

March 5, 2024

To,

BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street

Mumbai - 400 001

Maharashtra, India

Sub: Induction of a proposed inducted sponsor and Notice of Extra-Ordinary General Meeting of Unitholders of Data Infrastructure Trust

Ref: Data Infrastructure Trust (Scrip Code: 543225)

Dear Sir/Madam,

This is to inform you that BIP India Infra Projects Management Services Private Limited, acting in its capacity as the Investment Manager of Data Infrastructure Trust ("Investment Manager"), has received a letter dated March 5, 2024 ("Letter") from Project Holdings Nine (DIFC) Limited ("Proposed Sponsor") indicating its intention to be inducted as an inducted sponsor of Data Infrastructure Trust ("Trust") in accordance with Regulation 22(7) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("InvIT Regulations") and the Master Circular for Infrastructure Investment Trusts (InvITs) dated July 6, 2023 ("Master Circular") issued by the Securities and Exchange Board of India. The Letter is enclosed as **Annexure A**.

The Board of Directors of the Investment Manager at its meeting held today i.e. Tuesday, March 5, 2024 has:

- (i) taken on record the Letter and approved the induction of the Proposed Sponsor as a sponsor of the Trust, subject to the approval of the unitholders or the provision of an exit option (if required to be provided under the InvIT Regulations and the Master Circular), as the case may be, and any other regulatory approvals as may be required;
- (ii) approved amendment to the Indenture of Trust dated January 31, 2019, as amended from time to time, pursuant to the induction of the Proposed Sponsor as a co-sponsor of the Trust, which will be effective after the receipt of unitholder approval for the induction of the Proposed Sponsor or the completion of the exit option (if required to be provided under the InvIT Regulations and the Master Circular), as the case may be; and
- (iii) granted approval for convening an Extra-Ordinary General Meeting ("EGM") of the unitholders of the Trust to be held on Tuesday, March 26, 2024, through video conferencing, to consider the proposals for the above matters. The EGM notice of the unitholders meeting, being sent to all the Unitholders of the Trust, is enclosed as **Annexure B**.

You are requested to kindly take the same on record.

The same is also available on the website of the Trust i.e. www.datainfratrust.com.

Thanking you,

For **Data Infrastructure Trust**
BIP India Infra Projects Management Services Private Limited
(acting in its capacity as the Investment Manager of Data Infrastructure Trust)



Farah Irani
Compliance Officer

Encl: a/a

CC:

Axis Trustee Services Limited ("Trustee of the Trust") Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai - 400 025, Maharashtra, India	Catalyst Trusteeship Limited ("Debenture Trustee") Unit No. 901, 9 th Floor, Tower – B, Peninsula Business Park, Senapati Bapat Marg, Lower Parel (W), Mumbai- 400013, Maharashtra, India
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Brookfield

Project Holdings Nine (DIFC) Limited

Registration Number 4901
Unit L24-00, Level 24, ICD Brookfield Place,
Dubai International Financial Centre,
Dubai 507234, United Arab Emirates
brookfield.com

March 5, 2024

BIP India Infra Projects Management Services Private Limited
(in its capacity as Investment Manager to Data Infrastructure Trust)

Unit 1, 4th Floor,
Godrej BKC, Bandra Kurla Complex,
Mumbai 400 051, Maharashtra
Attention: Prateek Shroff

cc:

Axis Trustee Services Limited
(in its capacity as trustee to Data Infrastructure Trust)

Axis House, Bombay Dyeing Mills Compound
Pandurang Budhkar Marg, Worli
Mumbai 400 025, Maharashtra
Attention: Hardik Shah and Tanvi Salvi

Dear Sir, Ma'am:

Re: Induction of Project Holdings Nine (DIFC) Limited ("Proposed Sponsor") as a sponsor of Data Infrastructure Trust ("Trust") under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("InvIT Regulations")

We, Project Holdings Nine (DIFC) Limited, hereby provide notice that we propose to be inducted as a sponsor of the Trust under the InvIT Regulations. We enclose a brief profile in **Annexure A**.

We confirm and declare that we fulfill the eligibility criteria applicable to a sponsor under the InvIT Regulations and undertake to comply with obligations applicable to us as a sponsor under the InvIT Regulations in respect of the Trust.

We request the Investment Manager to convene a meeting of the unitholders under Regulation 22(7) of the InvIT Regulations to seek approval for our induction as a co-sponsor of the Trust and confirm that we will comply with the provisions of Regulation 22(7) of the InvIT Regulations and Chapter 11 of the Master Circular for Infrastructure Investment Trusts (InvITs) dated July 6, 2023 ("**Master Circular**") issued by the Securities and Exchange Board of India ("**SEBI**"), to the extent applicable.

Please consider this letter as a notice for obtaining unitholder approval for our induction as a co-sponsor of the Trust under Regulation 22(7) of the InvIT Regulations and Chapter 11 of the Master Circular.

We confirm that this letter can be submitted to the stock exchange on which the units of the Trust are listed, the SEBI and any other regulatory authority as may be required under applicable law. We also confirm that this letter can be included in any communication or notice to the unitholders.

For and on behalf of **Project Holdings Nine (DIFC) Limited**



Authorized Signatory
Name: Ashwath Ravi Vikram
Designation: Director

Annexure A

Brief Profile of Project Holdings Nine (DIFC) Limited:

Project Holdings Nine (DIFC) Limited (“**Brookfield Sponsor II**”) was incorporated on July 27, 2021 under the Companies Law, DIFC Law No. 5 of 2018 and the Prescribed Company Regulations 2019, having registered number 4901 and having its registered office at Unit L24-00, Level 24, ICD Brookfield Place, Dubai International Finance Centre, UAE. Brookfield Sponsor II is controlled by Brookfield Corporation (“**BN**”)

BN is a premier global wealth manager for institutions and individuals focused on compounding capital over the long term. BN ‘s capital is deployed across three businesses – asset management, insurance solutions and operating business. BN is listed on the Toronto and New York stock exchanges and has a market capitalization of approximately US\$ 82 billion as of December 31, 2023. BN together with its affiliates has a history of over 100 years of owning and operating assets with a focus on infrastructure, renewable power, property and other real assets and include operations throughout North America, South America, India, Australia, Europe and Asia. BN currently has around US\$25 billion of assets under management in India with approximately 20,000 operating employees.

BN’s infrastructure group (“**Brookfield Infrastructure**”) owns and operates one of the largest infrastructure portfolios in the world, with approximately US\$ 191 billion of assets under management as of December 31, 2023. Brookfield Infrastructure’s assets under management span the utilities, transport, energy and renewable power sectors and include operations throughout North America, South America, India, Australia, Europe and Asia.

Brookfield Infrastructure’s publicly-listed infrastructure vehicles include Brookfield Infrastructure Partners, L.P. (“**BIP**”), a publicly-traded (NYSE: BIP, TSX: BIP.UN) infrastructure investor and operator. BIP’s market capitalization as of December 31, 2023 was approximately US\$ 14 billion.

DATA INFRASTRUCTURE TRUST

SEBI Registration number: IN/InvIT/18-19/0009

Principal Place of Business: Unit 1, 9th Floor, Tower 4, Equinox Business Park, LBS Marg,
Kurla (W), Mumbai 400070, India; **Tel:** +91 22 69075252

Email: secretarial@summitdigitel.com; **Website:** www.datainfratrust.com

Notice is hereby given that an Extraordinary General Meeting No. 02/2023-24 (“**EGM**”) of the unitholders (“**Unitholders**”) of Data Infrastructure Trust (“**Data InvIT/Trust**”) will be held on **Tuesday, March 26, 2024 at 11:00 a.m.** (IST) through video conferencing (“**VC**”) /other audio visual means (“**OAVM**”), to transact the following businesses:

ITEM NO. 1: TO APPROVE THE INDUCTION OF PROJECT HOLDINGS NINE (DIFC) LIMITED AS AN INDUCTED SPONSOR OF DATA INFRASTRUCTURE TRUST

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of approval from at least 75% of the unitholders by value (excluding the value of units held by parties related to the transaction) in terms of Regulation 22(7) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 and the circulars, clarifications, guidelines and notifications issued thereunder, each as amended from time to time (“**InvIT Regulations**”):

“**Resolved that** pursuant to the provisions of the InvIT Regulations and any other applicable law in force for the time being, the applicable provisions of the Indenture of Trust dated January 31, 2019, as amended from time to time (“**Trust Deed**”) and the Investment Management Agreement dated December 7, 2023, the letter dated March 5, 2024 received from Project Holdings Nine (DIFC) Limited (“**Brookfield Sponsor II**”) indicating its intention to act as an inducted sponsor of Data Infrastructure Trust (“**Trust**”) and confirming compliance with the eligibility conditions for a sponsor under the InvIT Regulations, and subject to any approvals, consents, permissions or sanctions from any government, statutory or regulatory authorities (collectively, the “**Regulatory Authorities**”), and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any Regulatory Authorities while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the board of directors of the Company (the “**Board**”, which term shall be deemed to include any committee which the Board has duly constituted or may hereinafter duly constitute to exercise its powers including the powers conferred by this resolution), the consent, authority and approval of the unitholders of the Trust (“**Unitholders**”) is hereby granted for the induction of Brookfield Sponsor II as an inducted sponsor to the Trust and the designation of Brookfield Sponsor II as a co-sponsor of the Trust, along with the current sponsors (BIF IV Jarvis India Pte. Ltd. and Reliance Industrial Investments and Holdings Limited) on such terms and conditions as may be finalized by the Board and the finalization of all matters incidental thereto as the Board in its absolute discretion may deem fit, including any amendments or deeds of accession that may be required to the Trust Deed.

Resolved further that for the purpose of giving effect to the above resolution, Mr. Prateek Shroff, Ms. Pooja Aggarwal, Directors, Mr. Dhananjay Joshi, Managing Director, Mr. Inder Mehta, Chief Financial Officer, and Ms. Farah Irani, Company Secretary and Compliance Officer, be and are hereby severally authorized, on behalf of the Company, to negotiate and finalize the terms and conditions of any documents and to sign, execute, amend, deliver and terminate any agreements, engagement letters, memoranda, documents, letters, deeds or instruments as may be required

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in this regard, as well as amendments or supplements, including to appoint any advisers (including merchant bankers), experts or other persons and to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as it may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, adjustments, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required.

Resolved further that all actions taken by the Board or committees or officers authorized pursuant to the above resolution, duly constituted for this purpose in connection with any matters referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 2: TO CONSIDER AND APPROVE AMENDMENTS TO THE TRUST DEED

To consider and if thought fit, to pass with or without modification(s), the following resolution by way of special majority (wherein the votes cast in favour of the resolution are required to be not less than one-and-a-half-times the votes cast against the resolution) by the unitholders of the Trust in terms of the provisions of Regulation 22(5)(d) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 and the circulars, clarifications, guidelines and notifications issued thereunder, each as amended from time to time (“**InvIT Regulations**”):

“**Resolved that** pursuant to the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the circulars, clarifications, guidelines and notifications issued thereunder, each as amended from time to time (“**InvIT Regulations**”) and any other applicable law for the time being in force and the applicable provisions of the Indenture of Trust dated January 31, 2019, as amended from time to time (“**Trust Deed**”), the consent, authority and approval of the unitholders of the Trust (“**Unitholders**”) is hereby granted for the amendment of the Trust Deed pursuant to the proposed induction of Project Holdings Nine (DIFC) Limited (“**Brookfield Sponsor II**”) as a co-sponsor of Data Infrastructure Trust (“**Trust**”) as set out below, such that the amendments will be effective on or after the receipt of unitholder approval for the induction of Brookfield Sponsor II or the completion of the exit option (if required to be provided under the InvIT Regulations), as the case may be:

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Article No.	Original Provision	Amended Provision
New definition under Article 1.1. (Definitions)	-	“Brookfield Sponsor II” shall mean Project Holdings Nine (DIFC) Limited, which has acceded to the Indenture pursuant to the deed of accession dated [•] executed with the Brookfield Sponsor, the Reliance Sponsor, the Trustee.
Article 5.1	The Brookfield Sponsor shall hold at least such percentage of Units of the Trust for such period as may be specified under InvIT Regulations, and the circulars, notifications and guidelines issued thereunder, in each case as amended from time to time.	Minimum unitholding requirements applicable to sponsors and members of the sponsor group under the InvIT Regulations (including the circulars, notifications, clarifications and guidelines issued thereunder, each as amended from time to time) shall be complied with by the Brookfield Sponsor, the Brookfield Sponsor II and/or their respective sponsor group members.

Resolved further that for the purpose of giving effect to the above resolution, Mr. Prateek Shroff, Ms. Pooja Aggarwal, Directors, Mr. Dhananjay Joshi, Managing Director, Mr. Inder Mehta, Chief Financial Officer and Ms. Farah Irani, Company Secretary & Compliance Officer, be and are hereby severally authorized, on behalf of the Company to inform all concerned, in such form and manner as may be required or is necessary and to negotiate and finalize the terms and conditions of any documents and to sign, execute, amend, deliver, register and terminate any agreements, engagement letters, memoranda, documents, letters, deeds or instruments as may be required in this regard, as well as amendments or supplements and to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as it may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, adjustments, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required without being required to seek further consent or approval of the Unitholders or otherwise to the end and intent that the Unitholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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For Data Infrastructure Trust

By order of the Board of BIP India Infra Projects Management Services Private Limited

(acting in its capacity as the Investment Manager of Data Infrastructure Trust)

Name: Farah Irani

Designation: Company Secretary & Compliance Officer

Date: March 5, 2024

Place: Mumbai

Principal Place of Business and Contact Details of the InvIT:

Unit No. 1, 9th Floor, Tower 4,
Equinox Business Park,
LBS Marg, Kurla (West),
Mumbai – 400070, Maharashtra, India.

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NOTES

1. Securities and Exchange Board of India (“SEBI”), pursuant to Chapter 17 of the Master Circular for Infrastructure Investment Trusts (InvITs) dated July 6, 2023 (“InvIT Master Circular”), has permitted to hold general meetings, including this Extra-Ordinary General Meeting (“EGM/Meeting”) of unitholders of infrastructure investment trusts through Video Conferencing (“VC”) / Other Audio-Visual Mode (“OAVM”). In compliance with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the circulars, clarifications, notifications and guidelines issued thereunder, each as amended (“InvIT Regulations”) and the InvIT Master Circular, the EGM of the unitholders of Data Infrastructure Trust (“Data InvIT/Trust”) is proposed to be held on Tuesday, March 26, 2024, at 11:00 a.m. through VC to transact the aforesaid businesses. The notice is being issued to unitholders in compliance with Regulation 22(2)(c) of the SEBI InvIT Regulations. The deemed venue for the EGM shall be the principal place of business of the Trust.

Since this Meeting is being held through VC, 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 EGM is being held through VC pursuant to the InvIT 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 have not been annexed hereto.
3. Relevant documents referred to in the accompanying notice will be available electronically for inspection by the unitholders by writing to the Trust at secretarial@summitdigitel.com 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 Meeting. The aforesaid documents will also be available for inspection by the unitholders at the Meeting.
4. Unitholders (such as companies or body corporates) intending to attend the meeting through VC and participate thereat, are requested to send their authorized representative(s) to the Investment Manager at email ID: secretarial@summitdigitel.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, as per the procedure detailed in “Annexure I”, at least 1 hour before commencement of the Meeting i.e., 10:00 a.m. on Tuesday, March 26, 2024.
5. Attendance of unitholders through VC shall be counted for the purpose of quorum.

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6. In line with the InvIT Master Circular, the notice calling the Meeting will be placed on the website of the Trust and will also be filed with BSE Limited and made available on the website of NSDL i.e. www.evoting.nsdl.com.
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. NSDL will be providing facility for voting through remote e-voting and for e-voting during the EGM.
9. Only those unitholders, who will be present at the EGM through VC/OAVM and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the EGM.
10. The unitholders who have cast their vote by remote e-voting prior to the EGM may also participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again. Detailed instructions for e-voting are attached as **"Annexure I"** to this Notice.
11. The Investment Manager 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. remote e-voting and e-voting at the Meeting, in a fair and transparent manner.
12. The scrutinizer will, immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, and thereafter count the votes cast through remote e-voting by the unitholders until Monday, March 25, 2024 and submit his report to the Investment Manager.
13. The result of the voting will be announced by the Investment Manager and will also be displayed on the website of the Trust i.e. www.datainfratrust.com, besides being communicated to the stock exchange on or before Thursday, March 28, 2024.
14. Unitholders are requested to address all correspondence relating to the agenda items in this notice by writing to the Investment Manager at secretarial@summitdigitel.com. All other correspondence including distribution matters can be addressed to the Registrar and Unit Transfer Agent ("**RTA**") of the Trust, M/s. KFin Technologies Limited (Unit: Data Infrastructure Trust) at support.datainfratrust@kfintech.com or Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032, India.

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15. Unitholders are requested to send their queries, if any, to the Investment Manager on secretarial@summitdigitel.com at least 10 (Ten) days prior to the meeting to enable the Investment Manager to provide the required information.
16. The notice is being sent to the unitholders holding units as on Friday, March 1, 2024. Further, the unitholders holding units as on Wednesday, March 20, 2024 are entitled to cast their vote.
17. Any non-individual unitholder, who acquires units of the Trust and becomes unitholder of the Trust after the notice is sent through e-mail and holding units as of the cut-off date for remote e-voting, i.e., Wednesday, March 20, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com or RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details / Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 022 48867000. In case of an individual unitholder, holding securities in demat mode, who acquires units of the Trust and becomes a unitholder of the Trust after sending of this notice and holding units as of the cut-off date for remote e-voting, i.e., Wednesday, March 20, 2024, may follow steps mentioned in the notice of the EGM under “Access to NSDL e-Voting system”.
18. The unitholders can join the EGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this notice. The facility of participation at the EGM through VC/OAVM will be made available for all unitholders. Detailed instructions to attend and participate in the Meeting through VC/OAVM is attached as “**Annexure I**” to this Notice.
19. Online Dispute Resolution: Unitholders are informed that SEBI vide circular dated July 31, 2023 (updated on August 4, 2023) has issued guidelines for common online dispute resolution portal (ODR portal) for resolving grievances/disputes arising between investors/clients and listed companies or specified intermediaries/ regulated entities in the securities market. In case the grievance is not redressed satisfactorily by the entity/RTA, the investor may, escalate the same through the SEBI SCORES Portal. After exhausting the above options, if the investor is not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

The link to the InvIT Master Circular, SEBI SCORES Portal and ODR Portal are provided hereunder for reference:

- InvIT Master Circular: <https://www.sebi.gov.in/legal/master-circulars/jul-2023/master-circular-for-infrastructure-investment-trusts-invits-73587.html>

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- SEBI SCORES portal: <https://scores.gov.in/scores/Welcome.html>
- ODR Portal can be accessed at: <https://smartodr.in/login>

20. Unitholder(s), holding securities in demat mode, are requested to update/intimate all changes, if any, pertaining to their bank details such as name of the bank and branch address, bank account number, IFSC Code, Permanent Account Number (PAN), nominations, change of address, email address, contact numbers, mobile number, etc., to their Depository Participant (DP).
21. Further, Non-resident unitholders are requested to provide documents namely, No Permanent Establishment (PE) declaration, Form 10F and Tax Residency certificate for FY2024-25, as applicable, to enable to claim the lower tax benefit in the event of distribution declared to unitholders by the Trust, via email at secretarial@summitdigitel.com.

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Explanatory Statement

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

ITEM NO. 1:

TO APPROVE THE INDUCTION OF PROJECT HOLDINGS NINE (DIFC) LIMITED AS AN INDUCTED SPONSOR OF THE DATA INFRASTRUCTURE TRUST

Pursuant to a letter dated March 5, 2024, Project Holdings Nine (DIFC) Limited ("**Brookfield Sponsor II**") has indicated its intention to be inducted as a sponsor of Data Infrastructure Trust ("**Trust**"), confirmed compliance with the applicable eligibility requirements under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("**InvIT Regulations**") and requested the Investment Manager to convene a meeting of the unitholders of the Trust to obtain approval under Regulation 22(7) of the InvIT Regulations to induct Brookfield Sponsor II as an inducted sponsor and designate Brookfield Sponsor II as one of the sponsors of the Trust along with the current sponsors, subject to receipt of necessary approvals and consents.

The board of directors of the Investment Manager ("**Board**"), at its meeting held on March 05, 2024 has taken on record the letter received from Brookfield Sponsor II and approved the addition of Brookfield Sponsor II as an inducted sponsor of the Trust, subject to the approval of the unitholders or the provision of an exit option (if required to be provided under the InvIT Regulations), as the case may be, and any other regulatory approvals as may be required.

A brief profile of Brookfield Sponsor II is set out below:

Project Holdings Nine (DIFC) Limited ("**Brookfield Sponsor II**") was incorporated on July 27, 2021 under the Companies Law, DIFC Law No. 5 of 2018 and the Prescribed Company Regulations 2019, having registered number 4901 and having its registered office at Unit L24-00, Level 24, ICD Brookfield Place, Dubai International Finance Centre, UAE. Brookfield Sponsor II is controlled by Brookfield Corporation ("**BN**").

BN is a premier global wealth manager for institutions and individuals focused on compounding capital over the long term. BN's capital is deployed across three businesses – asset management, insurance solutions and operating business. BN is listed on the Toronto and New York stock exchanges and has a market capitalization of approximately US\$ 82 billion as of December 31, 2023. BN together with its affiliates has a history of over 100 years of owning and operating assets with a focus on infrastructure, renewable power, property and other real assets and include operations throughout North America, South America, India, Australia, Europe and Asia. BN

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currently has approximately US\$25 billion of assets under management in India with approximately 20,000 operating employees.

BN's infrastructure group ("**Brookfield Infrastructure**") owns and operates one of the largest infrastructure portfolios in the world, with approximately US\$ 191 billion of assets under management as of December 31, 2023. Brookfield Infrastructure's assets under management span the utilities, transport, energy and renewable power sectors and include operations throughout North America, South America, India, Australia, Europe and Asia.

Brookfield Infrastructure's publicly-listed infrastructure vehicles include Brookfield Infrastructure Partners, L.P. ("**BIP**"), a publicly-traded (NYSE: BIP, TSX: BIP.UN) infrastructure investor and operator. BIP's market capitalization as of December 31, 2023 was approximately US\$ 14 billion.

Regulation 22(7) of the InvIT Regulations requires the approval of 75% of the unitholders by value (excluding the value of units held by parties related to the transaction) for the addition of an inducted sponsor. If required under the InvIT Regulations, the inducted sponsor may also provide an exit option to dissenting unitholders.

Accordingly, the approval of the unitholders is sought for the addition of Brookfield Sponsor II as an inducted sponsor of the Trust and all matters incidental thereto.

The Board recommends the resolution set forth in Item No. 1 for the approval of the unitholders by way of approval from at least 75% of unitholders by value, excluding the value of units held by parties related to the transaction.

BIF IV Jarvis India Pte. Ltd., one of the current sponsors of the Trust, is an affiliate of Brookfield Sponsor II and will be considered interested in the resolution at Item no. 1 and will, accordingly, not be eligible to vote on the resolution.

ITEM NO. 2: TO CONSIDER AND APPROVE AMENDMENTS TO THE TRUST DEED

The Unitholders are requested to note that the Indenture of Trust was first executed on January 31, 2019 ("**Trust Deed**") between Reliance Industrial Investments and Holdings Limited and Axis Trustee Services Limited. Subsequently a deed of accession to the Trust Deed was executed on August 26, 2020 pursuant to which BIF IV Jarvis India Pte. Ltd. acceded to the Trust Deed as a sponsor. The Trust Deed was further amended on August 30, 2021 and December 28, 2023.

Pursuant to the proposed induction of Project Holdings Nine (DIFC) Limited ("**Brookfield Sponsor II**") as a co-sponsor of Data Infrastructure Trust ("**Trust**") it is proposed to amend the Trust Deed as set out below, such that the amendments will be effective on or after the receipt of unitholder

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Email: secretarial@summitdigital.com; **Website:** www.datainfrastrust.com

approval for the induction of Brookfield Sponsor II or the completion of the exit option (if required to be provided under the InvIT Regulations), as the case may be:

Article No.	Original Provision	Amended Provision
New definition under Article 1.1. (Definitions)	-	“ Brookfield Sponsor II ” shall mean Project Holdings Nine (DIFC) Limited, which has acceded to the Indenture pursuant to the deed of accession dated [•] executed with the Brookfield Sponsor, the Reliance Sponsor, the Trustee.
Article 5.1	The Brookfield Sponsor shall hold at least such percentage of Units of the Trust for such period as may be specified under InvIT Regulations, and the circulars, notifications and guidelines issued thereunder, in each case as amended from time to time.	Minimum unitholding requirements applicable to sponsors and members of the sponsor group under the InvIT Regulations (including the circulars, notifications, clarifications and guidelines issued thereunder, each as amended from time to time) shall be complied with by the Brookfield Sponsor, the Brookfield Sponsor II and/or their respective sponsor group members.

The amendment will be effective on or after the receipt of unitholder approval for the induction of Brookfield Sponsor II or the completion of the exit option (if required to be provided under the InvIT Regulations), as the case may be. A copy of the draft amendment agreement will be available for electronic inspection by the Unitholders in the manner set out in the notes to this notice.

The Board recommends the resolution set forth in Item No. 2 for the approval of the unitholders by way of special majority.

For Data Infrastructure Trust

By order of the Board of BIP India Infra Projects Management Services Private Limited
(acting in its capacity as the Investment Manager of Data Infrastructure Trust)

Name: Farah Irani

Designation: Company Secretary & Compliance Officer

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Date: March 5, 2024

Place: Mumbai

Principal Place of Business and Contact Details of the InvIT:

Unit No. 1, 9th Floor, Tower 4

Equinox Business Park

LBS Marg, Kurla (West)

Mumbai 400070, Maharashtra, India

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Annexure I

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA ORDINARY GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Friday, March 22, 2024 at 9:00 A.M. and ends on Monday, March 25, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Unitholders holding units as on Friday, March 1, 2024 are entitled to receive this Notice. Further, Unitholders holding units as on Wednesday, March 20, 2024 are entitled to cast their vote electronically.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of two steps which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. [Login method for e-Voting and joining virtual meeting for individual unitholders holding securities in demat mode](#)

Individual unitholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Unitholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Login method for Individual unitholders holding securities in demat mode is given below:





Type of unitholders	Login Method
Individual unitholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under “ IDeAS ” section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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Type of unitholders	Login Method
	<p>2. If you are not registered for IDeAS e-Services, the option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under “Shareholder/Member” section. A new screen will open. You will have to enter your user ID (i.e. your sixteen digit demat account number held with NSDL), password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Unitholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="743 1373 1240 1667" style="text-align: center;"><p>NSDL Mobile App is available on</p><p> App Store  Google Play</p><div style="display: flex; justify-content: space-around;"></div></div>
Individual unitholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for “Easi / Easiest”, they can login through their user ID and password. An option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/</p>

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Type of unitholders	Login Method
	<p>Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on “New System Myeasi”.</p> <ol style="list-style-type: none">2. After successful login of Easi/Easiest the user will be also able to see the E voting menu. The menu will have links for the e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.3. If the user is not registered for Easi/Easiest, an option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link on www.cdslindia.com home page. The system will authenticate the user by sending an OTP on registered mobile number & email ID as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then user your existing my Easi username & password.5. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-Voting service provider for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e-voting service providers, so that the user can visit the e-Voting service providers’ website directly.

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Type of unitholders	Login Method
	<p>6. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on “Login” & “New System Myeasi Tab” and then click on registration option.</p> <p>7. Alternatively, the user can directly access e-voting page by providing demat account number and PAN from the e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile number and email ID as recorded in the demat account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</p>
Individual unitholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: *Members who are unable to retrieve user their ID/ password are advised to use “**Forget User ID**” and “**Forget Password**” option available at abovementioned website.*

Helpdesk for individual unitholders holding securities in demat mode for any technical issues related to login through depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual unitholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at no: 022 4886 7000

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Login type	Helpdesk details
Individual unitholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

B. Login Method for e-voting and joining virtual meeting for unitholders other than Individual unitholders holding securities in demat mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding units i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold units in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

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Manner of holding units i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
b) For Members who hold units in demat account with CDSL.	16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12*****.

5. Password details for unitholders other than Individual unitholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Trust, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those unitholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password](#)"(If you are holding units in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see “EVEN” of all the companies in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of units for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for unitholders

1. Institutional unitholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jatin@csmayekar.com with a copy marked to evoting@nsdl.com, at least 1 hour before commencement of the Meeting i.e., by 10:00 a.m. on Tuesday, March 26, 2024. Institutional unitholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at no.: 022 4886 7000 or send a request to Mr. Sagar Gudhate at evoting@nsdl.com.

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Process for those unitholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case units are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@summitdigitel.com. If you are an Individual unitholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual unitholders holding securities in demat mode.**
2. Alternatively, unitholders/members may send a request to secretarial@summitdigitel.com for procuring user id and password for e-voting by providing above mentioned documents.
3. Individual unitholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Unitholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

- a) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-Voting.
- b) Only those Members/ unitholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
- c) Members who have voted through remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on

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VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera permissions on their device and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Unitholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email ID, mobile number at secretarial@summitdigitel.com. The same will be replied by the Investment Manager suitably.