

NOTICE

NOTICE IS HEREBY GIVEN that **1st Extra Ordinary General Meeting** of the Members of **OPPO Mobiles India Private Limited** will be held on **Friday, 31st day of May, 2019 at 04:30 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

ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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 and Section 4 of the Companies Act, 2013 (**hereinafter referred to as “Act”**) read with the Companies (Incorporation) Rules, 2014, 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, subject to the approval of the appropriate government in this regard, if any, for the addition/substitution in the Memorandum of Association of the Company, the revised **Clause III (a): Main Object Clause** is enumerated hereunder:

- 1. *To manufacture, buy, sell, erect, commission, export, import, hire, market, promote and service of electronic, telecommunication and electrical equipments including their modules, subassemblies and components with or without various software(s) or applications or systems or process facilitation of various services including but not limited to app store, browser, e-commerce, e-mail, instant messaging, theme store providing compatible themes, lock screen, magazines, wall papers, fonts, news apps and news feeds, personalised applications amongst others, whether the same is developed by the Company or the Company is permitted or has a right to use the same.***
- 2. *To collaborate or to enter into an arrangement with various corporates or persons providing services pertaining to telecommunications, information technology, mobile applications, software(s), computer applications and / or to avail the services of such companies / persons and / or to purchase the products of such companies / persons and / or to use such products or services on license; for improving the quality of Company’s products and services or otherwise including integration of the products or services of such companies or persons with the Company’s products or services.***
- 3. *To design, develop, invent, improve, carry out research, prepare, buy or own, make, manufacture, sell, import, export, maintain, repair, alter, convert, distribute, market, license or acquire on license, hire, lease or acquire on lease and/or otherwise deal in all other kinds of telecommunication & electrical equipment, mobile application software(s), applications, cloud based applications, android application, systems, search engines, software for electronic mail, web-building and web communities programmes and technology; for use in Company’s products, telecommunication equipment or***

mobile and other value added services including internal management information systems for general or specific applications and for all or an customer(s) and matters/things relating or incidental to the forgoing.

4. *To collect or store or use the information or data in relation to any of the business objects of the Company as per the applicable laws, rules, regulations, procedures, policies.*
5. *To research on new technology, software(s) and applications, whether itself or through any other person(s), and integration of the same with the Company's products or services; for business promotion or improving the quality and efficiency of the Company's products or services and / or pursue any business activity(ies) which is / are necessary to achieve the objects as mentioned in this memorandum of Association, as the case may be.*

"RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the company, 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, CS Savita Rani, Practicing Company Secretary, bearing **Membership Number 21386** (Associate Member) and **Certificate of Practice Number 13339**, be and is hereby authorized to pre-certify necessary Form(s) for the above mentioned purpose."

"RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the company, 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**

Preeti
Assistant Manager-Legal, Company Secretary and
Compliance Officer

Date : 30.05.2019
Place : Gurugram

Membership No. A37640
Address: H.No 4841, Muftiwara Rewari, 123401 HR IN

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 Memorandum of Association (“MoA”) of the Company is presently in force since its incorporation of the Company i.e. year 2013 and had been subsequently altered/adopted the new set of MOA and Articles of Association on 23.01.2018 as per the Companies Act, 2013.

In the wake of recent opportunities in the other sector/industries, the Company is desirous to encash the options available in the market for the expansion and diversification of Business and paving the path for growth and prosperity which would be beneficial for the Company as a whole.

It is thus expedient to add few words and items in the existing Memorandum of Association, 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 May 30, 2019 decided to add new words and sub clauses under the **Clause III (a)** of the existing Memorandum of Association of the Company and seek shareholders' approval for the same.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions, as set out at Item No. 1 of the Notice.

The Memorandum and Articles of Association of the Company is available for inspection in physical or in electronic form during specified business hours i.e. between 9:00 a.m. to 6:00 p.m. at the Registered office of the company and copies thereof shall also be made available for inspection in physical or electronic form at the Registered and Corporate office and also at the Meeting.

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

Preeti
Assistant Manager-Legal, Company Secretary and
Compliance Officer
Membership No. A37640

Date : 30.05.2019
Place : Gurugram

Address: H.No 4841, Muftiwara Rewari, 123401 HR IN

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..... 2019

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, **Friday, 31st day of May, 2019 at 04:30 P.M.** on 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 1st Extraordinary General Meeting of the Company on **Friday, 31st day of May, 2019 at 04:30 P.M.** on 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

