

NOTICE



NOTICE IS HEREBY GIVEN that 1st Extra Ordinary General Meeting of the Members of **OPPO Mobiles India Private Limited** for the Financial Year 2018-19 will be held on **Tuesday, the 26th day of June, 2018 at 02:00 p.m.** at 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 APPROVAL OF THE LIMITS FOR THE LOANS BY THE COMPANY IN TERMS OF THE PROVISIONS SECTION 186 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 186 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 the Board to (a) give any loan to any body corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to any body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding **INR 150 Crores (Indian Rupees One Hundred and Fifty Crores)** outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Yi Wang (**DIN 07218241**), Managing Director, Mr. Li Bingzhong (**DIN 07514988**), Director and CFO, 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, statutory or otherwise, 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, limit upto which such investments in securities / loans / guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, within the aforesaid limits including with the power to transfer / dispose of the investments so made, from time to time.



RESOLVED FUTHER 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 for the above mentioned purpose."

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




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

Date : 26.06.2018
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

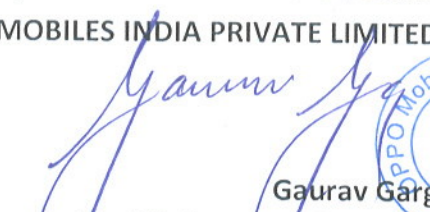
In order to make optimum utilization of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the statutory provisions of section 186(3) of the Companies Act, 2013 and rules made thereunder, the Company is required to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account, whichever is higher.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Extra-Ordinary General Meeting for an amount not exceeding **INR 150 Crores** outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors therefore, recommend the Special Resolution for approval of the shareholders. None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

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


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



Date : 26.06.2018
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)

1ST Extraordinary General Meeting for the Financial Year 2018-19 held on, Tuesday, 26th June, 2018 at 02:00 p.m.

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 1st Extraordinary General Meeting of the Company for the Financial Year 2018-19 on Tuesday, 26th June, 2018 at 02:00 p.m. 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

