

Digital Fibre Infrastructure Trust

Regd. Office: 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400 021

SEBI Registration no. IN/InvIT/18-19/0010

Tel: +91 22 3555 5000; E-mail: digital.fibre@zmail.ril.com

Website: www.digitalfibreinfrastructure.com

NOTICE OF THE FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FOURTH ANNUAL GENERAL MEETING (“AGM”) OF THE UNITHOLDERS (THE “UNITHOLDERS”) OF DIGITAL FIBRE INFRASTRUCTURE TRUST (THE “TRUST”) WILL BE HELD ON FRIDAY, JULY 26, 2024, AT 2:45 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

Item no. 1: To consider, approve and adopt the Audited Standalone and Consolidated Financial Statements of the Trust for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.

To consider, approve and adopt (a) the audited standalone financial statements of the Trust for the financial year ended March 31, 2024, and the report of the Auditor thereon; and (b) the audited consolidated financial statements of the Trust for the financial year ended March 31, 2024 and the report of the Auditor thereon, and, in this regard, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** the audited standalone financial statements of the Trust for the financial year ended March 31, 2024, and the report of the Auditor thereon, as circulated to the Unitholders, be and is hereby considered, approved and adopted”

“**RESOLVED THAT** the audited consolidated financial statements of the Trust for the financial year ended March 31, 2024, and the report of the Auditor thereon, as circulated to the Unitholders, be and is hereby considered, approved and adopted”

Item no. 2: To consider, approve and adopt the valuation report of the InvIT Asset of the Trust as of March 31, 2024.

To consider, approve and adopt the valuation report of the InvIT Asset of the Trust as of March 31, 2024, issued by Ernst & Young Merchant Banking LLP, the Valuer, and, in this regard, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** the valuation report dated May 13, 2024, for the InvIT Asset of the Trust as of March 31, 2024, issued by the Valuer of the Trust, be and is hereby considered, approved and adopted.”

For Infinite India Investment Management Limited

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

Sd/-

Adi Patel

Director

Place: Mumbai

Date: July 3, 2024

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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/18-19/0010Tel:

+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

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NOTES

1. Pursuant to Chapter 17 of Master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 (“**Master Circular**”), Securities and Exchange Board of India (the “**SEBI**”), has permitted convening the Annual General Meeting (“**AGM**”) of the Unitholders through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”), without physical presence of the Unitholders at a common venue. In compliance with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (the “**SEBI InvIT Regulations**”) and the Master Circular, the Fourth 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 Registered Office of the Investment Manager.
2. Generally, a Unitholder entitled to attend and vote at the AGM, 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 Master 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.
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 Trust will provide VC / OAVM facility to the Unitholders for participating in the AGM. 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 by sending an email at vineet.singh@jmfl.com 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 vineet.singh@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. up to 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.

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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 vineet.singh@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 AGM before the commencement of the AGM.
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. Unitholders who would like to express their views/ask questions are requested to email their queries/views/questions, if any, to the vineet.singh@jmfl.com by mentioning the name, demat account number, email id, mobile number, at least 10 days prior to the AGM to enable the Investment Manager to provide the required information.
11. Facility to join the AGM shall be opened fifteen (15) minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
12. Unitholders attending the AGM through VC / OAVM shall be reckoned as the requisite quorum for the AGM.
13. Unitholders holding Units as on the cut-off date, i.e. **July 15, 2024**, (“Cut-off date”) are entitled to cast their votes.
14. A Unitholder receiving this Notice but is not a unitholder as of the Cut-off date should consider this Notice for information purpose alone.

Procedure for ‘remote e-voting’ and e-voting at the AGM

15. The Trust is providing the Unitholders, the facility to cast their votes on the resolutions proposed to be passed at the AGM by electronic means (“e-voting”). Unitholders may cast their votes remotely using electronic voting system on the dates mentioned herein below (remote e-voting). Further, the facility for voting through electronic voting system will also be made available at the AGM and Unitholders attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote at the AGM.
16. Details of persons to be contacted for issues relating to e-voting: Mr. Vineet Singh – Infinite India Investment Management Limited, Mob: +91 7770097351, E-mail: vineet.singh@jmfl.com.
17. The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting: 9:00 AM (IST) on Thursday July 18, 2024

End of remote e-voting: 5:00 PM (IST) on Thursday July 25, 2024

The remote e-voting shall be disabled for voting thereafter.

18. 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; and
- E-voting shall be open for 30 minutes.

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19. Unitholders who have cast their votes using the remote e-voting facility shall not be entitled to cast their votes again at the AGM. In the event the Unitholders cast their votes using both the remote e-voting facility and at the AGM, their votes cast at the AGM would be ignored. Once a vote is cast the same cannot be changed.
20. 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.
21. The Scrutinizer will, after the conclusion of the e-voting at the AGM, scrutinize the votes cast at the AGM and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to Chairperson. The results of the e - voting will be announced by the Investment Manager within two working days of the conclusion of the AGM and will also be displayed on the website of the Trust i.e www.digitalfibreinfrastructure.com. The result will be simultaneously communicated to the BSE Limited.
22. Subject to the receipt of the requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the AGM i.e. July 26, 2024.