

March 26, 2025

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Security Code: **543859**
Symbol: **DIGIFIBRE**

Dear Sirs,

Sub: Intimation of Extraordinary General Meeting of the Unitholders of Digital Fibre Infrastructure Trust

We wish to inform you that, the Extraordinary General Meeting ("EGM") of the Unitholders of Digital Fibre Infrastructure Trust ("**Trust**") will be convened on Saturday, March 29, 2025 at 1:30 p.m. (IST) at shorter notice through Video Conferencing, in accordance with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014 read with the relevant circulars issued by SEBI in this regard, from time to time.

Accordingly, we are enclosing herewith Notice of EGM of the Trust. The same is also uploaded on the website at <https://digitalfibreinfrastructure.com/other-information.html>.

We request you to take the above on your record.

Thank you.

Yours truly,

For and on behalf of Infinite India Investment Management Limited
(acting in its capacity as Investment Manager of the Trust)

Jay Jadav
Compliance Officer

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (“EGM”) OF THE UNITHOLDERS (THE “UNITHOLDERS”) OF DIGITAL FIBRE INFRASTRUCTURE TRUST (THE “TRUST”) WILL BE HELD AT SHORTER NOTICE ON SATURDAY, MARCH 29, 2025, AT 1:30 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

Item no. 1: Authority to grant waiver under the Amended and Restated Shareholders and Option Agreement to the Trust (acting through the Trustee), the Investment Manager and Jio Digital Fibre Private Limited (SPV / JDFPL) and to permit JDFPL to amend relevant clauses and annexures of the Amended and Restated Fibre and Duct Use Agreement

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of special majority (i.e. where the votes cast in favour of the resolution are required to be sixty percent of the unit holders in value) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014:

“RESOLVED THAT in accordance with Regulation 22 and other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014, and circulars, master circulars and guidelines issued thereunder (together “**InvIT Regulations**”) and other applicable laws, including any statutory modifications, amendments or re-enactments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time (to the extent applicable), the requisite approvals (if any) from any relevant governmental, statutory or regulatory authorities including any bank or financial institutions and subject to such terms and conditions as may be prescribed by any such authority while granting such approvals as may be necessary, and subject to the Trust Deed, the approval of the Unitholders, be and is hereby granted to the Trust (acting through the Trustee), the Investment Manager and Jio Digital Fibre Private Limited (“**SPV**”/“**JDFPL**”), to grant waiver under the Amended and Restated Shareholders and Option Agreement dated October 29, 2020 and to permit JDFPL to amend the relevant clauses and annexures of the Amended and Restated Fibre and Duct Use Agreement and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

“RESOLVED FURTHER THAT the Trustee, the Investment Manager and JDFPL, their respective directors and officers be and are hereby severally authorized to do all such acts, deeds, matters and things and execute, modify or amend all such deeds, agreements or other documents, as may be necessary from time to time for giving effect to the above resolution on such terms and conditions as the Trustee and/or Investment Manager may deem fit in the interest of the Trust and the Unitholders, and to settle any questions, difficulty or doubt that may arise with regard to giving effect to the above resolution, as it may deem necessary in its discretion.”

“RESOLVED FURTHER THAT the Board of Directors of the Investment Manager and/or Trustee and/ or JDFPL be and is hereby authorised to delegate all or any of the powers herein conferred upon the Investment Manager and/ or Trustee and/or JDFPL, to any validly constituted committee of its directors, Company Secretary and Compliance Officer or any other person authorized by Investment Manager and/or Trustee and/or JDFPL so as to give effect to the aforesaid resolution.”

Item 2: Authority to borrow and create charge on assets and matters related thereto

To consider and if thought fit, to pass with or without modification(s), the following resolution by way of special majority (i.e. where the votes cast in favour of the resolution are required to be seventy five percent of the unit holders in value) in terms of Regulation 22(5A) of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014:

“RESOLVED THAT in accordance with Regulation 20, 22(5A) and other applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014, as amended or supplemented, including any circulars, master circulars, notifications, clarifications and guidelines issued thereunder (together “**InvIT Regulations**”) and other applicable laws, including any statutory modifications, amendments or re-enactments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time (to the extent applicable), the requisite approvals (if any) from Securities and Exchange Board of India (“**SEBI**”), the stock exchanges or any other relevant governmental, statutory or regulatory authorities including any bank or financial institutions and subject to such terms and conditions as may be prescribed by any such authority while granting such approvals as may be necessary, and subject to the Trust Deed, the Unitholders hereby provide their approval and ratification to the Trust (acting through the Trustee) and Jio Digital Fibre Private Limited (SPV / JDFPL), to borrow from time to time such sum of monies either as term loans, bonds, non-convertible debentures, external commercial borrowings or any other form of borrowings, such sum of monies, as may be required for the purpose of acquisition or development of infrastructure projects through additional capital expenditure including repayment or pre-payment either in part or in full of any loans, deposits, debentures or external commercial borrowings or any other form of borrowings taken for the purpose of acquisition or development of infrastructure project through additional capital expenditure, subject to the Trust obtaining and / or maintaining its issuer rating of ‘AAA’ pursuant to such consolidated borrowings and subject to the aggregate consolidated borrowings and deferred payments of the Trust, net of cash and cash equivalents not exceeding 70% of the value of the Trust’s assets, on such terms and conditions as the Trustee and/or the Investment Manager and/or JDFPL may deem fit in the best interest of the Trust and its unitholders, and on such security, including by way of mortgage, hypothecation, pledge, lien and/or charge, in addition to the mortgage, hypothecation, pledge and/or charge already created, in such form, manner and ranking and on such terms as the Trustee and/or Investment Manager and/or JDFPL may deem fit in the best interest of the Trust and the Unitholders, on all or any of the movable and/or immovable assets of the Trust and/or JDFPL, both present and future, whether tangible or intangible, for securing the borrowings availed or to be availed by the Trust and/or JDFPL, including providing any undertakings and/or guarantees as may be required in connection therewith, and to do all such acts, deeds and things and to execute all such documents, instruments and writings, and register all charges as may be required in this regard.

RESOLVED FURTHER THAT in relation to the aforesaid transactions, the Trustee and/or Investment Manager and/or JDFPL be and are hereby severally authorised to do all such acts, deeds, matters and things and provide waiver if any required, and execute, modify or amend all such deeds, agreements or other documents, as may be necessary from time to time for giving effect to the above resolution on such terms and conditions as the Trustee and/or Investment Manager and/or JDFPL may deem fit in the best interest of the Trust and the Unitholders, and to settle any questions, difficulty or doubt that may arise with regard to giving effect to the above resolution, as it may deem necessary in its discretion.

RESOLVED FURTHER THAT the Board of Directors of the Investment Manager and/or Trustee and/or JDFPL be and is hereby authorised to delegate all or any of the powers herein conferred upon the Investment Manager and/ or Trustee and/or JDFPL, to any validly constituted committee of its directors, Company Secretary and Compliance Officer or any other person authorized by Investment Manager and/or Trustee and/or JDFPL, so as to give effect to the aforesaid resolution.”

For Infinite India Investment Management Limited
(acting in its capacity as Investment Manager of the Trust)

Sd/-

Jay Jadav
Compliance Officer

Place: Mumbai
Date: March 26, 2025

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

EXPLANATORY STATEMENT

Item 1:

Authority to grant waiver under the Amended and Restated Shareholders and Option Agreement to the Trust (acting through the Trustee), the Investment Manager and Jio Digital Fibre Private Limited (SPV / JDFPL) and to permit JDFPL to amend relevant clauses and annexures of the Amended and Restated Fibre and Duct Use Agreement

Attention of the Unitholders is drawn to the fact that under the Amended and Restated Shareholders and Option Agreement (SHOA) dated October 29, 2020, *inter alia* entered into between the Trust (acting through the Trustee), the Investment Manager and Jio Digital Fibre Private Limited (SPV / JDFPL), JDFPL shall not and the Trust and Investment Manager shall procure that certain actions are not undertaken by JDFPL including amending certain identified clauses and annexures under the Amended and Restated Fibre and Duct Use Agreement (FUA) *inter alia* entered into between JDFPL and its anchor customer Reliance Jio Infocomm Limited (RJIL).

RJIL and JDFPL are evaluating a proposal which would require amendment to certain clauses and annexures pertaining to 'Fiber Fees' and 'Maintenance Fees' payable by RJIL under the FUA, [including the deferment of escalation rate of maintenance fees by a period of five years]. The proposed amendments to FUA are not expected to have any material impact on the valuation of JDFPL or the net asset value of the Units of the Trust or the distributions to the Unitholders. However, given the restrictions placed under the SHOA, the Trust, the Investment Manager and JDFPL are seeking the specific waiver from the Unitholders under the SHOA, to permit JDFPL to carry out the requisite amendment to the relevant clauses of the FUA. The amendment to the FUA is not a related party transaction in terms of the InvIT Regulations.

The Board of Directors of the Investment Manager have in their board meeting dated March 21, 2025, approved the grant of waiver under the SHOA, to permit JDFPL to carry out the required amendment to the FUA, subject to the approval of the Unitholders. The Board of Directors of the Investment Manager hereby recommend the Unitholders to provide their approval to the said resolution.

Item 2:

Authority to borrow and create charge on assets and matters related thereto

The Unitholders are informed that the consolidated borrowings and deferred payments, including capital creditors, net of cash and cash equivalents as a percentage of the value of InvIT Assets as of March 31, 2024, was approximately 56.11%. The consolidated borrowings and deferred payments net of cash and cash equivalents has been in excess of 49% since the listing of units of the Trust on the stock exchange. The Trust has completed more than six distributions to the Unitholders since the completion of its initial offer of units in September 2020. In terms of the Amended and Restated Shareholders and Option Agreement (SHOA) dated October 29, 2020, *inter alia* entered into between the Trust (acting through the Trustee), the Investment Manager and Jio Digital Fibre Private Limited (SPV / JDFPL), the Trust is not permitted to borrow additional sum of monies other than the monies already borrowed by the Trust in terms of the Facility Agreement.

The Trust now seeks the approval of the Unitholders to permit the Trust and / or Jio Digital Fibre Private Limited (SPV or JDFPL) to borrow from time to time such sum of monies, as may be required for the purpose of acquisition or development of infrastructure projects through additional capital expenditure including repayment or pre-payment either in part or in full of any loans, deposits, debentures or external commercial borrowings or any other form of borrowings taken for the purpose of acquisition or development of infrastructure project through additional capital expenditure. This shall provide flexibility to the Trust and / or JDFPL to meet its funding requirement by way of additional borrowings both at the Trust level and / or JDFPL level. Such additional borrowings would be subject to the following conditions:

- (a) The Trust maintaining its 'AAA' issuer credit rating pursuant to such additional borrowings;
- (b) The utilization of such borrowings is solely for the purposes stated herein above;
- (c) The consolidated borrowings and deferred payments net of cash and cash equivalents as a percentage of the value of InvIT Assets, pursuant to such borrowings does not exceed 70%

The Board of Directors of the Investment Manager have in their board meeting dated March 21, 2025, approved the proposed additional borrowings by the Trust and / or JDFPL subject to the above conditions and subject to the receipt of the approval of Unitholders. The above proposal is in the interest of the Trust and the Unitholders. Accordingly, the Board of Directors of the Investment Manager hereby recommend the Unitholders to provide their approval to the said resolution by way of requisite majority (i.e., the approval of seventy-five per cent. of the Unitholders by value) in accordance with Regulation 22(5A) of the InvIT Regulations.

None of the directors or key personnel and / or their relatives of the Investment Manager, are in any way, financially or otherwise, interested or concerned in the aforesaid resolution.

NOTES

1. Pursuant to Chapter 17 of Master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 (“**Master Circular**”), Securities and Exchange Board of India (the “**SEBI**”), has permitted convening the Extra-ordinary General Meeting (“**EGM**”) of the Unitholders through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”), without physical presence of the Unitholders at a common venue. In compliance with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (the “**InvIT Regulations**”) and the Master Circular, the Extra-ordinary 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 Registered Office of the Investment Manager.
2. Since this EGM of the unitholders of the Trust is being held on shorter notice, the unitholders are requested to provide their consent pursuant to the provision of Regulation 22(2) of the InvIT Regulations. The consent letter is enclosed herewith as **Annexure A** to this notice.
3. Generally, a Unitholder entitled to attend and vote at the EGM, 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 Master 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 including route map are not annexed hereto.
4. 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.
5. The Trust will provide VC/OAVM facility to the Unitholders for participating in the EGM. 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.
6. Unitholders who have not registered their e-mail address and mobile numbers so far, are requested to register the same by sending an email at jay.jadav@jmfl.com for receiving all the communication including annual report, notices, circulars etc. from the Investment Manager, on behalf of the Trust, electronically.
7. The relevant documents referred to in the Notice will be available electronically for inspection by the Unitholders by writing to the Trust at jay.jadav@jmfl.com (mentioning their name, demat account number, e-mail id and mobile number), 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.
8. 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.

9. 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 jay.jadav@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 EGM before the commencement of the EGM.
10. 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.
11. Unitholders who would like to express their views/ask questions are requested to email their queries/views/questions, if any, to jay.jadav@jmfl.com by mentioning the name, demat account number, email id, mobile number, at least 1 days prior to the EGM to enable the Investment Manager to provide the required information.
12. Facility to join the EGM shall be opened fifteen (15) minutes before the scheduled time of the EGM and shall be kept open throughout the proceedings of the EGM.
13. Unitholders attending the EGM through VC / OAVM shall be reckoned as the requisite quorum for the EGM.
14. Unitholders holding Units as on the cut-off date, i.e. March 24, 2025, (“**Cut-off date**”) are entitled to cast their votes.

Procedure for ‘remote e-voting’ and e-voting at the EGM

15. The Trust is providing the Unitholders, the facility to cast their votes on the resolutions proposed to be passed at the EGM by electronic means (“e-voting”). Unitholders may cast their votes remotely using electronic voting system on the dates mentioned herein below (remote e-voting). Further, the facility for voting through electronic voting system will also be made available at the EGM and Unitholders attending the EGM who have not cast their vote(s) by remote e-voting will be able to vote at the EGM.
16. Details of persons to be contacted for issues relating to e-voting: Mr. Jay Jadav – Infinite India Investment Management Limited, Mob: +91 9969526712, E-mail: jay.jadav@jmfl.com.
17. The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting: 9:00 AM (IST) on Thursday, March 27, 2025

End of remote e-voting: 9:00 PM (IST) on Friday, March 28, 2025

The remote e-voting shall be disabled for voting thereafter.

18. 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
 - E-voting shall be open for 30 minutes.
19. Unitholders who have cast their votes using the remote e-voting facility shall not be entitled to cast their votes again at the EGM. In the event the Unitholders cast their votes using both the remote e-voting facility and at the EGM, their votes cast at the EGM would be ignored. Once a vote is cast the same cannot be changed.
20. 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.
21. The Scrutinizer will, after the conclusion of the e-voting at the EGM, scrutinize the votes cast at the EGM and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to Chairperson. The results of the e-voting will be announced by the Investment Manager within 2 (two) working days of the conclusion of the EGM and will also be displayed on the website of the Trust i.e www.digitalfibreinfrastructure.com. The result will be simultaneously communicated to the BSE Limited.
22. Subject to the receipt of the requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the EGM i.e. March 28, 2025.