

DIGITAL FIBRE INFRASTRUCTURE TRUST

Notice is hereby given that an Extra-ordinary General Meeting (No. 1 / 2020-21) (“**EOGM**”) of the Unitholders of Digital Fibre Infrastructure Trust will be held on **Sunday, November 1, 2020 at 11:00 a.m.** through Video Conferencing (“**VC**”) to transact the following business:

Item No. 1: To consider and approve the Amended and Restated Indenture of Trust

To consider and if thought fit, to pass the following resolution by way of special majority (i.e., where the votes cast in favour of the resolution are required to be not less than 75% of Unitholders by value excluding the Sponsor who is an interested party to the resolution:

“**RESOLVED THAT** the amended and restated indenture of trust between Axis Trustee Services Limited (acting in its capacity as the trustee on behalf of Digital Fibre Infrastructure Trust) (the “**Trustee**”) and Reliance Industrial Investments and Holdings Limited (the “**Sponsor**” and the “**Settlor**”) (the “**Amendment to the Indenture of Trust**”), to be entered into between the Trustee and the Sponsor and the Settlor, containing the requisite information as agreed between the parties to the Amendment to the Indenture of Trust, the draft whereof is placed before the meeting, and initialled by the authorized signatory of the Investment Manager for the purpose of identification, be and is hereby approved.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Investment Manager, which includes any Committee of the Board (the “**Board**”) be and are hereby authorized to do all such acts, deeds, matters and things as deemed necessary, proper or desirable, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper to execute the Amendment to the Indenture of Trust.”

Item No. 2: To consider and approve the IMA Amendment Agreement

To consider and if thought fit, to pass the following resolution by way of special majority (i.e., where the votes cast in favour of the resolution being, 1.5x times the votes against in terms of value of the Units:

“**RESOLVED THAT** the amended and restated investment management agreement between Axis Trustee Services Limited (acting in its capacity as the trustee on behalf of Digital Fibre Infrastructure Trust) (the “**Trustee**”), Infinite India Investment Management Limited (acting in its capacity as the investment manager on behalf of Digital Fibre Infrastructure Trust) (the “**Investment Manager**”) (the “**IMA Amendment Agreement**”), containing the requisite information as agreed between the parties to the IMA Amendment Agreement, the draft whereof is placed before the meeting, and initialled by the authorized signatory of the Investment Manager for the purpose of identification, be and is hereby approved.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Investment Manager, which includes any Committee of the Board (the “**Board**”) be and are hereby authorized to do all such acts, deeds, matters and things as deemed necessary, proper or desirable, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper to execute the IMA Amendment Agreement.”

“**RESOLVED FURTHER THAT** the Trustee and Sponsor be and are hereby severally authorized to provide a certified true copy of this resolution to any person, including any governmental authorities, in furtherance of the actions contemplated hereunder.”

Item No. 3: To consider and approve the Amended Policy on Appointment of Auditor and Valuer of the Trust

To consider and if thought fit, to pass the following resolution, where the votes cast in favour of the resolution with the approval of majority of the Unitholders in terms of value of the Units:

“RESOLVED THAT the amendment in the policy on appointment of auditor and valuer of the Trust (**“Amended Policy on Appointment”**) to the policy on appointment of the auditor and valuer of the Digital Fibre Infrastructure Trust (the **“Trust”**) previously approved by the board of directors of Infinite India Investment Management Limited (acting in its capacity as the investment manager on behalf of Digital Fibre Infrastructure Trust), on September 16, 2020, containing the requisite information, as placed before the meeting and initialled by the authorized signatory of the Investment Manager for the purpose of identification, be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Investment Manager, which includes any Committee of the Board (the **“Board”**) be and are hereby authorized to do all such acts, deeds, matters and things as deemed necessary, proper or desirable, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper to execute the Amended Policy on Appointment.”

“RESOLVED FURTHER THAT the Trustee be and is hereby authorized to provide a certified true copy of this resolution to any person, including any governmental authorities, in furtherance of the actions contemplated hereunder.”

Item No. 4: To consider and approve the Amended Distribution Policy

To consider and if thought fit, to pass the following resolution, where the votes cast in favour of the resolution with the approval of majority of the Unitholders in terms of value of the Units:

“RESOLVED THAT the amendment in the distribution policy of the Digital Fibre Infrastructure Trust (the **“Trust”**) (**“Amended Policy on Distribution”**) to the distribution policy previously approved by the board of directors of Infinite India Investment Management Limited (acting in its capacity as the investment manager on behalf of Digital Fibre Infrastructure Trust), on September 16, 2020, containing the requisite information, as placed before the meeting and initialled by the authorized signatory of the Investment Manager for the purpose of identification, be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Investment Manager, which includes any Committee of the Board (the **“Board”**) be and are hereby authorized to do all such acts, deeds, matters and things as deemed necessary, proper or desirable, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper to execute the Amended Policy on Distribution.”

“RESOLVED FURTHER THAT the Trustee be and is hereby authorized to provide a certified true copy of this resolution to any person, including any governmental authorities, in furtherance of the actions contemplated hereunder.”

For Digital Fibre Infrastructure Trust

Axis Trustee Services Limited

(acting in its capacity as the Trustee to Digital Fibre Infrastructure Trust)

Sd/-

Authorized Signatory

Infinite India Investment Management Limited

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

Sd/-

Authorized Signatories

Date: October 10, 2020

Place: Mumbai

Principal Place of Business and Contact Details of the Trust:

9th Floor, Maker Chamber IV,

222, Nariman Point,

Mumbai - 400 021

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

Tel: +91 22 3555 5000

Fax: +91 22 3555 5560

Website: www.digitalfibreinfrastructure.com

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

Corporate Office and Contact Details of Axis Trustee Services Limited:

The Ruby, 2nd Floor, SW, 29, Senapati Bapat Marg,

Dadar West, Mumbai - 400028

Tel: +91 22 6230 0451

Fax: +91 22 6230 0700

Registered Office of Axis Trustee Services Limited:

Axis House, Bombay Dyeing Mills Compound,

Pandurang Budhkar Marg, Worli,

Mumbai 400 025, Maharashtra

Registered office and Contact Details of Infinite India Investment Management Limited:

7th Floor, Cnergy

Appasaheb Marathe Marg

Prabhadevi, Mumbai 400 025

Tel: +91 22 6630 3030 / +91 22 6630 3467

Fax: +91 22 6630 3344

NOTES

1. In view of the outbreak of the COVID-19, SEBI, by way of its circular dated June 22, 2020, has read with the circular dated October 8, 2020 (“**SEBI Circulars**”), has permitted the holding of meeting of unitholders through Video Conferencing (“VC”)/Other Audio-visual means (“OAVM”) up to December 31, 2020. The EOGM of the Unitholders of Digital Fibre Infrastructure Trust is therefore proposed to be held through VC/OAVM as provided for under the SEBI Circulars.
2. Generally, a Unitholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself. Since this Meeting is being held through VC/OAVM pursuant to the SEBI Circulars, physical attendance of Unitholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this Meeting and hence the Proxy Form is not annexed to this Notice
3. The Unitholders will receive a web-link on their registered e-mail ids, for attending the EOGM, at least 2 (two) days before the date of EOGM. The Unitholders are requested to click on the said link to attend live proceedings of EOGM.
4. Relevant documents referred to in the accompanying Notice and explanatory statements will be available for inspection by the Unitholders (by writing an e-mail to the Trustee at compliance@axistrustee.com and MGB.Team@axistrustee.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 EOGM and for the duration of the EOGM.
5. Unitholders (such as companies or body corporates) are entitled to appoint authorized representative(s) to attend the EOGM through VC and participate thereat and cast their votes. Accordingly, such Unitholders are requested to send to Axis Trustee Services Limited (“Trustee”), a certified true copy of the relevant board resolution/power of attorney, together with the specimen signature(s) of the representatives authorized under the said board resolution/power of attorney to attend and cast vote on their behalf at the EOGM on compliance@axistrustee.com and MGB.Team@axistrustee.com.
6. 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.
7. In line with the SEBI Circulars, the Notice calling the EOGM will be placed on the website of the Trust.
8. General instructions for e-voting at the EOGM through electronic means:
 - The facility for e-voting through electronic means shall be made available at the EOGM.
 - Unitholders attending the EOGM shall be able to exercise their e-voting at the EOGM, as under:
 - (i) Chairperson will brief the Unitholders on the matter proposed to be considered at the EOGM;
 - (ii) Thereafter, Chairperson to announce the commencement of e-voting at the EOGM;
 - (iii) E-voting at the EOGM shall be open for 30 minutes;
 - (iv) Unitholders may exercise their vote through e-voting means provided by the Trustee at the EOGM.
 - 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 compliance@axistrustee.com and MGB.Team@axistrustee.com or adding the same to their demat account;
9. The Trustee has appointed Mr. Jatin Prabhakar Patil (FCS - 7282 /COP - 7954), Partner, Mayekar & Associates, Practicing Company Secretaries (Firm U.I.N - P2005MH007400) as the Scrutinizer to scrutinize the entire voting process i.e. e-voting at the EOGM, in a fair and transparent manner.
10. The result of the voting will be announced by the Trustee and will also be displayed on the website of the Trust www.digitalfibreinfrastructure.com.

11. Unitholders are requested to send their queries, if any, to the Trustee on compliance@axistrustee.com and MGB.Team@axistrustee.com at least 10 days prior to the EOGM to enable the Trustee to provide the required information.
12. Unitholders holding Units as on Saturday, October 10, 2020 are entitled to receive this Notice and cast their votes. However, if such Unitholders have sold their Units post such date, then the acquirers of those Units would be eligible to participate and cast their votes at the EOGM.
13. Detailed procedure for attending the meeting through VC shall be in accordance with the SEBI Circular No. SEBI/HO/DDHS/DDHS/CIR/P/2020/102 dated June 22, 2020 and will be communicated separately to the Unitholders in their registered email-ids before the meeting along with the web-link for joining the meeting.
14. The facility of 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 submit their corporate authorizations with the Trustee at compliance@axistrustee.com and MGB.Team@axistrustee.com at least 1 hour before commencement of the meeting i.e. by 10:00 a.m. on Sunday, November 1, 2020.
16. Each unitholder shall identify himself/itself at the commencement of the meeting.
17. Attendance of Unitholders through VC shall be counted for the purpose of quorum.
18. Help-line number for assistance: +91 98198 38852 / +91 8000362404.

EXPLANATORY STATEMENTS

The following statements set out the material facts and reasons for the proposed resolutions stated in the accompanying notice above:

Item No. 1: To consider and approve the Amended and Restated Indenture of Trust

The Indenture of Trust was entered into between the Settlor, Sponsor and the Trustee dated January 31, 2019 (the “**Original Indenture**”) and was registered under the Registration Act, 1908. The Original Indenture was amended pursuant to the amended and restated indenture of trust dated September 21, 2020 which was executed between the Trustee, the Settlor and Sponsor. Thereafter and to give effect to certain provisions agreed between the parties, the parties propose to enter into the ‘Amended and Restated Indenture of Trust’.

Approval of the unitholders is sought for the Amended and Restated Indenture of Trust and to authorize Trustee and the Sponsor to do all such acts, deeds and things and to take all necessary actions as may be required to give effect to the aforementioned proposed amendment.

Accordingly, the Trustee recommends this resolution for approval of the Unitholders holding at least 75% of the Units in value, present and voting.

The Sponsor, being a related party to this matter is considered interested in this resolution and accordingly, will not be eligible to vote on the resolution as set out in Item No. 1.

Item No. 2: To consider and approve the IMA Amendment Agreement

The investment management agreement between Axis Trustee Services Limited (acting on behalf of Digital Fibre Infrastructure Trust) (the “**Trustee**”), Infinite India Investment Management Limited (acting in its capacity as the investment manager on behalf of Digital Fibre Infrastructure Trust) (the “**Investment Manager**”) dated January 31, 2019 has been amended by way of the amended and restated investment management agreement dated September 21, 2020 entered into between the Trustee and the Investment Manager. Thereafter and to give effect to certain provisions agreed between the parties and to ensure that the investment management agreement is in line with the Amended and Restated Indenture of Trust, the parties propose to enter into the ‘IMA Amendment Agreement’.

Approval of the unitholders is sought for the IMA Amendment Agreement and to authorize Trustee and the Investment Manager to do all such acts, deeds and things and to take all necessary actions as may be required to give effect to the proposed amendment.

Accordingly, the Trustee recommends this resolution for approval of the Unitholders. The resolution would be considered as passed only when the votes cast in favor of the resolution is at least 1.5x times the votes cast against in terms of value of Units.

Item No. 3: To consider and approve the amendment in the Policy on Appointment of Auditor and Valuer of the Trust

The Policy on Appointment of Auditor and Valuer of the Trust approved by the board of directors of Infinite India Investment Management Limited (acting in its capacity as the investment manager on behalf of Digital Fibre Infrastructure Trust), on September 16, 2020, is proposed to be amended to allow for appointment of only Deloitte Haskins & Sells LLP, PWC India, KPMG and Ernst & Young India as auditors to Trust.

In view of the above, Trustee recommends this resolution for approval of the Unitholders. The resolution would be considered as passed with simple majority of votes cast in favor of the resolution in terms of value of Units.

Item No. 4: To consider and approve the Amendment in the Distribution Policy

The Distribution Policy of the Trust approved by the board of directors of Infinite India Investment Management Limited (acting in its capacity as the investment manager on behalf of Digital Fibre Infrastructure Trust) (the Investment Manager), on September 16, 2020, is proposed to be amended to reflect the periodicity of the distributions.

In view of the above, Trustee recommends this resolution for approval of the Unitholders. The resolution would be considered as passed with simple majority of votes cast in favor of the resolution in terms of value of Units.

Principal Place of Business and Contact Details of the Trust:

9th Floor, Maker Chamber IV,
222, Nariman Point,
Mumbai - 400 021

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

Tel: +91 22 3555 5000

Fax: +91 22 3555 5560

Website: www.digitalfibreinfrastructure.com

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

Corporate Office and Contact Details of Axis Trustee Services Limited:

The Ruby, 2nd Floor, SW, 29, Senapati Bapat Marg,
Dadar West, Mumbai - 400028
Tel: +91 22 6230 0451
Fax: +91 22 62300700

Registered Office of Axis Trustee Services Limited:

Axis House, Bombay Dyeing Mills Compound,
Pandurang Budhkar Marg, Worli,
Mumbai 400 025, Maharashtra

Registered office and Contact Details of Infinite India Investment Management Limited:

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Tel: +91 22 6630 3030 / +91 22 6630 3467
Fax: +91 22 6630 3344