28.12.2012) may be considered for further action.

The authenticated maps for the above proposal are here with enclosed for taking further necessary action.

Encl: Authenticated Maps.

Sd/- A.K. Naik,
Prl. Chief Conservator of Forest (Res.& IT)

To,
The Addl. Prl. Chief Conservator of Forests (FCA), O/o the PCCF (HoFF), A.P., Guntur.

//True Copy//

C. Muthuvaran. Baby
for Prl. Chief Conservator of Forests (Res.& IT)



DIGITAL
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JDFPL/AP/ROW/NLD/APFD-GUNTUR/2019-20/013

Date: 07-05-2019

To,
The Principal Chief Conservator of Forests (WL) &
Chief Wildlife Warden,
Aranya Bhavan, K.M. Munshi Road,
Nagarampalem, Guntur - 522 004
Andhra Pradesh.

Dear Sir,

Sub: Intimation regarding Order of Hon'ble National Company Law Tribunal, approving the Composite Scheme of Arrangement among Reliance Jio Infocomm Ltd (RJIL), Jio Digital Fibre Private Limited (JDFPL), Reliance Jio Infratel Private Limited (RJILP), (Scheme) demerging the Optic Fibre Cable Undertaking to JDFPL

Ref: Order of Hon'ble National Company Law Tribunal (NCLT), Ahmedabad Bench dated 20 March 2019 in CP (CAA) No.13/NCLT/AHM/2019 IN, CP(CAA) No.10/NCLT/AHM/2019 (Order).

1. This is with reference to the above referred Order of Hon'ble NCLT approving the Scheme. As per the Order, with effect from the close of business hours of 31st March 2019, (Effective Date) RJIL has demerged the Optic Fibre Cable Undertaking to JDFPL
2. In accordance with the Scheme approved by the Order, we humbly request your good selves to make necessary changes in the records of this Hon'ble authority, to substitute the name of "Reliance Jio Infocomm Ltd" with "Jio Digital Fibre Pvt Ltd" in respect of all Right of Way (RoW) permissions 'granted' and or 'applied for', and 'pending for grant of approvals' as the case may be, before the Hon'ble authority for laying Ducts /OFC.
3. In furtherance of the above, going forward from the date of receipt of this letter, your good selves are requested to:
 - (i) issue all future demand notes towards any recurring payments,
 - (ii) issue demand for submission and renewal of Bank Guarantees,
 - (iii) permit submission and refund of any new security depositin connection with any pending applications submitted by RJIL, for laying of OFC, in favor of / by 'Jio Digital Fibre Pvt Ltd', and all correspondence in this regard may be issued in the following address

We request, you to kindly transfer all of the security deposit(s), deposited by RJIL in connection with the laying of OFC, from time to time, in the name of Jio Digital Fibre Pvt Ltd.

We humbly request you to acknowledge receipt, take the letter on record and make necessary changes in the records, documents of this Hon'ble authority, as prayed for and do the needful.

We look forward for your continuous support and cooperation.

Thanking you,

For Reliance Jio Infocomm Ltd

Name: Doraiah Yandapalli

For Jio Digital Fibre Private Limited

Name: Doraiah Yandapalli

Encl: As above

Jio Digital Fibre Private Limited CIN U64200GJ2018PTC105652

Registered Office: Office - 101, Saffron, Nr. Centre Point, Panchwati 5 Rasta, Ambawadi, Ahmedabad-380 006, Gujarat, India

Local office: Address: 6th Floor, Vinayagar Trade Centre, VIP Road, Visakhapatnam - 530 003, A.P., Tel: 0891-3572471

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**BEFORE THE ADJUDICATING AUTHORITY
NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

**CP(CAA) No. 13/NCLT/AHM/2019 IN
CA(CAA) No. 10/NCLT/AHM/2019**

Coram: Hon'ble Ms. MANORAMA KUMARI, MEMBER JUDICIAL

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF AHMEDABAD
BENCH OF THE NATIONAL COMPANY LAW TRIBUNAL ON 20.03.2019**

Name of the Company: Reliance Jio Infocomm Ltd.
Jio Digital Fibre Pvt. Ltd.
Reliance Jio Infratel Pvt. Ltd.

Section of the Companies Act: Section 230-232 of the Companies Act,
2013

<u>S.NO.</u>	<u>NAME (CAPITAL LETTERS)</u>	<u>DESIGNATION</u>	<u>REPRESENTATION</u>	<u>SIGNATURE</u>
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1.	RAVI PAKHWA	ADV	PEL	
2.	ilb Thakkar and Pakhwa			

ORDER

The petitioner is represented through their respective Learned Counsel(s).

The Order is pronounced in the open court, vide separate sheet


**MANORAMA KUMARI
MEMBER JUDICIAL**

Dated this the 20th day of March, 2019.

CP(CAA) No. 13/NCLT/AHM/2019
in
CA (CAA) No. 10/NCLT/AHM/2019

**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH**

CP(CAA) No. 13/NCLT/AHM/2019
in
CA (CAA) No. 10/NCLT/AHM/2019

In the matter of:

Reliance Jio Infocomm Limited
A Company incorporated under the
Provisions of the Companies Act, 1956,
Having its registered office at
101, Saffron, Nr. Centre Point,
Panchwati 5 Rasta,
Ambawadi,
Ahmedabad-380006
Gujarat

Demerged/Transferor Company
Petitioner Company No. 1

Jio Digital Fibre Private Limited
A Company incorporated under the
Provisions of the Companies Act, 2013,
Having its registered office at
101, Saffron, Nr. Centre Point,
Panchwati 5 Rasta,
Ambawadi,
Ahmedabad-380006
Gujarat

Resulting Company
Petitioner Company No. 2

Reliance Jio Infratel Private Limited
A Company incorporated under the
Provisions of the Companies Act, 1956,
Having its registered office at
101, Saffron, Nr. Centre Point,
Panchwati 5 Rasta,
Ambawadi,
Ahmedabad-380006
Gujarat

Transferee Company
Petitioner Company No. 3

Order delivered on 20th March, 2019

Coram: Hon'ble Ms. Manorama Kumari, Member (J)

Appearance: Sr. Advocate Mr. Saurabh Soparkar with Mr. Mehul Shah and Mr. Ravi Pahwa i/b Thakkar & Pahwa is present for the applicants

Final Order

Chhannu

1. The instant joint petition under sections 230-232 of the Companies Act, 2013 is filed, seeking sanction of the Composite Scheme of Arrangement amongst Reliance Jio Infocomm Limited and Jio Digital Fibre Private Limited and Reliance Jio Infratel Private Limited and their respective shareholders and creditors ("Composite Scheme of Arrangement").
2. The Petitioner Companies filed Company Application being CA (CAA) No. 10/NCLT/AHM/2019 before this Tribunal seeking dispensation of the meeting of Equity Shareholders of the Petitioner Company No.2 and the Petitioner Company No.3 while seeking directions to convene and hold meetings of Secured Creditors (including Secured Debenture holders), Unsecured Creditors (including Unsecured Debenture holders), Preference Shareholders and Equity Shareholders of the Petitioner Company No.1.
3. By an order dated 11.1.2019 made in CA (CAA) No. 10/NCLT/AHM/2019, this Tribunal ordered dispensation of the meeting of the Equity Shareholders of the Petitioner Company No.2 and the Petitioner Company No.3, while directing holding and convening the meetings of the Secured Creditors (including Secured Debenture holders), Unsecured Creditors (including Unsecured Debenture holders), Preference Shareholders and Equity Shareholders of the Petitioner Company No.1. This Tribunal also directed issuance of notices to Regional Director, North Western Region, Registrar of Companies, concerned Income Tax Authority (in case of all the Petitioner Companies), Securities and Exchange Board of India, BSE Limited



and National Stock Exchange of India Limited (in the case of Petitioner Company No.1) stating that the representation, if any, to be made by them, be made within a period of 30 days from the date of receipt of such notice. This Tribunal also directed publication of notice about convening and holding of the meetings in "Indian Express" in English language having all India circulation and "Divya Bhaskar" in Gujarati language, having circulation in Ahmedabad.

4. Pursuant to the order dated 11.1.2019, the Petitioner Companies sent notices to the aforesaid statutory authorities and submitted affidavit dated 31st January, 2019 confirming the said compliances.
5. Pursuant to the order dated 11.1.2019, the Petitioner Company No.1 also published notice about convening and holding of the meetings in "Indian Express" in English language having all India circulation and "Divya Bhaskar" in Gujarati language, having circulation in Ahmedabad and submitted affidavit dated 31st January, 2019 confirming the said compliances.
6. Subsequent to the order dated 11.1.2019, the Petitioner Companies amended the Composite Scheme of Arrangement such that the Resulting Company and the Transferee Company shall provide an option to the shareholders of the Demerged Company and to the Transferor Company, at their discretion, to receive a part of the consideration in the form of preference shares, for the demerger of Demerged Undertaking (as defined in the Composite Scheme of Arrangement) and transfer of the Transferred Undertaking (as defined in the Composite Scheme of Arrangement) respectively. The aggregate consideration envisaged under the Composite Scheme of Arrangement, does not undergo any change



pursuant to the aforesaid amendment. A notice of this modification was published in "Indian Express" in English language having all India circulation and "Divya Bhaskar" in Gujarati language, having circulation in Ahmedabad on 13.2.2019.

7. The meetings of Secured Creditors (including Secured Debenture holders), Unsecured Creditors (including Unsecured Debenture holders), Preference Shareholders and Equity Shareholders of the Petitioner Company No.1 were duly convened and held on 18.2.2019. In the aforesaid meetings, the Chairperson informed the Secured Creditors (including Secured Debenture holders), Unsecured Creditors (including Unsecured Debenture holders), Preference Shareholders and Equity Shareholders of the Petitioner Company No.1 that subsequent to the order dated 11.1.2019, the Petitioner Companies amended the Composite Scheme of Arrangement, as stated hereinabove. The Chairperson of the Meetings filed respective reports in the form of an affidavit dated 23rd February, 2019.
8. As per the Chairperson's Report of the meeting of the Secured Creditors (including Secured Debenture holders) of the Petitioner Company No.1, 221 Secured Creditors (including Secured Debenture holders) either in person or through proxy (having value of debt of Rs. 14094,83,33,300/- attended the meeting and the Secured Creditors (including Secured Debenture holders) having value of debt of Rs.14064,83,33,300/- voted in favour of sanctioning the Composite Scheme of Arrangement.
9. As per the Chairperson's Report of the meeting of the Unsecured Creditors (including Unsecured Debenture holders) of the Petitioner Company No.1, 429 Unsecured

Chakraborty

Creditors (including Unsecured Debenture holders) either in person or through proxy (having value of debt of Rs. 94109,85,75,725/- attended the meeting and the Unsecured Creditors (including Unsecured Debenture holders) having value of debt of Rs. 94034,85,75,725/- voted in favour of sanctioning the Composite Scheme of Arrangement.

10. As per the Chairperson's Report of the meeting of the Preference Shareholders of Petitioner Company No.1, 2 Preference Shareholders (representing 100% of total Preference Share Capital of the Petitioner Company No.1) attended the meeting and both the Preference Shareholders voted in favor of the sanctioning of the Composite Scheme of Arrangement.
11. As per the Chairperson's Report of the meeting of the Equity Shareholders of the Petitioner Company No.1, 7 Equity Shareholders (representing 99.827% of total Equity Share Capital of the Petitioner Company No.1) attended the meeting and all the 7 Equity Shareholders voted in favor of the sanctioning of the Composite Scheme of Arrangement.
12. Pursuant to the order dated 11.1.2019, Regional Director, North Western Region, made a representation vide letter dated 13.3.2019 making certain observations.
 - 12.1 The first observation relates to non-convertible debentures of the Applicant Company No. 1.
 - 12.2 The second observation relates to placing on record the relevant facts regarding clause 4.2 of the Composite Scheme of Arrangement.
 - 12.3 The third observation relates to modification of the Composite Scheme of Arrangement.
 - 12.4 The fourth observation relates to approvals to be taken from the concerned Regulatory Authorities.



- 12.5 The fifth observation is regarding sufficiency of authorized share capital to issue and allot new equity shares of the Transferee Company to the shareholders of the Demerged/ Transferor Company upon sanction of the Composite Scheme of Arrangement.
- 12.6 The sixth observation relates to compliance with the provisions of Section 2(19AA) of the Income-Tax Act, 1961.
- 12.7 The seventh observation relates to disclosure of list of assets and liabilities which are proposed to be demerged and transferred pursuant to the Composite Scheme of Arrangement.
- 12.8 The eighth observation relates to legal expenses to be paid to the Regional Director.
- 12.9 The ninth observation relates to representation received by Regional Director from the office of Registrar of Companies, Ahmedabad which contain three observations.
13. In response to the representation dated 13.3.2019, the Petitioner Companies filed an affidavit dated 15.3.2019 giving replies to the observations of the Regional Director.
- 13.1 With regard to first observation, it is submitted that the non-convertible debentures of the Petitioner Company No. 1 are listed on BSE Limited and the National Stock Exchange of India Limited. Regulation 59 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribe prior approval of the stock exchanges where the non-convertible debentures are listed for any material modification in the structure of the aforesaid debentures in terms of coupon, conversion, redemption, or otherwise. It is further submitted that as there is no change in the structure of the non-convertible debentures in terms of coupon, conversion,



redemption, or otherwise pursuant to the Composite Scheme of Arrangement, no prior approval is necessary.

13.2 With regard to second observation, it is submitted that the amount of Preference Share Capital and the corresponding securities premium apportioned to Loan 1, Loan 2 and Loan 3 (as defined in the Composite Scheme of Arrangement) are based on expenditure incurred in respect of the optic fibre cable undertaking, tower infrastructure undertaking and other businesses of the Petitioner Company No.1.

13.3 With regard to third observation, it is submitted that the Petitioner Companies modified the composite scheme of arrangement to the effect that the Resulting Company and the Transferee Company shall provide an option to the shareholders of the Demerged Company and to the Transferor Company, at their discretion, to receive a part of the consideration in the form of preference shares, for the demerger of the Demerged Undertaking and transfer of the Transferred Undertaking respectively. It is further submitted that the aggregate consideration envisaged under the Composite Scheme of Arrangement does not undergo any change pursuant to the aforesaid amendment. It is further submitted that a notice of this modification was published in Indian Express, all editions in English and a Gujarati translation thereof in Divya Bhaskar on 13.02.2019. The modifications were also explained by the Chairperson of the respective meetings of the Secured Creditors (including Secured Debenture holders), Unsecured Creditors (including Unsecured Debenture holders), Preference Shareholders and Equity Shareholders of the Petitioner Company No.1 at their meetings convened and held for approving the Composite Scheme of Arrangement. In the said meetings, the Composite Scheme of Arrangement, as amended, was approved by



the requisite majority of the Secured Creditors (including Secured Debenture holders), Unsecured Creditors (including Secured Debenture holders), Preference Shareholders and Equity Shareholders of the Petitioner Company No.1.

- 13.4 With regard to fourth observation, it is submitted that the approvals and permissions, as may be necessary for carrying on the activities of the Petitioner Companies shall be applied for and obtained by following necessary procedures in accordance with applicable law.
- 13.5 With regard to fifth observation, it is submitted that Petitioner Company No.2 and Petitioner Company No.3, shall reclassify/ increase the authorized share capital to the extent required and also undertake to make due compliances for the said purpose.
- 13.6 With regard to sixth observation, it is submitted that Composite Scheme of Arrangement is a composite Scheme and that the Petitioner Companies shall comply with the provisions of Section 2(19AA) of the Income-tax Act, 1961, to the extent applicable.
- 13.7 With regard to seventh observation, it is submitted that the Petitioner Company No.1 shall submit the list of assets pertaining to the Demerged Undertaking and the Transferred Undertaking with the registry to be annexed as part of the order sanctioning this Composite Scheme of Arrangement. Since the Appointed Date is a prospective date, the Petitioner Company No.1 shall identify all the liabilities of the Demerged Undertaking and the Transferred Undertaking as on the Appointed Date and the same shall also be duly transferred along with the respective undertakings.
- 13.8 With regard to eighth observation, it is submitted that the Petitioner Companies shall pay the requisite legal fees/ cost to the Central Government as may be directed by this Tribunal.



13.9 With regard to the ninth observation which is in relation to representation of Registrar of Companies, it is submitted that the Petitioner Company No.1 has submitted letter dated 08.02.2019 with the office of the Regional Director and the Registrar of Companies, for reply to letter dated 17.12.2018 of Birbhum Highway Division-II, stating that the Composite Scheme of Arrangement will not impact the dues, if any, of the Birbhum Highway Division-II. A copy of the letter dated 08.02.2019 of the Petitioner Company No.1 is placed on record. As regards the second observation is concerned, the Petitioner Company No.1 has submitted letter dated 05.03.2019 with the office of the Regional Director and the Registrar of Companies, for reply to letter dated 29.11.2018 of Municipal Commissioner, Thane Municipal Corporation, clarifying that there is no proposal of merger between the Petitioner Company No.1 and Reliance Communications Limited. So far as the third observation is concerned, it is stated that the Petitioner Company No.1 has submitted a letter dated 07.02.2019 with the office of the Registrar of Companies clarifying the issues and that there is no further observation received from the office of Registrar of Companies.

There are no other observations made by the Regional Director and the Registrar of Companies.

14. Pursuant to the order dated 11.1.2019, concerned Income Tax Department sent two representations dated 14.2.2019 and 6.3.2019 making certain observations.
15. In response to the representations of concerned Income Tax Department, the Petitioner Companies have filed affidavit dated 15.3.2019 with this Tribunal. This Tribunal perused the representations of the Income Tax



Department and the affidavit filed by the Petitioner Companies in response thereto. This Tribunal notes that though in its initial report, the IT Department had some reservations in the Scheme, later on, after receipt of clarifications from the Petitioner Companies, the IT Department, in its last report, has raised only two issues viz. valuation of the assets under slump sale/ demerger and cancellation of preference shares. In so far as the first issue is concerned, it is understood by the Petitioner Companies that "the IT Department reserves the right to examine any aspect of any tax payable in respect of proposed slump sale and issue of shares, etc." On the second issue, IT Department has merely referred to tax implication on conversion of preference shares into loan. However, having said that, ultimately the report makes the following submissions: -

"9. The Income Tax Department will be free to examine the aspect of any tax payable as a result of the Scheme and in case it is found that the Scheme of Arrangement ultimately results in tax avoidance or is not in accordance to the demerger provisions of the Income Tax Act, then the Department will be at liberty to initiate appropriate course of action as per law.

10. It is further requested that the rights of the Income Tax Department should remain intact to take out appropriate proceedings regarding rising of any tax demand against the demerged company at any future date and these rights should not be adversely affected in view of sanction of the Scheme.

11. It is reiterated that any sanction to the Scheme of Arrangement under Sections 230 to 232 of the Companies Act, 2013 should not adversely impact the rights of the Income Tax Department for any past, present or future proceedings. The department should be at liberty to take appropriate action as per law in case of an event of any tax-avoidance or violation of Income Tax Law or any other similar issue."

Abhinav

In response to this, the Petitioner Companies have affirmed that the sanctioning of the Composite Scheme of Arrangement will not adversely impact the rights of the Income Tax Department for any past, present or future proceedings as per law in relation to the Petitioner Companies.

No representations have been received from any other statutory authorities.

16. The Petitioner Companies filed the petition being CP(CAA) No. 13/NCLT/AHM/2019 before this Tribunal seeking sanction of the Composite Scheme of Arrangement.
17. This Tribunal, vide an order dated 28.2.2019 admitted the aforesaid petition and directed issuance of notices to Regional Director, North Western Region, Registrar of Companies, concerned Income Tax Authority (in case of all the Companies) and the Securities and Exchange Board of India (in case of Petitioner Company No.1) informing the date of hearing. The Tribunal also directed publication of notice of hearing of the petition in the "Indian Express" in English language having all India circulation and "Divya Bhaskar" in Gujarati language, having circulation in Ahmedabad not less than 10 days before the date fixed for hearing, calling for objections, if any, on or before the date of hearing.
18. Pursuant to the order dated 28.2.2019 passed by this Bench, the Petitioner Companies published the notice of hearing of the petition in "Indian Express" in English having all India circulation and "Divya Bhaskar" in Gujarati language having circulation in Ahmedabad on 2.3.2019. The notice in respect of hearing of the petition was served upon the Regional Director, North Western



Region, Registrar of Companies, concerned Income Tax Authority (in case of all Petitioner Companies) and Securities and Exchange Board of India (in case of Petitioner Company No.1) on 7.3.2019 and 8.3.2019. Affidavits to that effect have also been filed on behalf of the Petitioner Companies.

19. Pursuant to the order dated 28.2.2019 and issuance of notices to the aforesaid statutory authorities and publication of the notice, no representation has been received.
20. Heard learned Senior Advocate, Mr. Saurabh Soparkar with Mr. Ravi Pahwa, for M/s. Thakkar & Pahwa, Advocates, for the Petitioner Companies and gone through the observations/ comments of Regional Director referred to in Para 12 above and the replies of the Petitioner Companies in Para 13 above.
21. In so far as the observations of Income Tax Department made in Para 15 are concerned, considering the response of the Petitioner Companies, it is hereby made it clear that the Income Tax Department will be free to examine the aspect of any tax payable as a result of the sanction of the Scheme and in case it is found that the Scheme of Arrangement ultimately results in tax avoidance or is not in accordance with the demerger provisions of the Income Tax Act, then the IT Department will be at liberty to initiate appropriate course of action as per law. It is further clarified that any sanction to the Scheme of Arrangement under Sections 230 to 232 of the Companies Act, 2013 shall not adversely impact the rights of the Income Tax Department for any past, present or future proceedings. The department shall be at liberty to take appropriate



action as per law in case of an event of any tax-avoidance or violation of Income Tax Law or any other similar issue.

22. Considering the entire facts and circumstances of the case and on perusal of the Composite Scheme of Arrangement and the documents placed on record, it appears that the requirements of the provisions of Sections 230 and 232 of the Companies Act, 2013 are satisfied.
23. In the result, the petition is allowed. The Composite Scheme of Arrangement as placed at Annexure-I to CP(CAA) No. 13/NCLT/AHM/2019 is hereby sanctioned and it is declared that the same shall be binding on the Petitioner Companies namely, Reliance Jio Infocomm Limited and Jio Digital Fibre Private Limited and Reliance Jio Infratel Private Limited, their shareholders, creditors and all concerned under the Composite Scheme of Arrangement.
24. However, the sanction of the Scheme, shall not be construed as an immunity from all the applicable laws, for the time being in force. Further, as mentioned in Para 15 above, the sanctioning of the Scheme will not impact the rights of the Income Tax Department for any past, present or future proceedings/liabilities.
25. The schedule of assets being transferred to the Resulting Company and the Transferee Company, respectively be and is hereby approved and is made a part of this order of the Tribunal sanctioning the Composite Scheme of Arrangement.



26. The legal fees/ expenses of the office of the Regional Director are quantified at Rs. 75,000/- in respect of all the Petitioner Companies. The said fees to the Regional Director shall be paid by Petitioner Company No. 1.
27. Filing and issuance of drawn up orders are dispensed with. All concerned authorities to act on a copy of this order along with the Composite Scheme of Arrangement duly authenticated by the Registrar of this Tribunal. The Registrar of this Tribunal shall issue the certified copy of this order along with the Composite Scheme of Arrangement immediately.
28. The Petitioner Companies are further directed to file a copy of this order along with the copy of the Composite Scheme of Arrangement with the concerned Registrar of Companies, electronically, along with INC-28 in addition to physical copy as per relevant provisions of the Companies Act, 2013.
29. This Company Petition is disposed of accordingly.



Ms. Manorama Kumari,
Member (Judicial)

LCT

**Minimum Distance of the Proposed Site from Wildlife Sanctuary
and/or National Park if any**

This is to Certify that our Project of Laying of Underground Optical Fibre Cable (OFC) along the Road within the existing Right of Way of the Road between Badvel-Padamatinaidupalle in Cuddapah District of Andhra Pradesh passing through Forest under Badvel Range of Proddatur WL Division is within 10 Kms. from Sri Penusila Narasimha Wildlife Sanctuary.

Date: 14th October 2021
Place: Vijayawada

For **Jio Digital Fibre Private Limited**

Authorized Signatory

Name: Satya Prasad Gunturu
Dy. General Manager-Regulatory-RoW



F. No. 6-60/2020WL Part (1)
Government of India
Ministry of Environment, Forest and Climate Change
(Wildlife Division)

1st Floor, Agni Wing,
Indira Paryavaran Bhawan,
Jor Bagh Road,
Aliganj,
New Delhi — 1 10003
Dated: 16 July, 2020

To
The Chief Secretary
All States/ UTs

Subject: Procedure for consideration of developmental projects located within 10 km of National Park/Wildlife Sanctuary by Standing Committee of the National Board for Wild Life seeking environmental clearance under the provisions of the Environmental Impact Assessment (EIA) Notification, 2006 - regarding.

The Ministry has received letters from States/UTs seeking clarifications regarding applicability of consideration by Standing Committee of the National Board for Wild Life for developmental projects/activities which do not require environmental clearance and are located outside the National Parks and Wildlife Sanctuaries.

2. This Ministry vide O.M. F. No. 22-43/ 2018-IA. III dated 08.08.2019 lays out detailed procedure to be adopted for consideration of developmental projects located within 10 km of National Park/Wildlife Sanctuary seeking environmental clearance under the provisions of the EIA Notification, 2006.

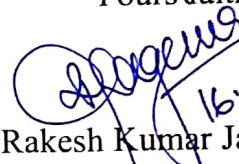
3. After careful consideration of the matter, it is clarified that prior clearance from the Standing Committee of the National Board of Wild Life will be required outside Protected Area in the following cases:

- i. Proposals involving project/ activity located within the notified ESZ (not being draft notification) and listed in the Schedule of the EIA Notification 2006 and requiring environment clearance, prior clearance from Standing Committee of the National Board for Wild Life will be required.
- ii. Proposals involving activity/project located within 10 km of National Park/Wildlife Sanctuary wherein ESZ has not been finally notified and listed in the Schedule of the EIA Notification 2006 and requiring environment clearance, prior clearance from Standing Committee of the National Board for Wild Life will be required.
- iii. Proposals involving activity/project, falling outside the protected areas linking one protected area or tiger reserve with another protected area or tiger reserve, prior clearance from the Standing Committee of the National Board for Wild

Life as per the section 38 O(1)(g) of the Wild Life (Protection) Act, 1972 will be required.

4. Para 4(ii) and para 4(iv) of the OM dated 08.08.2019 supra shall however continue to apply.
5. State Governments are requested not to insist upon wildlife clearance for such developmental projects outside Protected Areas that are not covered under para 3 above.
6. This issues with the approval of the Competent Authority.

Yours faithfully,


(Rakesh Kumar Jagenia)

Deputy Inspector General of Forests (Wildlife)

E-mail – digwl-mefcc@gov.in

Copy to

- (1) Addl. Chief Secretary/ Principal Secretary / Secretary, Forest and Wildlife Department (All States/ UTs)
- (2) Principal Chief Conservator of Forests & HoFF (All States/ UTs)/ Chief Wild Life Wardens (All States/UTs)
- (3) Dy. Director General (Central), Regional Office, MoEFCC (All)
- (4) Sr. PPS to Secretary MoEFCC/Sr. PPS to DGF&SS/Sr.PPS to ADG (FC)/ Sr PPS to ADG(WL)/ Sr. PPS to MS (NTCA) / Sr PPS to AS (RA)/ Sr. PPS to IGF (FC)/ Sr. PPS to IGF(WL)/Sr. PPS to IGF (FC)/ Sr. PPS to Adv (SCG)/ Sr. PPS to DIG (WL)/ Guard File