

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (NO. 1/2021-22) (THE "EGM") OF THE UNITHOLDERS (THE "UNITHOLDERS") OF DIGITAL FIBRE INFRASTRUCTURE TRUST (THE "TRUST") WILL BE HELD ON THURSDAY, DECEMBER 2, 2021 AT 3.30 P.M. AT 7TH FLOOR, CNERGY, APPASAHEB MARATHE MARG, PRABHADEVI, MUMBAI 400025 TO TRANSACT THE FOLLOWING BUSINESSES:

Item no. 1 - To consider and approve rights issue:

To consider and if thought fit, to pass the following resolution by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution by the Unitholders, so entitled to vote) in terms of Regulation 22 of the SEBI (Infrastructure Investment Trusts) Regulations, 2014:

“RESOLVED THAT pursuant to the Securities and Exchange Board of India (Infrastructure Investments Trusts) Regulations, 2014, as amended, including any circulars, guidelines and notifications issued thereunder, including the circular bearing number SEBI/HO/DDHS/DDHS/CIR/P/2020/223 issued by the Securities And Exchange Board Of India (“SEBI”) dated November 4, 2020 entitled “*Guidelines for Rights Issue of Units by an unlisted Infrastructure Investment Trust (InvIT)*” (“**SEBI Rights Issue Guidelines**”) (collectively the “**SEBI InvIT Regulations**”) and any other applicable law for the time being in force and subject to any approvals, permissions and sanctions from any statutory, governmental or regulatory authority including the Securities and Exchange Board of India, the Reserve Bank of India, the Government of India and any other appropriate governmental, statutory and regulatory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them in granting of such approvals, permissions and sanctions, the approval of the unitholders of Digital Fibre Infrastructure Trust (the “**Trust**”), be and is hereby accorded to offer, issue and allot such number of Units for an amount not exceeding Rs. 5,100 crore, by way of a rights issue (the “**Issue**”) to the existing eligible unitholders of the Trust (“**Eligible Unitholders**”) whose names appear in the register of Unitholders of the Trust, as maintained by the depositories, as at the end of the business hours on such date as may be fixed by the Board of the Investment Manager, i.e. Infinite India Investment Management Limited, for the Issue as the record date (the “**Record Date**”) or to such person or persons who may or may not be an Eligible Unitholder in whose favour the rights may be renounced (in full or in part) by respective Eligible Unitholders each on such terms and conditions, as may be decided by the Board and disclosed in the letter of offer to be prepared and filed in connection with the Issue, at

such price (the “**Issue Price**”) as may be determined by the Board of the Investment Manager, on the following terms and conditions.”

“RESOLVED FURTHER THAT the Units issued pursuant to the Issue shall rank *pari passu* in all respects with the existing Units of Digital Fibre Infrastructure Trust.”

“RESOLVED FURTHER THAT (i) all monies received out of the Issue shall be transferred to separate bank account for the purpose of the Issue; and (ii) Digital Fibre Infrastructure Trust shall utilize the monies received pursuant to the Issue only after the allotment of the Units, in accordance with applicable law and the terms and conditions set out in the letter of offer issued in connection with the Issue.”

“RESOLVED FURTHER THAT Authorized Signatories of Infinite India Investment Management Limited, the Investment Manager be and are hereby authorized to sign a copy of this resolution as a certified true copy thereof and furnish such certified true copy to whomsoever concerned.”

“RESOLVED FURTHER THAT Infinite India Investment Management Limited, Investment Manager be and is hereby authorized to negotiate, finalise, and execute the necessary agreements, if any, and all other necessary documents, deeds, agreements and instruments for the purpose of giving effect to the resolution, including but not limited to any amendments and modifications thereto and do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary or desirable for such purpose.”

Item no. 2 – Ratification of execution of Framework Agreement and ratification/approval of amendment agreements entered into/to be entered into pursuant to the Framework Agreement

To consider and if thought fit, to pass the following resolution by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution by the Unitholders, so entitled to vote) in terms of Regulation 22 of the SEBI (Infrastructure Investment Trusts) Regulations, 2014:

“RESOLVED THAT the execution of Framework Agreement dated September 27, 2021 between Digital Fibre Infrastructure Trust (the “Trust”) acting through Axis Trustee Services Limited as the Trustee of the Trust, Infinite India Investment Management Limited (the “Investment Manager”), Reliance Industries Limited, Reliance Industrial Investments and Holdings Limited and Jio Digital Fibre Private Limited be and is hereby ratified.”

“RESOLVED FURTHER THAT the approval of the unitholders of the Trust be and is hereby accorded to execute appropriate amendments to the relevant agreements / documents to reflect the actions of Phase 1 and Phase 2 as set out in the Framework Agreement and amendment agreements that have already been executed to give effect to the actions set out in Phase 1 and Phase 2 of the Framework Agreement be and are hereby ratified.”

For **Digital Fibre Infrastructure Trust**

Infinite India Investment Management Limited

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

Sneha Raheja

Compliance Officer of Digital Fibre Infrastructure Trust

Place: Mumbai

Date: November 10, 2021

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. A unitholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/herself and the proxy need not be a unitholder of the Trust. The instrument appointing a proxy in order to be valid must be duly filled in all respects and should be emailed to the Investment Manager i.e. Infinite India Investment Management Limited at the following id – Sneha.raheja@jmfl.com not later than 48 hours before the commencement of the meeting.
2. The relevant documents referred to in the Notice will be available electronically for inspection by the Unitholders by writing to the Trust at Sneha.raheja@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.

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.

3. Unitholders (such as companies or body corporates) intending to attend the meeting and participate thereat, are requested to send to the Trust, at email id sneha.raheja@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.
4. Unitholders/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the EGM.
5. 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.
6. General instructions for e-voting through electronic means:

The facility for remote e-voting (through electronic means) will commence on Tuesday, November 30, 2021 (9.00 am) and end on Thursday, December 2, 2021 (3.00 pm). Detailed instructions for remote e-voting shall be shared in due course.

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

- Chairperson will brief the Unitholders on the matter proposed to be considered at the EGM;
- Thereafter, Chairperson will announce the commencement of e-voting at the EGM and the same shall remain open up till 30 minutes post conclusion of the EGM.

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

7. 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 EGM, in a fair and transparent manner.
8. 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.
9. 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 Sneha.raheja@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.
10. Unitholders holding Units as on the cut-off date, i.e. Friday, November 19, 2021 are entitled to cast their votes.
11. 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.

Digital Fibre Infrastructure Trust
Regd. Office: 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400 021
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Tel: +91 22 3555 5000; E-mail: digital.fibre@zmail.ril.com
Website: www.digitalfibreinfrastructure.com

Route Map Indicating the Venue of the Meeting:



EXPLANATORY STATEMENT

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

Item no. 1 - To consider and approve rights issue

Jio Digital Fibre Private Limited (the “JDFPL”), SPV of the Digital Fibre Infrastructure Trust (the “Trust”), is proposing to build additional fibre pair kilometers (“FPKM”) for aggregate capex of ~ Rs.35,000 crore. This capex would take the total FPKM capacity of JDFPL to approximately 30.00 million FPKM from the current capacity of approximately 21.10 million FPKM. For the said purpose, it is proposed to raise upto Rs. 5100 crore by way of rights issue of units to the existing unitholders on a proportionate basis to their holding.

Since the unit issuance is restricted under the Shareholder and Option Agreement to only Rs.14,706 crore, which is already exhausted, unit holders’ approval is being sought to make additional issuance of units under rights issue.

Item no. 2 – Ratification of execution of Framework Agreement and ratification/approval of amendment agreements entered into/to be entered into pursuant to the Framework Agreement

Jio Digital Fibre Private Limited (the “JDFPL”), SPV of the Digital Fibre Infrastructure Trust intends to establish additional fibres and associated assets, and requires additional financing to meet the capital expenditure for establishing the same.

Digital Fibre Infrastructure Trust (the “Trust”), Infinite India Investment Management Limited (the “Investment Manager”), Reliance Industries Limited, Reliance Industrial Investments and Holdings Limited and Jio Digital Fibre Private Limited entered into the Framework Agreement on September 27, 2021, basis approval of the board of the Investment Manager, to set out the agreed funding plan to meet the financing requirements for establishing such additional fibres and associated assets.

Certain amendments are required to be carried out to the Transaction Documents and Facility Arrangement to reflect these matters.

In view of the above, it is proposed to ratify the execution of the Framework Agreement and approve the execution of appropriate amendments to the relevant agreements / documents to reflect the actions of Phase 1 and Phase 2 as set out in the Framework Agreement and

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amendment agreements that have already been executed to give effect to the actions set out in the said phases of the Framework Agreement.

DIGITAL FIBRE INFRASTRUCTURE TRUST

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T: +91 22 3555 5000

ATTENDANCE SLIP

**EXTRAORDINARY GENERAL MEETING (NO. 1/2021-22) TO BE HELD ON
THURSDAY, DECEMBER 2, 2021 AT 3.30 PM AT 7TH FLOOR, CNERGY,
APPASAHEB MARATHE MARG, PRABHADEVI, MUMBAI – 400 025**

I hereby record my presence at the **EXTRAORDINARY GENERAL MEETING** of Digital Fibre Infrastructure Trust on Thursday, December 2, 2021, at 3.30 p.m. at 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025.

Full name of the Unitholder: (in BLOCK LETTERS)

DP ID: _____

Client ID: _____

No. of Units held: _____

Full name of Proxy (in BLOCK LETTERS)

(To be filled in if the valid proxy has been duly lodged with the Investment Manager)

Signature of Members/Proxy

Note: Please fill the Attendance slip and hand it over at the entrance of the Meeting Hall.

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

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PROXY FORM

**EXTRAORDINARY GENERAL MEETING (NO. 1/2021-22) TO BE HELD ON
THURSDAY, DECEMBER 2, 2021 AT 3.30 PM AT 7TH FLOOR, CENERGY,
APPASAHEB MARATHE MARG, PRABHADEVI, MUMBAI – 400 025**

Name of the Unitholder(s)	
Registered address	
E-mail Id	
Folio No/ Client Id	
DP ID	

We, being the Unitholder(s) of _____ units of the above named Trust, hereby appoint:

1. Name: _____
Address: _____
Email id: _____ or failing him/her
2. Name: _____
Address: _____
Email id: _____ or failing him/her
3. Name: _____
Address: _____
Email id: _____

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Unitholders' of Digital Fibre Infrastructure Trust, to be held on Thursday, December 2, 2021 at 3.30 pm at 7th Floor, Cenergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item no.	Resolutions	For	Against
1.	To consider and approve rights issue		
2.	Ratification of execution of Framework Agreement and ratification/approval of amendment agreements entered into/to be entered into pursuant to the Framework Agreement		

Signed this _____ day of _____, 2021

Signature of Unitholder: _____

Signature of Proxy: _____

Affix Revenue
Stamp

Notes:

1. This form of proxy, in order to be effective, should be duly completed and submitted to the Investment Manager of the Trust not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a unitholder of the Trust.
3. This is only optional. Please put an 'X' in the appropriate column against the resolution indicated in the box. If you leave the 'For' or 'Against' column blank against the resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Appointing a proxy does not prevent a unitholder from attending the meeting in person if he/she so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.