To,

Shri Neeraj Mittal

Secretary, Ministry of Communications

Government of India

10th October, 2025

In Re: Submission of Comments from Public on The *Telecommunications (Migration) Rules, 2025.*

Respected Sir,

This letter is in reference to the circular issued by the Department of Telecommunications, Ministry of Communications, Government of India, inviting comments from the public on the Telecommunications (Migration) Rules, 2025. In furtherance of our commitment to contributing to the legal, regulatory, and technological discourse in the country, and working for public welfare in the capacity of law students, the team at the Cell for Law and Technology ("CLT"), National Law Institute University, Bhopal, hereby submits its suggestions in response to the draft rules.

First and foremost, this approach of involving the public opinion in the drafting of the rules is commendable and makes it an example of participatory government. This consultation concerns a pivotal aspect to both the telecom sector and the Indian legal framework as it brings an evolution by replacing the old licensing regime with a more flexible and focused authorization system that improves ease of doing business and provides a legal clarity on operator obligations, fess, and compliance. The draft rules also incorporate cybersecurity measures and data localization requirements and create a robust digital infrastructure amidst rising cyber threats.

The proposed draft has been thoroughly analysed, and the CLT team has identified a number of key points for consideration, which we have compiled as detailed comments under each mission of the policy. We hope these submissions will help strengthen India's telecom regulatory framework by fostering innovation, security, and inclusive growth.

Thank you for your consideration.

Warm Regards,
Dr. Atul Kumar Pandey
(Professor of Cyber Law; Head, Department of Cyber Law; Faculty in Charge, Cell for Law and Technology)

The team which has been instrumental in putting forward this suggestion comprises of the following members of the Cell for Law and Technology, NLIU Bhopal:

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COMMENTS ON THE

DRAFT TELECOMMUNICATIONS (MIGRATION) RULES, 2025

Rule No.	Sub-Rule (if any)	Provision	Issues Identified	Proposed Solutions
2		Definitions	1. If some telecom-related terminology (such as "resource" and "pending dues") are left open-ended, ambiguity may result, which could lead to disputes. 2. The new "authorisation" framework and the outdated licence terms (Wireless Telegraphy Act, Telegraph Act) are not aligned, which could lead to uncertainty for operators. 3. The term of "pending dues" includes disputed sums, which could result in litigation risks if there is a lack of clarity regarding stay orders or continuing arbitrations.	1. Provide FAQs or clarifying guidelines to eliminate any misunderstandings in interpretation, particularly with regard to "pending dues" and "resources." 2. For a more seamless transfer, provide tables that compare the old licenses with the new authorisations. 3. Establish a system for conditional payments or escrow accounts where debts are sub-judice to lower the risk of litigation and guarantee adherence to court rulings.
3		Scope and Applicability: These rules shall apply for migration of a relevant license	1. There is limited applicability means it only addresses migration; it ignores compliance overlaps or post-migration harmonisation.	1. Extend the guidelines to cover post-migration compliance requirements, such as rollout and QoS standards. 2. Require a thorough

		to a relevant authorisation.	2. Uncertainty over the partial migration of hybrid licensees (holding multiple kinds, such as ISP + Access Service). 3. It is unclear how these regulations relate to other regimes (such as spectrum guidelines or TRAI regulations).	migration for all of an operator's licenses, but permit a staggered changeover with safety measures. 3. Make these regulations consistent with TRAI's regulatory structure and release a unified compliance checklist for firms that have moved.
4	(1)	Application for obtaining approval for migration to relevant authorisation Applicant must apply 12 months before expiry, provide details of all licenses, beneficial interests, etc.	1. Operators with shorter licence validity or those seeking clarification would not be well-suited to a strict 12-month previous restriction. 2. Concerns about privacy and competition may arise from the requirement to disclose all beneficial interests connected to the promoter.	1. Instead of rejecting applications outright, implement a graded timeline system (e.g., 6–12 months before expiry) with a late charge or penalty. 2. Permit limited disclosure of promoter interests or confidential filings, subject to regulatory audit.
	(2)	Eligibility criteria under authorisation rules apply, except minimum net worth requirement.	1. The exemption from the minimum net worth requirement can incentivise weak operators to relocate without adequate financial	1. Provide alternative protections, such as escrow procedures or bank guarantees, to assure small participants' financial stability.

			resources. 2. It's unclear if security clearances and other eligibility requirements are taken for granted.	2. Release a clear checklist that explains which eligibility requirements are still in effect and which are not.
	(5)	Migrating to Main Telecommunication Service Rules: NSOs become NSOs; VNOs become VNOs.	1. There is no room for NSOs or VNOs to switch their business models, such as switching from NSO to VNO or the other way around. 2. Uncertain post-migration treatment may result in some hybrid operators operating both types under outdated licenses.	1. As long as the necessary requirements are met, provide a conversion mechanism (e.g., NSO → VNO transition). 2. Provide hybrid operators with elucidating instructions for dual treatment.
	(6)	Migration allowed only within the same service area/operation, except ISP-C, Access-B, M2M-C exceptions.	1. limits small licensees' ability to grow by keeping them in the same region. 2. The list of exceptions is limited and might not include new service models or technology (such as satellite broadband). 3. If equivalent services receive distinct migration pathways, there is a risk of regulatory arbitrage.	1. Extend the exceptions to cover new services (IoT, satellite, and more than M2M-C). 2. To lessen fragmentation, allow the voluntary amalgamation of several service areas under a single authorisation. 3. To prevent further lawsuits, make the justification for exceptions publicly available.

5	(5) Proviso	Rule 5(5) Proviso: Migration of MNP Service License to MNP Provider Authorization is valid only for the balance period of the MNP service license.	1. Discriminatory Validity Period for MNP Operators. 2. Lack of Alignment with Investment Horizon. 3. Absence of Explicit Renewal or Extension Mechanism.	1. Amend Rule 5(5) to remove the MNP proviso, granting MNP Authorizations the full standard duration of the new relevant authorization rules. 2. If the short term must be retained for transition, explicitly provide an immediate right to a full 10 or 20-year term renewal or re-authorization upon the expiry of the "balance period," subject to compliance. 3. Include a clear, detailed, and non-discriminatory renewal or re-authorization clause that MNP operators can invoke (e.g., based on performance, security standards, and timely application).
6		Rule 6(2) & 6(3): Applicant must provide an undertaking to pay all future determined liabilities arising from the old license, even after migration is completed, and the Central	1. This grants the government indefinite and retrospective power to raise new demands related to the old license period, preventing the new authorization from being a clean financial break. This undermines long-term financial certainty for the migrating entity.	1. Impose a strict cut-off date after the completion of migration, after which the government cannot retroactively determine or demand any new liabilities arising from the old license period. 2. Introduce a clause requiring the government to conduct a

		Government may ascertain these dues at any time after migration. Rule 6(1)(b) & 6(3): Mandates self-assessment and payment of License Fee and SUC until the previous quarter, with the possibility of later determination of pending dues. Rule 6(4): Any approval for migration is subject to continued compliance with the conditions specified under Rule 6.	2. The rule relies on the licensee's self-assessment but does not require the government to issue a final financial confirmation (No Demand Certificate) within a defined period. This keeps the licensee perpetually exposed to later claims under Rule 6(3). 3. Rule 6 primarily deals with upfront payments, yet Rule 6(4) makes continued compliance a condition for the approval itself. This vague linkage could be interpreted as threatening the revocation of the permanent new authorization for a later financial lapse, which is disproportionate.	final financial audit or scrutiny of the self-assessed dues and issue a definitive "No Demand Certificate" within a strict timeline after migration. 3. Amend the clause to clarify that subsequent breaches of financial obligations will be dealt with via penalties and recovery mechanisms stipulated in the new Authorisation Rules, and not by revoking the underlying migration approval.
7		Rule 7(2): Unless the Central Government decides that a review is necessary, the new authorization will be used to redistribute coverage test certificates, existing permissions for foreign nationals,	1. Key operational assets and approvals, such as coverage certificates and gateway permissions, are only "deemed" reassigned, and this is contingent upon a potential review by the Central Government for any specific situation or circumstance. This introduces uncertainty to the operational continuity.	1. Amend the clause to state that the reassignment of operational resources is definitive and automatic, unless a review is initiated within a strict, short timeframe, thereby securing operational certainty from Day 1. 2. Clarify that "charges or fees" for resources allocated and paid for under the old

		remote access, and gateway rights. Rule 7(2) Proviso: The reassignment is subject to the realization of charges or fees, if any, for each resource, as applicable, in conformity with the extant guidelines or instructions.	2. This clause suggests that the continued use of resources (like already allocated telecom identifiers or spectrum assignments) could be subject to new or previously unapplied charges under the "extant guidelines." This introduces an unknown financial liability.	license regime will continue under the original payment schedule, unless formally re-priced and notified under the new Authorization Rules.
8	(1)	Where an authorised entity is holding access spectrum which had been either administratively assigned to it, or was assigned to it against an entry fee paid for a license under the Telegraph Act, the applicant shall, prior to making an application for written approval for restructuring or	1. The sentence uses "authorised entity" and then "the applicant", it's unclear whether the authorised entity itself is the applicant or a third party (buyer/acquirer). 2. "Authorised entity" is undefined; it Could mean licensee, assignee, subsidiary, trustee, SPV, etc. Ambiguity causes disputes about who must comply. 3. "Access spectrum" not explained. Does it include mobile, fixed wireless, satellite, guard bands, or only specified	1. State explicitly: "the authorised entity (or any applicant seeking approval on its behalf)". 2. Cross-reference or define: "Authorised entity means [licensed] as defined in Rule 2(h)." 3. Define "access spectrum" or give examples/bands covered. 4. Clarify consequences for each origin and whether different steps apply. 5. Specify documentary proof (certificate from DOT,

		acquisition under these rules, ensure that the process of liberalisation of such access spectrum has been completed in accordance with rules, if any, notified under section 6 of the Act or any other notification, order, direction, or instruction issued by the DoT. (In simple tems- The entity must ensure its spectrum is liberalised as per DoT rules before applying for any restructuring or acquisition.)	bands? Different rules apply to different spectrum types. 4. Treats "administratively assigned" and "entry-fee assigned" spectrum identically though their legal status differs.These two routes may have different legal consequences and different past contractual obligations. Treating them exactly the same may be incorrect. 5. "Prior to making an application for written approval… ensure that the process of liberalisation … has been completed"- who certifies completion? The rule places the duty on the applicant to "ensure" completion, but doesn't specify proof, certification, timeline, or whether DOT will accept an affidavit. This leads to arbitrary rejection/requests for more evidence. 6. "Process of liberalisation" not defined; steps are open-ended.-"Liberalisation" could mean many things (remove use restrictions, convert administrative assignment to a	compliance affidavit, checklist) and time limits for DOT to accept/confirm. 6. List the concrete steps that count as completion (e.g., surrender of old restrictions, payment of fees, issuance of new licence, registration on spectrum portal). 7. Allow a transitional path applicant may apply simultaneously and provide proof of steps taken, or provide time-bound condition precedent. 8. Add clause: "This requirement applies prospectively to restructuring/acquisitions notified after [date]; pending applications will follow the previous procedure." 9. Specify consequences and appeal procedure. 10. The rule doesn't specify whether earlier liberalisation under DoT orders (before 2023) will be deemed valid post-migration. 11. In practice, companies may need DoT approval for both

			tradable license, pay conversion charges). Without a clear list of steps, entities won't know what "completed" means. 7. Timing requirement ("before application") may be impractical since Liberalisation of spectrum may require DOT action (which can be slow). Requiring completion *before* an application for restructuring could effectively block legitimate M&A pending DOT action. 8. No transitional or grandfathering clause for ongoing transactions. -Entities in the middle of deals or approvals might be unfairly affected if the rule is applied retroactively. 9. No stated consequence for non-compliance.If the applicant fails to "ensure" completion, does DOT reject the application, impose a penalty, or require reversal of the restructuring? Unclear legal risk. 10. Entities that already paid liberalisation fees under the old system may face double	liberalisation and merger, each with separate timelines, leading to procedural bottlenecks.

			compliance or duplicative approvals under the new regime. 11. The rule makes liberalisation a *precondition* for restructuring/acquisition approval. This could delay corporate transactions.	
	(2)	(2) The obligation under sub-rule (1) shall also be complied with by an authorised entity having a turnover of less than fifty crores, prior to such entity undertaking any restructuring or acquisition. This rule means that even small telecom companies, those whose annual turnover is below ₹50 crore, must also complete the liberalisation process of their access spectrum before they can	1. The rule treats small and large companies the same. 2. The rule doesn't specify how turnover will be calculated: annual, average, or global turnover?	1. It ignores the difference in scale, resources, and market role, making compliance disproportionately difficult for smaller players. 2. Ambiguity could cause confusion in determining which entities qualify as "below ₹50 crore."

		restructure (merge, split, sell) or be acquired.		
9	(1)	An applicant submitting an application for written approval of a proposed restructuring or acquisition under these rules, shall together with its application also submit its computation of the total spectrum holding that the authorised entity shall hold once the proposed restructuring or acquisition is completed.	1. Confusion about "total spectrum holding", Companies may not know whether to include old, leased, auctioned, or disputed spectrum. 2. No clear format for calculation, Different companies may submit calculations differently, causing delays. 3. Timing issues – If the company's restructuring is delayed, the submitted spectrum numbers may become outdated. 4. Verification problem – How does DoT check if the submitted numbers are correct? 5. Disputes possible – If DoT disagrees with the submitted spectrum calculation, it could block approvals. 6. Practical difficulty for small companies – They may not have the technical/accounting resources to compute the spectrum accurately.	1. Clearly explain what "total spectrum" includes – all types of spectrum (old, auctioned, leased, etc.). 2. Provide a standard format or template for submission to make it easy and uniform. 3. Allow companies to update the computation if there are delays before approval. 4. Require an independent certificate or audit from a chartered accountant or licensed auditor to verify numbers. 5. Provide a clear procedure to resolve disputes between DoT and the company. 6. Give guidance or helpdesk support for small companies to compute spectrum correctly. In simple words, Before asking for permission to merge or be acquired, a company must tell the government exactly how much spectrum it

				will have after the deal. In practice, figuring out this number can be tricky, and if done wrong, DoT may reject the application or dispute the charges.
	(2)	An authorised entity or proposed acquirer, having a turnover of less than fifty crores, shall also, prior to undertaking any restructuring or acquisition, submit to the DOT, in the form and manner specified for this purpose, computation of the total spectrum holding that the authorised entity shall hold once the proposed restructuring or acquisition is completed.	1. Small companies may struggle – Calculating total spectrum and submitting in the required form may be difficult for small operators with limited staff/resources. 2. Unclear "form and manner" – If DoT has not yet issued a standard form, companies may not know how to submit. 3. Timing confusion – "Prior to undertaking" may be interpreted differently; some may think they can submit after starting restructuring, causing disputes. 4. Financial burden – Smaller companies may need to pay fees or hire consultants to compute spectrum accurately. 5. Risk of errors – Mistakes in computation may lead to DoT rejecting the restructuring or levying penalties. 6. Overlap with approvals – Small companies may also need	1. Provide step, by, step guidance or a simplified template for small companies. 2. Make issuance of the standard form mandatory before enforcement of the rule. 3. Clarify exact timing: submission must happen before starting restructuring or acquisition. 4. Allow phased compliance or conditional approval to reduce financial burden. 5. Suggest independent verification/certification to avoid errors. 6. Coordinate with other regulators to streamline approvals and avoid conflicts.

			other approvals (CCI, FDI), causing procedural delays if DoT submission is strict.	
	(3)	The DOT shall, on submission of details as specified under sub, rule (1) or sub, rule (2), calculate and specify to the authorised entity or proposed acquirer, as the case may be, the spectrum charges that would be applicable on the total spectrum holding vested with the relevant authorised entity after the proposed restructuring or acquisition is completed, and specify the time schedule for such payment.	1. No timeline mentioned – DoT could take too long to calculate charges, delaying the merger or acquisition. 2. Disagreement risk – Company may dispute DoT's calculation, causing delays or litigation. 3. Ambiguity on "total spectrum holding" , May lead to disagreements over which spectrum is included. 4. Timing confusion – When exactly the payment is due isn't clearly linked to approval or restructuring completion. 5. Small company challenges – Large spectrum charges may be difficult for small companies to pay upfront. 6. No mechanism for corrections – If the submitted data was wrong, it's unclear how DoT or the company can adjust the charges. 7. Complexity in joint or disputed spectrum, Ownership	1. Specify a maximum timeline for DoT to calculate and notify charges (e.g., 30–60 days). 2. Allow a preliminary calculation with opportunity to review and contest before final approval. 3. Provide clear definition of spectrum types included in computation. 4. Link payment schedule clearly to restructuring approval or deal completion. 5. Allow installment or phased payments for small entities. 6. Include a correction mechanism for mistakes in submitted spectrum data. 7. Clarify rules for jointly held or disputed spectrum.

			disputes may complicate calculation.	
	(4)	The authorised entity or proposed acquirer, as the case may be, shall pay to the DOT, the spectrum charges calculated on the total spectrum holding that would be vested with the authorised entity	1. Timing ambiguity, Rule doesn't say whether payment is due before restructuring approval, after, or in installments. 2. Financial burden on small companies – Large spectrum charges upfront may be unaffordable. 3. No guidance on changes in spectrum – If the company's total spectrum changes before restructuring is completed, it's unclear if payment must be adjusted. 4. Dispute risk – If company disagrees with DoT's calculation, there's no clear resolution mechanism. 5. No penalty or interest clarity – What happens if payment is delayed or partial? 6. No refund provision – If restructuring/acquisition fails or is cancelled after payment, the rule doesn't clarify refund of spectrum charges.	1. Specify exact timing and method of payment (before approval, after approval, or in installments). 2. Allow phased or deferred payment for small entities to reduce financial stress. 3. Provide a mechanism to adjust charges if spectrum holdings change before restructuring is complete. 4. Introduce a dispute resolution process for contested charges (e.g., DoT review or TDSAT appeal). 5. Clearly define penalties, interest, or consequences for late or incomplete payment. 6. Provide refund rules if the restructuring or acquisition does not go through.