

DIGITAL FIBRE INFRASTRUCTURE TRUST

Notice is hereby given that an Extra-ordinary General Meeting (No. 2 / 2020-21) (“**EOGM**”) of the Unitholders of Digital Fibre Infrastructure Trust (“**Trust**”) will be held on **Wednesday, November 25, 2020 at 11:00 a.m.** through Video Conferencing (“**VC**”) to transact the following business:

Item No. 1: Amended Policy for Determining Materiality of Information for periodic disclosures of the Trust

To consider and if thought fit, to pass the following resolution with the approval of majority of the Unitholders in terms of value of the Units held by them:

“**RESOLVED THAT** the amendment in the policy for determining materiality of information for periodic disclosures of the Trust (“**Amended Policy on Disclosure of Information**”), as placed before the meeting and initialled by the authorized signatory of Infinite India Investment Management Ltd. (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 is 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 Disclosure of Information.”

“**RESOLVED FURTHER THAT** the Axis Trustee Services Limited 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)



Authorized Signatory

Infinite India Investment Management Limited

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



Authorized Signatories

Date: November 02, 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 has, by way of its circular dated June 22, 2020, read with the circular dated October 8, 2020 (the “**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 and participate in the live proceedings of EOGM.
4. Relevant documents referred to in this 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(s), 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 votes on their behalf at the EOGM at 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:

(a) 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 to be provided by the Trustee at the EOGM.

(b) General Instructions for e-voting 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 Friday, October 30, 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 Wednesday, November 25, 2020.
16. Each Unitholder shall identify themselves 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 STATEMENT

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

Item No. 1: Amendment in the Policy for Determining Materiality of Information

The Policy for Determining Materiality of Information for periodic Disclosures 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 the Trust), on September 16, 2020, is proposed to be amended to include certain additional disclosure items as well as identifying matters that would require prior consent of not less than 60% of the Unitholders in value before coming into effect.

In view of the above, the Investment Manager and 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.

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