

NOTICE OF THE THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRD ANNUAL GENERAL MEETING (“AGM”) OF THE UNITHOLDERS (THE “UNITHOLDERS”) OF DIGITAL FIBRE INFRASTRUCTURE TRUST (THE “TRUST”) WILL BE HELD ON TUESDAY, JULY 25, 2023 AT 4.30 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

Item no. 1: To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Trust for the financial year ended March 31, 2023 together with the Report of the Auditors thereon

To consider and if thought fit, to pass the following resolution by way of ordinary majority (*i.e. where the votes cast in favour of a resolution are required to be more than the votes cast against the resolution by the Unitholders, so entitled and voting*) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“**SEBI InvIT Regulations**”):

“**RESOLVED THAT** pursuant to the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with circulars and guidelines issued thereunder and other applicable provisions, if any (including any statutory modifications, amendments or re-enactments thereof, for the time being in force), the Audited Standalone and Consolidated Financial Statements of Digital Fibre Infrastructure Trust for the financial year ended March 31, 2023 together with the Report of the Auditors thereon, be and are hereby received, approved and adopted.”

Item no. 2: To approve and adopt the Valuation Report of the assets of the Trust for the financial year ended March 31, 2023

To consider and if thought fit, to pass the following resolution by way of ordinary majority (*i.e. where the votes cast in favour of a resolution are required to be more than the votes cast against the resolution by the Unitholders, so entitled and voting*) in terms of Regulation 22 of the SEBI InvIT Regulations:

“**RESOLVED THAT** pursuant to the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with circulars and guidelines issued thereunder and other applicable provisions, if any (including any statutory modifications, amendments or re-enactments thereof, for the time being in force), the Valuation Report dated May 24, 2023 for the assets of Digital Fibre Infrastructure Trust for the financial year ended March 31, 2023, issued by BDO Valuation Advisory LLP, Registered Valuer (IBBI Registration Number IBBI/RV-E/02/2019/103), Valuer of the Trust, be and is hereby approved and adopted.”

Item no. 3: To consider and approve the re-appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as the Auditors of the Trust and fix their remuneration

To consider and if thought fit, to pass the following resolution by way of ordinary majority (*i.e. where the votes cast in favour of a resolution are required to be more than the votes cast against the resolution by the Unitholders, so entitled and voting*) in terms of Regulation 22 of the SEBI InvIT Regulations:

“RESOLVED THAT pursuant to the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with circulars and guidelines issued thereunder (including any statutory modifications, amendments or re-enactments thereof, for the time being in force) and in accordance with the Policy on appointment of auditor and valuer of Digital Fibre Infrastructure Trust (the **“Trust”**), M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. - 117366W/W-100018), who have confirmed their eligibility to be appointed as the Auditors in terms of provisions of the SEBI InvIT Regulations, be and are hereby appointed as the Auditors of the Trust for the second term of five (5) consecutive years commencing from financial year 2023-24 till financial year 2027-28.”

“RESOLVED FURTHER THAT Infinite India Investment Management Limited, the Investment Manager of the Trust, be and is hereby authorized to finalize the terms and conditions of the aforesaid appointment including remuneration in consultation with the Auditors and to inform all regulatory, statutory and governmental authorities, as may be required under applicable laws, and in such form and manner as may be required or necessary and also to execute such agreements, letter and other writings and to do all acts, deeds, things and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Investment Manager to be in the best interest of the Trust, as it may deem fit.”

Item no. 4: To consider and approve the appointment of M/s. Ernst & Young Merchant Banking Services LLP, as the Valuer of the Trust and fix their remuneration

To consider and if thought fit, to pass the following resolution by way of ordinary majority (*i.e. where the votes cast in favour of a resolution are required to be more than the votes cast against the resolution by the Unitholders, so entitled and voting*) in terms of Regulation 22 of the SEBI InvIT Regulations:

“RESOLVED THAT pursuant to the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with circulars and guidelines issued thereunder (the **“SEBI InvIT Regulations”**) (including any statutory modifications, amendments or re-enactments thereof, for the time being in force) and in accordance with the Policy on appointment of auditor and valuer of Digital Fibre Infrastructure Trust (the **“Trust”**), M/s. Ernst & Young Merchant Banking Services LLP, Registered Valuer (IBBI Registration Number BBI/RV-E/05/2021/155), who have confirmed their eligibility to be appointed as the Valuer in terms of provisions of the SEBI InvIT Regulations, be and are hereby

appointed as the Valuer of the Trust for the term of four (4) consecutive years commencing from financial years 2023-24 till the financial year 2026-27.”

“RESOLVED FURTHER THAT Infinite India Investment Management Limited, the Investment Manager of the Trust, be and is hereby authorized to finalize the terms and conditions of the aforesaid appointment including remuneration in consultation with the Valuer and to inform all regulatory, statutory and governmental authorities, as may be required under applicable laws, and in such form and manner as may be required or necessary and also to execute such agreements, letter and other writings and to do all acts, deeds, things and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Investment Manager to be in the best interest of the Trust, as it may deem fit.”

SPECIAL BUISNESS:

Item no. 5: To consider and adopt and/or ratify the policies/code(s) amended or modified by the Investment Manager on behalf of Digital Fibre Infrastructure Trust

To consider and if thought fit, to pass the following resolution by way of ordinary majority (*i.e., more than 60% of the Unitholders by value shall approve the resolution*) in terms of Regulation 22 of the SEBI InvIT Regulations:

“RESOLVED THAT pursuant to the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with circulars and guidelines issued thereunder (the **“SEBI InvIT Regulations”**) (including any statutory modifications, amendments or re-enactments thereof, for the time being in force), the following policies of Digital Fibre Infrastructure Trust (the **“Trust”**), be and are hereby and approved, adopted and ratified.”

1. Nomination and Remuneration Policy of the Investment Manager;
2. Policy for Evaluation of the Performance of the Board of Directors of the Investment Manager;
3. Policy for Familiarization Programmes for Independent Directors of the Investment Manager;
4. Policy on Unpublished Price Sensitive Information and Dealing in Securities by the Parties to the Digital Fibre Infrastructure Trust;
5. Policy to Promote Diversity on the Board of Directors of the Investment Manager;
6. Risk Management Policy for the Digital Fibre Infrastructure Trust;
7. Policy on Succession Planning for the Board and Senior Management of the Investment Manager;
8. Whistle Blower Policy;
9. Code for Prevention of Insider Trading
10. Code of Conduct for Board and Senior Managerial Personnel of the Investment Manager ;
11. Policy on appointment of auditor and valuer of Digital Fibre Infrastructure Trust; and
12. Policy for determining materiality of information for periodic disclosures of Digital Fibre Infrastructure Trust.

“RESOLVED FURTHER THAT Infinite India Investment Management Limited, the Investment Manager of the Trust, be and is hereby authorized to do all acts, deeds, things and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Investment Manager to be in the best interest of the Trust, as it may deem fit.”

For **Digital Fibre Infrastructure Trust**

Infinite India Investment Management Limited

(acting in its capacity as the Investment Manager of Digital Fibre Infrastructure Trust)

Janisha Shah

Compliance Officer of Digital Fibre Infrastructure Trust

Place: Mumbai

Date: July 3, 2023

Principal Place of Business and Contact Details of the Trust:

9th Floor, Maker Chambers IV

222, Nariman Point

Mumbai 400 021, Maharashtra, India

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

Tel: +91 22 3555 5000

Email id: digital.fibre@zmail.ril.com

Website: www.digitalfibreinfrastructure.com

Registered Office and Contact Details of Investment Manager:

Infinite India Investment Management Limited

CIN: U74140MH2006PLC163489

7th Floor, Cnergy,

Appasaheb Marathe Marg,

Prabhadevi, Mumbai 400025

Tel: +91 22 6630 3030

NOTES

1. Pursuant to the circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 12, 2023 issued by the Securities and Exchange Board of India (the “SEBI”), including any amendments/clarifications thereto, has permitted to hold Annual General Meeting and other meetings of Unitholders through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”). In compliance with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (the “SEBI InvIT Regulations”) and the SEBI Circulars, the Third Annual General Meeting (“AGM/Meeting”) of the Unitholders of Digital Fibre Infrastructure Trust (the “Trust”) will be convened through VC/OAVM. The deemed venue for the AGM shall be the Principal Place of Business of the Trust.

Generally, a Unitholder entitled to attend and vote at the Unitholders’ meeting, is entitled to appoint a proxy to attend and vote in the meeting, and such proxy need not be a Unitholder of the Trust. Since the AGM is being held through VC/OAVM pursuant to the SEBI Circular, physical attendance of Unitholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Unitholders will not be available for the AGM and hence the proxy form and attendance slip including route map are not annexed hereto.

2. The explanatory statement setting out material facts, relating to business to be transacted at the AGM is provided under **Annexure A**.
3. Notice of the AGM of the Unitholders are being sent to the Unitholders whose email addresses are registered with the Trust. Unitholders may note that the Notice will also be available on the Trust’s website at www.digitalfibreinfrastructure.com.
4. The Unitholders will receive a link on their registered e-mail ids, for attending the AGM. The Unitholders are requested to click on the said link to attend the AGM.
5. Unitholders who have not registered their e-mail address and mobile numbers so far are requested to register the same for receiving all the communication including annual report, notices, circulars etc. from the Investment Manager, on behalf of the Trust, electronically.
6. The relevant documents referred to in the Notice will be available electronically for inspection by the Unitholders by writing to the Trust at janisha.shah@jmfl.com (mentioning their name, demat account number, e-mail id and mobile number), on all working days (i.e. all days except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. upto the date of the Meeting. The aforesaid documents will also be available for inspection by the Unitholders at the Meeting.
7. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Unitholders from the date of circulation of this Notice up to the date of the Meeting.

8. Unitholders (such as companies or body corporates) intending to attend the meeting through VC/OAVM and participate thereat, are requested to send to the Trust, at email id janisha.shah@jmfl.com a certified true copy of the relevant board resolution/power of attorney, authorizing their representatives to attend and vote on their behalf at the Meeting before the commencement of the Meeting.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

10. General instructions for e-voting at the AGM through electronic means:

The facility for e-voting (through electronic means) shall be made available at the AGM.

Unitholders attending the AGM shall be able to exercise their e-voting at the AGM, as under:

- Chairperson will brief the Unitholders on the matter proposed to be considered at the AGM;
- Thereafter, Chairperson will announce the commencement of e-voting at the AGM;
- E-voting shall be open for 30 minutes;

In case the Unitholders have not registered their e-mail address so far, they are requested to register their e-mail address with the Trust or the Depository by sending an e-mail to the Trust at janisha.shah@jmfl.com or adding the same to their demat account.

11. Mr. Jatin Prabhakar Patil (FCS— 7282 /COP— 7954), Partner, Mayekar & Associates, Practicing Company Secretaries (Firm U.I.N— P2005MH007400) has been appointed as the Scrutinizer to scrutinize the entire voting process i.e. e-voting at the AGM, in a fair and transparent manner.

The result of the voting will be announced by the Investment Manager and will also be displayed on the website of the Trust www.digitalfibreinfrastructure.com.

12. Unitholders who would like to express their views/ask questions are requested to email their queries/views/questions, if any, to the Compliance Officer on janisha.shah@jmfl.com by mentioning the name, demat account number, email id, mobile number, at least 10 days prior to the Meeting to enable the Investment Manager to provide the required information.
13. Unitholders holding Units as on the cut-off date, i.e. Friday, July 7, 2023 are entitled to cast their votes.
14. The facility for joining the Meeting will commence 15 minutes before the time scheduled for the meeting and will be available throughout the meeting.
15. Each Unitholder shall identify himself/herself/itself at the commencement of the meeting. Attendance of Unitholders through VC/OAVM shall be counted for the purpose of quorum.

EXPLANATORY STATEMENT

The following statement sets out the material facts and reasons for the proposed resolutions stated in the accompanying Notice above:

ITEM NO. 3:

Unitholders are requested to note that pursuant to the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (the “**SEBI InvIT Regulations**”), Infinite India Investment Management Limited, Investment Manager of the Digital Fibre Infrastructure Trust (“**Trust**”), in consultation with Axis Trustee Services Limited (“**Trustees**”) and subject to the approval of Unitholders of the Trust, had appointed M/s. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) (the “**DHS**”), as the Auditor of the Trust for second term of five (5) consecutive years commencing from financial year 2023-24 till 2027-28 and in accordance with the policy on appointment of auditor and valuer of Digital Fibre Infrastructure Trust.

In view of the above, it is proposed to sought approval of Unitholders for the re-appointment of DHS, as the Auditor of the Trust for the said period and authorize the Investment Manager to fix their remuneration and complete all procedural and other formalities in connection with the aforesaid resolution.

Brief Profile of DHS:

Deloitte Haskins & Sells LLP is registered with the Institute of Chartered Accountants of India (Registration No. 117366W/W-100018). The Firm has around 2,500 professionals and staff. DHSLLP has offices in Mumbai, Delhi, Kolkata, Chennai, Bangalore, Ahmedabad, Hyderabad, Coimbatore, Kochi, Pune, Haryana, Goa and Bhubaneshwar. The registered office of the firm is One International Center, Tower 3, 32nd Floor, Senapati Bapat Marg, Elphinstone Road West, Mumbai, Maharashtra, India, 400013

None of the directors (or their relatives) of the Investment Manager are interested in the aforesaid resolution.

The Investment Manager recommends the resolution by way of ordinary majority as set out in item no. 3 of this Notice for the approval of the Unitholders.

ITEM NO. 4:

As the Unitholders are aware, the Trust had initially appointed M/s. BDO Valuation Advisory LLP, Registered Valuer (IBBI Registration Number IBBI/RV-E/02/2019/103) (the “**BDO**”), as the Valuer of the Trust.

Pursuant to the provisions of SEBI InvIT Regulations, the Valuer can issue four (4) valuation reports for the InvIT and in accordance with the same, during the term of the appointment of BDO, they had issued prescribed number of valuation reports.

As the limit of issuing the valuation report has been exhausted for BDO, it is been proposed to appoint M/s. Ernst & Young Merchant Banking Services LLP, Registered Valuer (IBBI Registration Number BBI/RV-E/05/2021/155) (“**E&Y**”), as the Valuer of the Trust for the term of four (4) consecutive years commencing from financial year 2023-24 till 2026-27 and in accordance with the policy on appointment of auditor and valuer of Digital Fibre Infrastructure Trust. and to authorise Investment Manager to fix their remuneration and to complete all procedural and other formalities in connection with the aforesaid resolution

The said appointment is in consultation with Axis Trustee Services Limited (“**Trustees**”) and in accordance with the policy on appointment of auditor and valuer of the Trust.

In view of the above, it is proposed to sought approval of Unitholders for the appointment of E&Y, as the Valuer of the Trust for the said period and authorize the Investment Manager to fix their remuneration and complete all procedural and other formalities in connection with the aforesaid resolution.

Brief Profile of E&Y:

E&Y is one of the most highly regarded valuation firms in the country, known for it’s independence, impartiality and technical competence. They are part of a global team of valuers, sharing knowledge and expertise which facilitates seamless work across boundaries. EY’s deep financial, economics and analytics skills support their clients with better decision making involving transactions, funding capital expansion and optimizing capital efficiency.

None of the directors (or their relatives) of the Investment Manager are interested in the aforesaid resolution.

The Investment Manager recommends the resolution by way of ordinary majority as set out in item no. 4 of this Notice for the approval of the Unitholders.

ITEM NO. 5:

Pursuant to the requirements specified under Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (the “**SEBI InvIT Regulations**”) as amended from time to time, to comply with the corporate governance norms, the Investment Managers have amended/modified and adopted certain policies on behalf of the Trust.

In view of the above, approval of Unitholders is sought to ratify and adopt all the policies mentioned under item no. 5 of the accompanying notice and authorise Investment Manager to do all acts, deeds, things and matters as may be required or necessary to give effect to this resolution.

The Investment Manager recommends the resolution by way of special majority as set out in item no. 5 of this Notice for the approval of the Unitholders.