

NOTICE



NOTICE IS HEREBY GIVEN that 9th Extra Ordinary General Meeting of the Members of OPPO Mobiles India Private Limited will be held on Tuesday, the 23rd day of January, 2018 at 03:00 p.m. at shorter notice, at the registered office of the Company at 05th Floor, Tower B, Building Number 8, DLF Cyber City, Gurgaon -122002 (Haryana), to transact the following business:

ITEM NO. 1

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY INTER-ALIA PURSUANT TO 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 5 and section 14 of the Companies Act, 2013 ("hereinafter referred to as Act"), and any other applicable statutory provisions read with the Companies (Incorporation) Rules, 2014 and regulations made there under including any amendment, re-enactment or statutory modification thereof, the new set of Articles of Association as enshrined in the Table F of Schedule I of the Companies Act, 2013 (as circulated along with notice of this meeting) be and are hereby approved and adopted in substitution for, the existing Articles of Association of the Company."

"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. 8067), be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution along with signing and filing of necessary form with Registrar of Companies."

"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 for the above mentioned purpose."

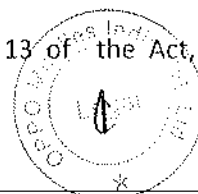
"RESOLVED FURTHER THAT Mr. Yi Wang (DIN 07218241), Managing Director, Mr. Li Bingzhong (DIN 07514988), Director and CFO, Mr. Mohinder Singh Malik (DIN 00737021), Director of the Company and Mr. Gaurav Garg, Manager-Legal and Company Secretary of the company (Membership No. 8067), be and are hereby severally authorised to issue/ provide certified true copies of these resolutions."

ITEM NO. 2

ADOPTION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY IN COMPLIANCE WITH 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 13 of the Act, read with the



Companies (Incorporation) Rules, 2014, read with Table A of Schedule I and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and such other rules and regulations, as may be applicable, the consent of the members be and is hereby accorded for the adoption of Memorandum of Association of the Company by deleting OTHER OBJECTS and by substitution of the necessary clauses in pursuance of the Table A of Schedule I of the Companies Act, 2013 accordingly (as circulated along with notice of this meeting). ”

“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. 8067), be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution along with signing and filing of necessary form with Registrar of Companies.”

“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 for the above mentioned purpose.”

“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 Mr. Gaurav Garg, Manager-Legal and Company Secretary of the company (Membership No. 8067), be and are hereby severally authorised to issue/ provide certified true copies of these resolutions. ”

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



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

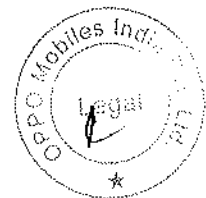
Date : 23.01.2018
Place : Gurugram

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 annual 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. Relevant documents inclusive of draft of Memorandum of Association and Article of Association referred to in the accompanying Notice and the explanatory statement are open for inspection by the members at the Registered Office of the Company during business hours up to and including the date of the Meeting.
8. Attendance slip is being attached herewith.



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

ITEM NO. 1

The Articles of Association ("AoA") of the Company is presently in force since its incorporation of the Company i.e. year 2013. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act').

The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on January 23, 2018 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 6.00 p.m.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

ITEM NO. 2

The Memorandum of Association ("MoA") of the Company is presently in force since its incorporation of the Company i.e. year 2013. The existing MoA are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act').

The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several clauses of the existing MoA of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Memorandum of Association by a new set of MoA.

It is thus expedient to adopt new set of Memorandum of Association (primarily based on Table A of Schedule I as set out under the Companies Act, 2013), in place of existing Memorandum of Association of the Company instead of amending the Memorandum of Association by alteration/incorporation of provisions of the Companies Act, 2013.



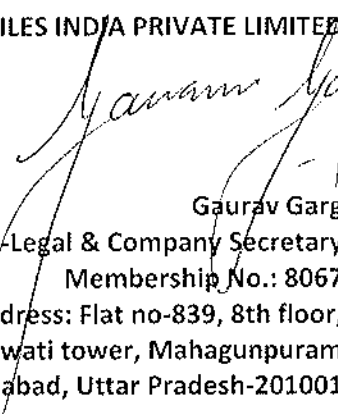
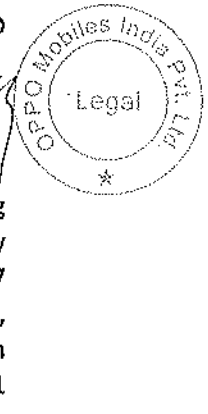


Hence the Board of Directors at its meeting held on January 23, 2018 decided to adopt new set of Memorandum in place of existing Memorandum of Association of the Company and seek shareholders' approval for the same.

A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 6.00 p.m.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

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

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

Date : 23.01.2018
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:
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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.

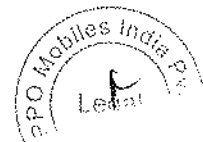
Affix Revenue Stamp

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)

9TH Extraordinary General Meeting, Tuesday, 23rd January, 2018 at 03:00 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 9th Extraordinary General Meeting of the Company on Tuesday, 23rd January, 2018 at 03:00 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.



OPPO Mobiles India Private Limited

ROUTE MAP.

