



NOTICE

NOTICE IS HEREBY given that the Seventh (07) Annual General Meeting of the members of OPPO Mobiles India Private Limited will be held at shorter notice on **Thursday**, the 24th day of December 2020, at 11:00 am 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 businesses:

ORDINARY BUSINESS:

Item No. 1- Adoption of Audited Standalone Financial Statements

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

To receive, consider and adopt the Audited Standalone Financial Statements of the company for the Financial Year ended March 31, 2020 and the Reports of the Directors and the Auditors thereon.

Item No. 2- Adoption of Audited Consolidated Financial Statements

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

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Report of the Auditors thereon.

SPECIAL BUSINESS:

Item No. 3- Ratification of Remuneration of Cost Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification or variation thereof, Members be and hereby ratifies the remuneration plus out-of-pocket expenses as may be decided by the Board in connection with the Cost audit, payable to M/s Ajay Kumar Singh & Co., Cost and Management Accountant (FRN 000386), who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules 2014, for the Financial Year ending 31st March, 2021.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution and / or otherwise considered by them to be in the best interest of the Company.”

OPPO Mobiles India Private Limited

Registered Office: 5th floor, Tower B, Building no.8, DLF Cyber City,

Gurugram-122002, Haryana, India

CIN No.:U74140HR2013PTC069892

Contact No.:0124472 7700 | **E-mail:** info@oppomobile.in | **Website:** www.oppo.com/in



Item No. 4- Appointment of Mr. Shan He (Din: 08742230) as Whole Time Director of the Company.

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

“RESOLVED THAT Mr. Shan He (DIN: 08742230) who was appointed by the Board of Directors as an Additional Director (Executive Director) of the Company effective 15th May 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Whole Time Director of the Company and whose name, candidature, designation, eligibility, qualification have been identified, discussed and considered by the Management of the Company, be and is hereby appointed as Whole Time Director of the Company, not liable to retire by rotation, to hold the office for a term of not exceeding 5 (five) consecutive years, pursuant to the provision of Section 2 (94), 152 and 196 of Companies Act, 2013 and the Companies (Appointment and qualification of Director) Rules, 2014 (including any statutory modification(s) or re- enactment thereof for the time being in force.

FURTHER RESOLVED 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.

FURTHER RESOLVED THAT pursuant to the statutory provision of Rule 8 (12) (a) of Companies (Registration offices and fees) Rules, 2014, CS Anshul Jain of Anshul Jain & Associates (Company Secretaries) having Membership Number A43863 and Certificate of Practice Number 16118 and Firm Registration Number with ICSI: S2016DE374700, be and is hereby authorized to pre-certify all the necessary forms for the above mentioned purpose.”

**For and on behalf of Board of Directors
OPPO Mobiles India Private Limited**

**Preeti
(Membership Number: A37640)
Assistant Manager Legal, Company Secretary and Compliance Officer
Address: H.NO 4841, Muftiwara Rewari, 123401 HR IN**

**Date: 22nd December 2020
Place: Gurugram**

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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. A DEBENTUREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER/DEBENTUREHOLDER OF THE COMPANY.
3. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 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.
4. 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.
5. Members/proxies attending the meeting are requested to bring their copy of the AGM notice to the meeting.
6. 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.
7. 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 10 days before the meeting so that the information can be made available at the meeting.
8. Attendance slip is being attached herewith.

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

ITEM NO. 03

The Company is required to have the audit of its cost records conducted by a Cost Accountant in practice according to Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 (“the Rules”).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

The Board has approved the appointment and remuneration of Cost Auditor in its meeting held on 16th September 2020.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2021 as may be decided by the Board in this regard.

The Board commends the Ordinary Resolution set out at Item No. 3 of the notice for approval by the Members.

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. 3 of the Notice.

ITEM NO. 04

The Board of Directors (“**Board**”) appointed Mr. Shan He (DIN: 08742230) as an Additional Director (Executive Director) of the Company effective 15th May 2020. Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Shan He will hold office up to the date of the ensuing Annual General Meeting (“AGM”) and is eligible to be appointed a Director of the Company.

In this regard Members please be informed that the management of the Company has proposed to appoint Mr. Shan He, as Whole Time Director of the Company. The Board at their meeting dated 15th May 2020 had also proposed to the members for appointment of the said person in the said capacity.

The Company has received from Mr. Shan He (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.

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It is thereby recommended to the members that the Mr. Shan He with under mentioned details to be appointed as the **Whole Time Director** of the Company for a period not exceeding Five (5) years on the terms and conditions as may be approved by the board:

SR. NO.	NAME	ADDRESS	AGE	QUALIFICATION	DESIGNATION
1	Shan He	No. 1 Xingye Road, Huoju Develop Zone, Guangdong Province, Zhongshan City - 510900 CHINA	33	Graduate	Whole Time Director

The Board recommends the resolution set out in Item No. 4 of the Notice for Members approval as **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Shan He, to whom the resolution relates, are in any way concerned or interested, financially or otherwise, in the resolutions, as set out at in Item No. 4 of the Notice.

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**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)/Debenture holder:

Registered address:

E-mail Id:

Folio No/ Clint Id:

DP ID:

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 Annual General Meeting of members of the Company at a shorter notice, to be held on at the..... registered office of the Company at, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	Optional	
	For	Against
1. Adoption of Audited Standalone Financial Statements		
2. Adoption of Audited Consolidated Financial Statements		
Special Business		
3. Ratification of Remuneration of Cost Auditor.		
4. Appointment of Mr. Shan He (DIN: 08742230) as Whole Time Director of the Company		

Affix Revenue
Stamp

Signed this day of..... 2020

Signature of Shareholder/Debentureholder

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.

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ATTENDANCE SLIP

OPPO Mobiles India Private Limited (CIN: U74140HR2013PTC069892)

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

07th Annual General Meeting on, Thursday, the 24th day of December 2020, at 11:00 am 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 07th Annual General Meeting of the Company at shorter notice on Thursday, the 24th day of December 2020, at 11:00 am 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

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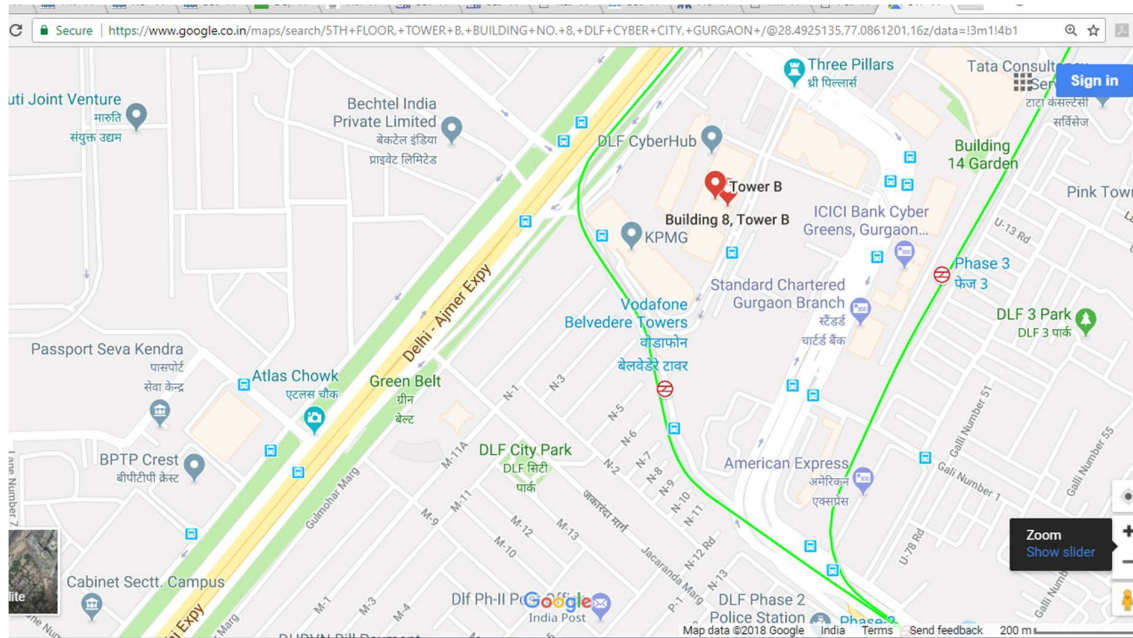
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ROUTE MAP



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