

NOTICE



NOTICE IS HEREBY GIVEN that 02nd Extra Ordinary General Meeting of the Members of OPPO Mobiles India Private Limited for the Financial Year 2018-19 will be held on Friday, the 07th day of September, 2018 at 03:30 p.m. at a shorter notice, at the registered office of the Company situated at 05th Floor, Tower B, Building Number 8, DLF Cyber City, Gurgaon - 122002 (Haryana), to transact the following business:

ITEM NO. 1

SPECIAL RESOLUTION FOR AUTHORIZING THE BOARD TO BORROW MONEY IN TERMS OF THE PROVISIONS SECTION 180 OF THE COMPANIES ACT, 2013.

To consider and if thought fit, to pass, with or without modification(s), the following as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the statutory provisions of Section 180 (1) (c) of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions including any amendment thereto or re-enactment thereof for the time being in force, if any, the approval of the members of the Company be and is hereby accorded to borrow the money in the form of ECB from the recognized lenders amounting to not exceeding USD 500 Million, which is in excess of paid up share capital, free reserve and securities premium account, in accordance with the applicable ECB Guidelines issued by the RBI from time to time, including any amendment thereto or re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT Mr. Yi Wang (DIN 07218241), Managing Director, Mr. Mohinder Singh Malik (DIN 00737021), Director of the Company and in their absence Mr. Gaurav Garg, Manager-Legal and Company Secretary of the company (Membership No. F-8067), be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, including submission of Form 83 as per ECB Guidelines, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution along with signing and filing of necessary form with Registrar of Companies.

RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions of the above in terms of the aforesaid guidelines and the loan agreement between the Recognized Lender and the eligible borrower (OPPO Mobiles India Private Limited).

RESOLVED FURTHER THAT pursuant to the statutory provision of Rule 8 (12) (a) of Companies (Registration offices and fees) Rules, 2014, Mr. Vineet Gupta, Practicing Company Secretary, having Membership Number 31753 (Associate Member) and Certificate of Practice Number 11634, be and is hereby authorized to pre-certify Form MGT-14, if any for the above mentioned purpose.”



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By Order of the Board of Directors
For OPPO MOBILES INDIA PRIVATE LIMITED



Gaurav Garg

Gaurav Garg
Manager-Legal & Company Secretary
Membership No.: F-8067
Address: Flat no-839, 8th floor,
Sarwati tower, Mahagunpuram
Ghaziabad, Uttar Pradesh-201001

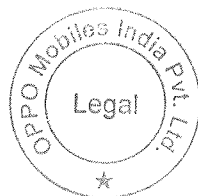
Date : 07.09.2018
Place : Gurugram

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

2. The instrument of Proxy in order to be effective, could be deposited at the Registered Office of the Company, duly completed and signed, 12 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. Form of proxy is separately annexed.
3. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the board resolution authorizing the representatives to attend and vote at the general meeting.
4. Members/proxies attending the meeting are requested to bring their copy of the EGM notice to the meeting.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. While communicating please quote the folio Number.
6. Members/ Shareholders desirous of obtaining any information concerning the accounts & operations of the company are requested to send their queries, to the company at least 12hours before the meeting so that the information can be made available at the meeting.
7. Attendance slip is being attached herewith.



EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, setting out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Extra-Ordinary General Meeting of the members of the Company:

ITEM NO. 1

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance via External Commercial Borrowing (ECB), which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves and securities premium of the Company. Hence it is proposed to increase the maximum borrowing limits not exceeding USD 500 Million. Pursuant to Section 180(1) (c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up share capital, free reserves and securities premium of the Company at any one time except with the consent of the members of the Company in a general meeting.

The ECB would be done in accordance with the applicable guidelines and the loan agreement executed between the Recognized Lender and the eligible borrower (OPPO Mobiles India Private Limited).

The Board recommends this resolution for the approval of the members as Special Resolution.

None of the Directors of the Company is in any way concerned or interested in the resolution.

By Order of the Board of Directors

For **OPPO MOBILES INDIA PRIVATE LIMITED**



Gaurav Garg

Gaurav Garg

Manager-Legal & Company Secretary

Membership No.: F-8067

**Address: Flat no-839, 8th floor,
Sarswati tower, Mahagunpuram
Ghaziabad, Uttar Pradesh-201001**

Date : 07.09.2018

Place : Gurugram

Form No. MGT-11
Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U74140HR2013PTC069892

Name of the Company: OPPO Mobiles India Private Limited

Registered office: 05th Floor, Tower B, Building Number 8, DLF Cyber City, Gurgaon -122002 (Haryana)

Name of the Member(s): Registered address: E-mail Id: Folio No/ Clint Id: DP ID:

I/ We being the member of, holding..... shares, hereby appoint

1. Name: Address:..... E-mail Id:
Signature:,
or failing him _____

2. Name:
Address: E-mail Id: Signature:,

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at
Extra Ordinary General Meeting of members of the Company, to be held onat
the..... Registered office of the Company at,and at any adjournment thereof.

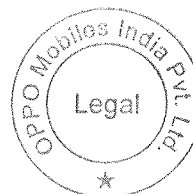
Affix Revenue Stamp

Signed this day of..... 2018

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.





ATTENDANCE SLIP

OPPO Mobiles India Private Limited (CIN: U74140HR2013PTC069892)
Registered office: 05th Floor, Tower B, Building Number 8, DLF Cyber City, Gurgaon - 122002 (Haryana)

02ND Extraordinary General Meeting for the Financial Year 2018-19 held on, Friday, 07th September, 2018 at 03:30 p.m. at shorter notice.

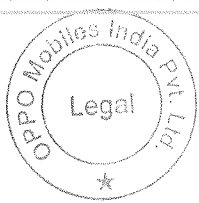
Regd. Folio No. _____/DP ID _____ Client ID/Ben. A/C _____ No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of **OPPO Mobiles India Private Limited** and hereby record my presence at the 02ND Extraordinary General Meeting for the Financial Year 2018-19 held on, Friday, 07th September, 2018 at 03:30 p.m. at shorter notice at **05th Floor, Tower B, Building Number 8, DLF Cyber City, Gurgaon - 122002 (Haryana)**.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.



ROUTE MAP

