

NOTICE OF THE FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FIRST ANNUAL GENERAL MEETING (THE "AGM") OF THE UNITHOLDERS (THE "UNITHOLDERS") OF DIGITAL FIBRE INFRASTRUCTURE TRUST (THE "TRUST") WILL BE HELD ON MONDAY, AUGUST 30, 2021 AT 5.00 P.M. THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS ("VC/OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

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, 2021 together with the Report of the Auditors thereon

To consider and adopt Annual Audited Standalone and Consolidated Financial Statements of the Trust for the year ended March 31, 2021 and the report of the Auditors thereon, and if thought fit, to pass the following resolution by way of simple 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, as amended ("**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, read with circulars and guidelines issued thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), the Audited Standalone and Consolidated Financial Statements of Digital Fibre Infrastructure Trust (the "**Trust**") for the financial year ended March 31, 2021 and Report of Auditors thereon, be and are hereby received, approved and adopted."

Item no. 2: To consider and adopt the Valuation Report of the assets of the Trust for the financial year ended March 31, 2021

To consider and adopt the Valuation Report of the assets of the Trust for the financial year ended on March 31, 2021 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 and voting) in terms of Regulation 22 of SEBI InvIT Regulations:

"RESOLVED THAT pursuant to the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 read with circulars and guidelines

issued thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), the Valuation Report dated May 31, 2021 for the assets of Digital Fibre Infrastructure Trust for the financial year ended March 31, 2021, 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 ratification of appointment of Auditors of the Trust for the period starting from the financial year 2018-19 till the financial year 2022-23

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018) were appointed as the Auditors of the Trust for a period of five years commencing from the financial year 2018-19 till 2022-23 by the Investment Manager of the Trust. To consider and ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018) as the Auditors of the Trust till the financial year 2022-23 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 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 read with circulars and guidelines issued thereunder (the **“SEBI InvIT Regulations”**) (including any statutory modification 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 appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) as the Auditors of Digital Fibre Infrastructure Trust (the **“Trust”**) for a period of five years commencing from the financial year 2018-19 till 2022-23 and the remuneration paid to them, in terms of the provisions of the SEBI InvIT Regulations, be and is hereby ratified.”

“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 appoint Valuer of the Trust for the financial year 2021-22 and fix their remuneration

To consider and appoint M/s. BDO Valuation Advisory LLP, Registered Valuer (IBBI Registration Number IBBI/RV-E/02/2019/103), as the Valuer of the Trust for the financial year 2021-22 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 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 read with circulars and guidelines issued thereunder (the **“SEBI InvIT Regulations”**) (including any statutory modification 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, M/s. BDO Valuation Advisory LLP, Registered Valuer (IBBI Registration Number IBBI/RV-E/02/2019/103), 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 for Digital Fibre Infrastructure Trust (the **“Trust”**) for the financial year 2021-22.”

“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.”

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: August 3, 2021

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

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. In view of the continuing Covid-19 pandemic, Securities and Exchange Board of India (the "**SEBI**") vide its circular dated February 26, 2021, has permitted to hold Annual General Meeting through Video Conferencing/Other Audio Visual Means (the "**VC/OAVM**") during the calendar year 2021. 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 Circular, the First 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.
Since this Meeting is being held through VC/OAVM, Route Map for the venue is not annexed to this Notice.
2. 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 are not annexed hereto.
3. Annual Report for the financial year 2020-21 and 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 and Annual Report 2020-21 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. 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. upto 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.

6. 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 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.
7. 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.
8. 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 Sneha.raheja@jmfl.com or adding the same to their demat account.

9. 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.
10. 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.
11. 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.

12. Unitholders holding Units as on the cut off date, i.e. Friday, August 13, 2021 are entitled to cast their votes.
13. The facility for joining the Meeting will commence 15 minutes before the time scheduled for the meeting and will be available throughout the meeting.
14. 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 resolution stated in the accompanying Notice above:

ITEM NO 3:

To consider ratification of appointment of Auditors of the Trust for the period starting from the financial year 2018-19 till the financial year 2022-23

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 Trust, acting in its capacity as the Investment Manager of the Trust, had appointed M/s. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as the Auditors of the Trust for a period of five years commencing from the financial year 2018-19 till 2022-23.

In accordance with the policy on appointment of auditor and valuer of Digital Fibre Infrastructure Trust, the Investment Manager shall conduct the annual meeting for approval of the Unitholders with respect to the appointment of Auditors and the fees payable to the Auditors, in accordance with the SEBI InvIT Regulations.

Since the units of the Trust were issued on September 29, 2020, this meeting is considered as the First AGM of the Trust.

In view of the above, it is proposed to ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, as the Auditors of the Trust for a period of five years commencing from the financial year 2018-19 till financial year 2022-23 and authorize the Investment Manager to fix the remuneration of the Auditors as may be required.

The Investment Manager seeks the approval of the Unitholders on the resolution contained in Item No. 3 of the accompanying Notice so as to enable the Investment Manager to complete all procedural and other formalities in connection with the aforesaid resolution.

The Investment Manager recommends the resolution as set out in Item No. 3 of this Notice for approval of the Unitholders.