

DFIT/2023-24/25**July 25, 2023**

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

Dear Sir/Madam,

Sub: Proceedings of the Third Annual General Meeting of the Unitholders of Digital Fibre Infrastructure Trust (the “Trust”)

We, Infinite India Investment Management Limited, the investment manager of the Trust, hereby submit the details regarding the proceedings, voting results of the business transacted at the Third Annual General Meeting held today i.e. July 25, 2023, through video conferencing, in accordance with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 read with circulars and guidelines issued thereunder.

In this regard we are enclosing the following:

1. Summary of proceedings of the AGM (*Annexure A*)
2. Voting Results of the E-voting (*Annexure B*)
3. Scrutinizer’s Report dated July 25, 2023 (*Annexure C*)

The voting result and the scrutinizer’s report shall also be available on the website of Trust at www.digitalfibrefrastructure.com.

We request you to take the above on your record.

Thank you.

Yours truly,

For and behalf of Digital Fibre Infrastructure Trust

(acting through its Investment Manager Infinite India Investment Management Limited)

Janisha Shah
Compliance Officer

Annexure A

Details of the proceeding of the Third Annual General Meeting of the Unitholders of Digital Fibre Infrastructure Trust

| | |
|--|---------------|
| Date of the Annual General Meeting of the Unitholders | July 25, 2023 |
| Total number of Unitholders on record date | 8 |
| No. of Unitholders present in the meeting through video conferencing: | 5 |
| Sponsor/ Investment Manager/Project Manager and their associates/ related parties : | 1 |
| Public: | 4 |

The details of the business transacted/results of the meeting of the Unitholders:

| Sr. No. | Agenda | Approval requirement as per the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (“SEBI InvIT Regulations”) | Remarks |
|---------|--|---|---|
| 1. | To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Trust for the financial year ended March 31, 2023 together with the Report of the Auditors thereon | Resolution to be passed by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes casted against the resolution) in terms of Regulation 22 of the SEBI InvIT Regulations. | The resolution was unanimously passed by the Unitholders who have exercised their vote. |
| 2. | To approve and adopt the Valuation Report of the assets of the Trust for the financial year ended March 31, 2023 | Resolution to be passed by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes casted against the resolution) in terms of Regulation 22 of the SEBI InvIT Regulations. | The resolution was unanimously passed by the Unitholders who have exercised their vote. |
| 3. | To consider and approve the re-appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as the Auditors of the Trust and fix their remuneration | Resolution to be passed by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes casted against the resolution) in terms of Regulation 22 of the SEBI InvIT Regulations. | The resolution was unanimously passed by the Unitholders who have exercised their vote. |

| | | | |
|----|--|---|---|
| 4. | To consider and approve the appointment of M/s. Ernst & Young Merchant Banking Services LLP, as the Valuer of the Trust and fix their remuneration | Resolution to be passed by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes casted against the resolution) in terms of Regulation 22 of the SEBI InvIT Regulations. | The resolution was unanimously passed by the Unitholders who have exercised their vote. |
| 5. | To consider and adopt and/or ratify the policies/code(s) amended or modified by the Investment Manager on behalf of Digital Fibre Infrastructure Trust | Resolution to be passed by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than 60% of value of the votes casted against the resolution) | The resolution was unanimously passed by the Unitholders who have exercised their vote. |

Annexure B

Voting Results of the resolutions mentioned in the notice of the AGM

Item No. 1: To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Trust for the financial year ended March 31, 2023 together with the Report of the Auditors thereon.

Resolution to be passed by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes casted against the resolution) in terms of Regulation 22 of the SEBI InvIT Regulations.

| Category | Mode of Voting | No. of Units held | No. of votes polled | % of votes polled on outstanding units | No. of Votes in Favour | No. of Votes in Against | % of votes in favour on votes polled | % of votes against on votes polled |
|--|----------------|----------------------|----------------------|--|------------------------|-------------------------|--------------------------------------|------------------------------------|
| Sponsors/ Investment Manager/ Project Manager and Their associates related Parties | E-voting | 292,433,280 | 292,433,280 | 100.00 | 292,433,280 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-voting | 99,42,20,124 | 99,42,20,124 | 100.00 | 99,42,20,124 | 0 | 100.00 | 0.00 |
| Public - Non Institutions | E-voting | 66,28,13,417 | 66,25,13,417 | 99.95 | 66,25,13,417 | 0 | 100.00 | 0.00 |
| Total | | 1,949,466,821 | 1,949,166,821 | 99.98 | 1,949,166,821 | 0 | 100.00 | 0.00 |

Item No. 2: To approve and adopt the Valuation Report of the assets of the Trust for the financial year ended March 31, 2023

Resolution to be passed by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes casted against the resolution) in terms of Regulation 22 of the SEBI InvIT Regulations.

| Category | Mode of Voting | No. of Units held | No. of votes polled | % of votes polled on outstanding units | No. of Votes in Favour | No. of Votes in Against | % of votes in favour on votes polled | % of votes against on votes polled |
|--|----------------|-------------------|---------------------|--|------------------------|-------------------------|--------------------------------------|------------------------------------|
| Sponsors/ Investment Manager/ Project Manager and Their associates related Parties | E-voting | 292,433,280 | 292,433,280 | 100.00 | 292,433,280 | 0 | 100 | 0.00 |

| | | | | | | | | |
|---------------------------|------------|----------------------|----------------------|--------------|----------------------|----------|---------------|-------------|
| Public - Institutions | E - voting | 99,42,20,124 | 99,42,20,124 | 100.00 | 99,42,20,124 | 0 | 100.00 | 0.00 |
| Public - Non Institutions | E- voting | 66,28,13,417 | 66,25,13,417 | 99.95 | 66,25,13,417 | 0 | 100.00 | 0.00 |
| Total | | 1,949,466,821 | 1,949,166,821 | 99.98 | 1,949,166,821 | 0 | 100.00 | 0.00 |

Item No. 3: To consider and approve the re-appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as the Auditors of the Trust and fix their remuneration

Resolution to be passed by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes casted against the resolution) in terms of Regulation 22 of the SEBI InvIT Regulations.

| Category | Mode of Voting | No. of Units held | No. of votes polled | % of votes polled on outstanding units | No. of Votes in Favour | No. of Votes in Against | % of votes in favour on votes polled | % of votes against on votes polled |
|--|----------------|----------------------|----------------------|--|------------------------|-------------------------|--------------------------------------|------------------------------------|
| Sponsors/ Investment Manager/ Project Manager and Their associates related Parties | E- voting | 292,433,280 | 292,433,280 | 100.00 | 292,433,280 | 0 | 100.00 | 0.00 |
| Public - Institutions | E - voting | 99,42,20,124 | 99,42,20,124 | 100.00 | 99,42,20,124 | 0 | 100.00 | 0.00 |
| Public - Non Institutions | E- voting | 66,28,13,417 | 66,25,13,417 | 99.95 | 66,25,13,417 | 0 | 100.00 | 0.00 |
| Total | | 1,949,466,821 | 1,949,166,821 | 99.98 | 1,949,166,821 | 0 | 100.00 | 0.00 |

Item No. 4: To consider and approve the appointment of M/s. Ernst & Young Merchant Banking Services LLP, as the Valuer of the Trust and fix their remuneration

Resolution to be passed by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes casted against the resolution) in terms of Regulation 22 of the SEBI InvIT Regulations.

| Category | Mode of Voting | No. of Units held | No. of votes polled | % of votes polled on outstanding units | No. of Votes in Favour | No. of Votes in Against | % of votes in favour on votes polled | % of votes against on votes polled |
|--|----------------|-------------------|---------------------|--|------------------------|-------------------------|--------------------------------------|------------------------------------|
| Sponsors/ Investment Manager/ Project Manager and Their associates related Parties | E- voting | 292,433,280 | 292,433,280 | 100.00 | 292,433,280 | 0 | 100.00 | 0.00 |

| | | | | | | | | |
|---------------------------|------------|----------------------|----------------------|--------------|----------------------|----------|---------------|-------------|
| Public - Institutions | E - voting | 99,42,20,124 | 99,42,20,124 | 100.00 | 99,42,20,124 | 0 | 100.00 | 0.00 |
| Public - Non Institutions | E- voting | 66,28,13,417 | 66,25,13,417 | 99.95 | 66,25,13,417 | 0 | 100.00 | 0.00 |
| Total | | 1,949,466,821 | 1,949,166,821 | 99.98 | 1,949,166,821 | 0 | 100.00 | 0.00 |

Item No. 5: To consider and adopt and/or ratify the policies/code(s) amended or modified by the Investment Manager on behalf of Digital Fibre Infrastructure Trust

Resolution to be passed by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than 60% of the value of the votes casted against the resolution).

| Category | Mode of Voting | No. of Units held | No. of votes polled | % of votes polled on outstanding units | No. of Votes in Favour | No. of Votes in Against | % of votes in favour on votes polled | % of votes against on votes polled |
|--|----------------|----------------------|----------------------|--|------------------------|-------------------------|--------------------------------------|------------------------------------|
| Sponsors/ Investment Manager/ Project Manager and Their associates related Parties | E- voting | 292,433,280 | 292,433,280 | 100.00 | 292,433,280 | 0 | 100.00 | 0.00 |
| Public - Institutions | E - voting | 99,42,20,124 | 99,42,20,124 | 100.00 | 99,42,20,124 | 0 | 100.00 | 0.00 |
| Public - Non Institutions | E- voting | 66,28,13,417 | 66,25,13,417 | 99.95 | 66,25,13,417 | 0 | 100.00 | 0.00 |
| Total | | 1,949,466,821 | 1,949,166,821 | 99.98 | 1,949,166,821 | 0 | 100.00 | 0.00 |



Report of Scrutinizers

To,
Infinite India Investment Management Limited
(acting in its capacity as the Trustee to Digital Fibre Infrastructure Trust)
Regd. Office - 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi
Mumbai – 400025.

Third Annual General Meeting of the Unit holders of Digital Fibre Infrastructure Trust held on Tuesday, July 25, 2023 at 4.30 p.m. through Video Conferencing / Other Audio-Visual Means ("VC/OAVM")

Sub : Passing of Resolutions at the Third Annual General Meeting ("AGM") of the Unit holders of Digital Fibre Infrastructure Trust (the "Trust") held on Tuesday, July 25, 2023 through VC / OAVM, which commenced at 4.30 p.m. and concluded at 4.45 p.m.

Dear Sir,

I, Mr. Jatin Prabhakar Patil, Partner of M/s. Mayekar & Associates, Practicing Company Secretaries, Mumbai (Firm U.I.N - P2005MH007400), have been appointed as the Scrutinizer by Infinite India Investment Management Limited *(acting in its capacity as the Trustee to Digital Fibre Infrastructure Trust)* to ensure that the process of e-voting at the AGM of the Trust in a fair and transparent manner.

Scrutinizer's Responsibility

I, Mr. Jatin Prabhakar Patil, Partner of M/s. Mayekar & Associates, Practicing Company Secretaries, Mumbai (Firm U.I.N - P2005MH007400), have been appointed as the Scrutinizer by Infinite India Investment Management Limited *(acting in its capacity as the Trustee to Digital Fibre Infrastructure Trust)* to ensure that the process of e-voting at the AGM of Trust in a fair and transparent manner.

I submit my report as under:

- (1) The facility for e-voting through electronic means was made available to the Unitholders present at the AGM.
- (2) Unit holders holding Units as on the cut-off date, i.e., Friday, July 07, 2023 were entitled to cast their votes.
- (3) After conclusion of the AGM, the votes casted through e-voting were reconciled with the details of unit holders as per the Beneficiary Position as on the cut-off date obtained from the Registrar and Transfer Agent of the Trust.

- (4) I now submit my report as under on the Voting Results of the resolutions mentioned in the notice of AGM of the Trust:

Item No 1: To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Trust for the financial year ended March 31, 2023 together with the Report of the Auditors thereon.

Resolution to be passed by Ordinary 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 ("SEBI InvIT Regulations").

| Category | No. of Units held | No. of votes polled | % of votes polled on outstanding units | No. of votes in favour | No. of votes against | % of votes in favour on votes polled | % of votes Against on votes polled |
|--|----------------------|-----------------------|--|------------------------|----------------------|--------------------------------------|------------------------------------|
| Sponsors/ Investment Manager/ Project Manager and their associates related Parties | 292,433,280 | 292,433,280 | 100 | 292,433,280 | 0 | 100 | 0 |
| Public – Institutions (e-Voting) | 99,42,20,124 | 99,42,20,124 | 100 | 99,42,20,124 | 0 | 100 | 0 |
| Public – Non-Institutions (e-Voting) | 66,28,13,417 | 66,25,13,417 | 99.95 | 66,25,13,417 | 0 | 100 | 0 |
| Total | 1,949,466,821 | 1,94,91,66,821 | 99.98 | 1,94,91,66,821 | 0 | 100 | 0 |

Item No 2: To approve and adopt the Valuation Report of the assets of the Trust for the financial year ended March 31, 2023.

Resolution to be passed by Ordinary 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 ("SEBI InvIT Regulations").

| Category | No. of Units held | No. of votes polled | % of votes polled on outstanding units | No. of votes in favour | No. of votes against | % of votes in favour on votes polled | % of votes Against on votes polled |
|-------------------------------|-------------------|---------------------|--|------------------------|----------------------|--------------------------------------|------------------------------------|
| Sponsors/ Investment Manager/ | 292,433,280 | 292,433,280 | 100 | 292,433,280 | 0 | 100 | 0 |

| | | | | | | | |
|--|----------------------|-----------------------|--------------|-----------------------|----------|------------|----------|
| Project Manager and their associates related Parties | | | | | | | |
| Public – Institutions (e-Voting) | 99,42,20,124 | 99,42,20,124 | 100 | 99,42,20,124 | 0 | 100 | 0 |
| Public – Non-Institutions (e-Voting) | 66,28,13,417 | 66,25,13,417 | 99.95 | 66,25,13,417 | 0 | 100 | 0 |
| Total | 1,949,466,821 | 1,94,91,66,821 | 99.98 | 1,94,91,66,821 | 0 | 100 | 0 |

Item No 3: To consider and approve the re-appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as the Auditors of the Trust and fix their remuneration.

Resolution to be passed by Ordinary 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 (“SEBI InvIT Regulations”).

| Category | No. of Units held | No. of votes polled | % of votes polled on outstanding units | No. of votes in favour | No. of votes against | % of votes in favour on votes polled | % of votes Against on votes polled |
|--|----------------------|-----------------------|--|------------------------|----------------------|--------------------------------------|------------------------------------|
| Sponsors/ Investment Manager/ Project Manager and their associates related Parties | 292,433,280 | 292,433,280 | 100 | 292,433,280 | 0 | 100 | 0 |
| Public – Institutions (e-Voting) | 99,42,20,124 | 99,42,20,124 | 100 | 99,42,20,124 | 0 | 100 | 0 |
| Public – Non-Institutions (e-Voting) | 66,28,13,417 | 66,25,13,417 | 99.95 | 66,25,13,417 | 0 | 100 | 0 |
| Total | 1,949,466,821 | 1,94,91,66,821 | 99.98 | 1,94,91,66,821 | 0 | 100 | 0 |

Item No 4: To consider and approve the appointment of M/s. Ernst & Young Merchant Banking Services LLP, as the Valuer of the Trust and fix their remuneration.

Resolution to be passed by Ordinary 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 (“SEBI InvIT Regulations”).

| Category | No. of Units held | No. of votes polled | % of votes polled on outstanding units | No. of votes in favour | No. of votes against | % of votes in favour on votes polled | % of votes Against on votes polled |
|--|----------------------|-----------------------|--|------------------------|----------------------|--------------------------------------|------------------------------------|
| Sponsors/ Investment Manager/ Project Manager and their associates related Parties | 292,433,280 | 292,433,280 | 100 | 292,433,280 | 0 | 100 | 0 |
| Public – Institutions (e-Voting) | 99,42,20,124 | 99,42,20,124 | 100 | 99,42,20,124 | 0 | 100 | 0 |
| Public – Non-Institutions (e-Voting) | 66,28,13,417 | 66,25,13,417 | 99.95 | 66,25,13,417 | 0 | 100 | 0 |
| Total | 1,949,466,821 | 1,94,91,66,821 | 99.98 | 1,94,91,66,821 | 0 | 100 | 0 |

Item No 5: To consider and adopt and/or ratify the policies/code(s) amended or modified by the Investment Manager on behalf of Digital Fibre Infrastructure Trust.

Resolution to be passed by Ordinary majority (*i.e., more than 60% of the Unitholders by value shall approve the resolution*) in terms of the policy adopted by the Investment Manager.


| Category | No. of Units held | No. of votes polled | % of votes polled on outstanding units | No. of votes in favour | No. of votes against | % of votes in favour on votes polled | % of votes Against on votes polled |
|--|----------------------|-----------------------|--|------------------------|----------------------|--------------------------------------|------------------------------------|
| Sponsors/ Investment Manager/ Project Manager and their associates related Parties | 292,433,280 | 292,433,280 | 100 | 292,433,280 | 0 | 100 | 0 |
| Public – Institutions (e-Voting) | 99,42,20,124 | 99,42,20,124 | 100 | 99,42,20,124 | 0 | 100 | 0 |
| Public – Non-Institutions (e-Voting) | 66,28,13,417 | 66,25,13,417 | 99.95 | 66,25,13,417 | 0 | 100 | 0 |
| Total | 1,949,466,821 | 1,94,91,66,821 | 99.98 | 1,94,91,66,821 | 0 | 100 | 0 |

The Resolutions mentioned in the Notice of the AGM as per the details above stands unanimously approved as per voting conducted through e-voting at the AGM and hence deemed to be passed as on the date of the AGM.

The aforesaid result of voting by Unitholders through e-voting at the AGM in respect of the above-mentioned resolutions may accordingly be declared by the Trustee of the Trust.

Thanking You,
Yours faithfully,

For Mayekar & Associates
Practising Company Secretaries
Firm U.I.N - P2005MH007400
U.D.I.N - F007282E000666600



Signature of Scrutinizer

Name : Mr. Jatin Prabhakar Patil
Partner
Mem. No. FCS 7282
C.O.P No. 7954

Date: July 25, 2023

Place: Mumbai