

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING (THE "EGM") OF THE UNITHOLDERS (THE "UNITHOLDERS") OF DIGITAL FIBRE INFRASTRUCTURE TRUST (THE "TRUST") WILL BE HELD ON TUESDAY, MARCH 28, 2023 AT 4.00 P.M. (IST) THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS ("VC/OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

Item no. 1: To consider and approve the listing of units of Digital Fibre Infrastructure Trust

To consider and if thought fit, to pass the following resolution(s) by way of special majority (*i.e., more than 75% of the Unitholders by value shall approve the resolution*) in terms of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("**SEBI InvIT Regulations**"):

"RESOLVED THAT pursuant to the Securities and Exchange Board of India (Infrastructure Investments Trusts) Regulations, 2014, as amended, including the circulars, guidelines and notifications issued thereunder, with particular reference to the circular bearing number SEBI/HO/DDHS/DDHS_Div3/P/CIR/2022/15 issued by the Securities and Exchange Board of India (the "**SEBI**") on February 9, 2022, including the SEBI response letter no. SEBI/HO/DDHS-RAC-POD2/P/OW2023/09282/1 dated March 3, 2023 to the application made by Infinite India Investment Management Limited (the "**Investment Manager**") vide letter dated January 20, 2023 read with the letter issued by the Reliance Industrial Investments and Holdings Limited (the "**RIIHL**"/"**Sponsor**") dated November 18, 2022, the consent of the Unitholders of Digital Fibre Infrastructure Trust (the "**Trust**") be and is hereby accorded for the private listing of entire 1,949,466,821 units of the Trust in existence as on date, subject to such approvals, permissions and/or sanctions from any statutory, governmental or regulatory authority including the SEBI, 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 for this purpose, make such listing application to the BSE Limited and/or enter into such agreements/documents as may be necessary for the purpose of listing of the aforesaid units of the Trust."

"RESOLVED FURTHER THAT the Board of Directors of the Investment Manager, viz., Infinite India Investment Management Limited of the Trust (the "**Investment Manager**") be and is hereby authorized on behalf of the Trust to do all such acts, deeds, matters and things for the purpose of giving effect to the above resolution, which shall include delegation of all, or any of the powers, as may be required or are necessary to give effect to the above resolution or as otherwise considered by the Investment Manager to be in the best interests of the Trust and the Unitholders."

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

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: March 6, 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

Pursuant to the circular no. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2022/079 dated June 03, 2022 read with circular no. SEBI/HO/DDHS/DDHS/CIR/P/2020/102 dated June 22, 2020 and circular no. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2023/14 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/Other Audio Visual Means (the "**VC/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 Extraordinary General Meeting ("EGM/Meeting") of the Unitholders of Digital Fibre Infrastructure Trust (the "**Trust**") will be convened through VC/OAVM. The deemed venue for the EGM shall be the Principal Place of Business of the Trust.

Since this Meeting is being held through VC/OAVM, Route Map for the venue is not annexed to this Notice.

1. 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 EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
2. The explanatory statement setting out material facts, relating to business to be transacted at the EGM is provided under **Annexure A**.
3. Notice of the EGM 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 EGM. The Unitholders are requested to click on the said link to attend the EGM.
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 EGM through electronic means:

The facility for e-voting (through electronic means) shall be made available at the EGM. 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;
- 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 EGM, in a fair and transparent manner.

12. 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.
13. 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.
14. Unitholders holding Units as on the cut-off date, i.e. Friday, March 24, 2023 are entitled to cast their votes.
15. The facility for joining the Meeting will commence 15 minutes before the time scheduled for the meeting and will be available throughout the meeting.
16. 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

Approving the proposed listing of units of the Digital Fibre Infrastructure Trust

As the Unitholders are aware, the Digital Fibre Infrastructure Trust (the “**Trust**”) was registered as an infrastructure investment trust under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (the “**SEBI InvIT Regulations**”) on March 20, 2019. The Trust made an initial offer of its units (the “**Units**”) vide placement memorandum dated September 29, 2020 and raised ₹ 14,706 crore with the issue of 147,06,00,000 Units at an issue price of ₹ 100 per Unit. The Trust also made the rights issue of units under the letter of offer dated December 2, 2021 and raised ₹ 47,88,66,82,100 through the issue of 47,88,66,821 Units at an issue price of ₹ 100 per Unit.

SEBI, vide its Circular no. SEBI/HO/DDHS/DDHS_Div3/P/CIR/2022/15 dated February 9, 2022, mandated all Infrastructure Investment Trusts (the “**InvITs**”) to convert their Private Unlisted InvITs, if any, into Private Listed InvITs. As there were certain conditions attached to the said conversion, Reliance Industrial Investments and Holdings Limited (the “**RIIHL**”/“**Sponsor**”), vide its letter dated November 18, 2022 addressed to SEBI, had sought certain exemptions and/or relaxations from the requirements of the conditions laid out therein. Infinite India Investment Management Limited (the “**Investment Manager**”), vide its letter dated January 20, 2023, had informed SEBI that the Sponsor and the Unitholders of the Trust have confirmed and expressed their willingness to list the units of the Trust.

SEBI vide its letter no. SEBI/HO/DDHS-RAC-POD2/P/OW2023/09282/1 dated March 3, 2023, has granted the requested exemptions and relaxations and advised the Trust to list its units on or before March 31, 2023.

The Board of Directors of the Investment Manager, on behalf of the Trust, has approved the listing of the entire Units at its meeting held on March 6, 2023. The Board commends passing of the resolution in the accompanying Notice for approval of the unitholders by way of a special majority (i.e., approval of more than 75% of the unitholders by value).

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: March 6, 2023