



NOTICE

NOTICE IS HEREBY given that the Eighth (08) Annual General Meeting of the members of OPPO Mobiles India Private Limited will be held at shorter notice on Monday, the 30th day of May 2022, at 03:00 pm 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, 2021 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, 2021 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, the Company be and hereby ratify the remuneration of Rs. 2,50,000 exclusive of GST, 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."

Item No. 4- Approval of the Loan by the Company to Tegna Electronics Private Limited in terms of the Provisions of Section 185(2) of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the statutory provisions of Section 185(2) of the Companies Act, 2013 (hereinafter referred to as 'Act'), rules made thereunder and all other applicable provisions, if any, of the Act, including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force, the consent

OPPO Mobiles India Private Limited

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of the Company be and is hereby accorded to authorize the Board of Directors of the Company, to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security to its Associate company namely Tegna Electronics Private Limited for an amount not exceeding Rs. 27,50,00,000 (Rupees Twenty-Seven Crore and Fifty Lakhs only), in their absolute discretion deem beneficial and in the interest of the Company provided that such loans are utilized by the Associate company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment , Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit.”

Item No. 5- Appointment of Mr. Geng Tongle (DIN: 09615832) 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. Geng Tongle (DIN: 09615832) who was appointed by the Board of Directors as an Additional Director in Executive capacity, of the Company effective 23rd May 2022 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, 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 with effect from 23rd May, 2022 till 22nd May 2027, pursuant to the provision of Section 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.

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the company, be and are hereby 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.”

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

sd/-
Harvinder Singh
Company Secretary
(Membership Number: F9725)

Date: 27th May 2022
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. 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.
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 AGM 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 atleast 2 hours before the meeting so that the information can be made available at the meeting.
7. Relevant documents 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.

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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 as per the following details:

Sr. No.	Name of the Cost Auditor	Audit Fees
1.	M/s. Ajay Kumar Singh & Co., Cost and Management Accountant (FRN 000386)	Rs.2,50,000/- per year exclusive of GST

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.

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

In accordance with the provisions of Section 185(2) of the Companies Act, 2013, a Company may advance any loan including loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by a person in whom any of the Director of the Company is interested subject to the condition that a special resolution is passed by the Company in the General Meeting and the loans are utilized by the borrowing company for its principal business activities.

The Board in its meeting held on 27th May, 2022 have provided its consent to grant the loan for an amount not exceeding of Rs. 27,50,00,000 (Rupees Twenty-Seven Crore and Fifty Lakhs only) to its Associate Company namely Tegna Electronics Private Limited (hereinafter referred as 'Tegna') in one or more tranches, provided that such loans shall be utilized for the principal business activities of the borrowing company.

Further in terms of the provisions of Section 186 of the Companies Act, 2013, the Board had already approved the inter-corporate loan to Tegna at its meeting held on 31st March 2022. The Members of the Company had also accorded their approval for an overall limit of INR 150,00,00,000 (Rupees One-fifty Crores) pursuant to the provisions of Section 186 for inter-corporate loan/guarantee/security/investment at their meeting held on 26th June, 2018.

None of the Directors or their relatives, except Mr. Mohinder Singh Malik, in any way, concerned or interested, financially or otherwise, in the resolutions, as set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the notice for approval by the Members.

ITEM NO. 05

The Board of Directors ("Board") appointed Mr. Geng Tongle (DIN: 09615832) as an Additional Director (Executive Capacity) of the Company effective 23rd, May, 2022, pursuant to the provisions of Section 161 of the Companies Act,

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2013 and the Articles of Association of the Company. Mr. Geng Tongle (DIN: 09615832) holds office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as a Director of the Company.

Mr. Geng Tongle (DIN: 09615832), has experience in the field of finance and has been working with the Company as Manager-Finance. His appointment is considered appropriate and in the best interest of the Company.

The Board in its meeting dated 23rd May 2022 had also recommended for appointment of the Mr. Geng Tongle as the Whole-Time Director of the Company. The resolution at Item No. 5 seeks approval of Members of the Company for appointment of Mr. Geng Tongle (DIN: 09615832) as the Whole Time Director of the Company for a period not exceeding Five (5) years wef 23rd May, 2022, as Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Geng Tongle, 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. 5 of the Notice.

Details of Director to be appointed as per Secretarial Standard (S.S.)- 2:

SR. NO.	NAME	ADDRESS	AGE	QUALIFICATION	PRIOR PROFESSIONAL EXPERIENCE	DESIGNATION
1	Geng Tongle	Hebei Province, Shenzhou city, Chenshi Town, Chenshi Village	35	Graduate	13 years	Whole Time Director

TERMS AND CONDITIONS OF APPOINTMENT.	DETAILS OF REMUNERATION SOUGHT TO BE PAID	RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL OF THE COMPANY, IF APPLICABLE.	SHAREHOLDING IN THE COMPANY.
As per the Appointment Contract.	Rs. 87.69 Lakhs per annum.	NIL	NIL

DATE OF FIRST APPOINTMENT ON THE BOARD	THE NUMBER OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR	OTHER DIRECTORSHIPS, MEMBERSHIP/ CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS	DETAILS FOR REMUNERATION LAST DRAWN
23 rd May 2022	NIL	NIL	NIL

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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/ Client 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 08th Annual General Meeting of members of the Company at a shorter notice, to be held on Monday, the 30th day of May 2022, at the registered office of the Company at 3:00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	Optional	
Ordinary Business	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. Approval of the Loan by the Company to Tegna Electronics Private Limited in terms of the Provisions of Section 185(2) of the Companies Act, 2013.		
5. Appointment of Mr. Geng Tongle (DIN: 09615832) as Whole Time Director of the Company.		

Affix Revenue
Stamp

Signed this day of..... 2022

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.

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ATTENDANCE SLIP

OPPO Mobiles India Private Limited (CIN: U74140HR2013PTC069892)

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08thAnnual General Meeting on Monday, the 30th day of May 2022, at 03:00 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 08thAnnual General Meeting of the Company at shorter notice on Monday, the 30th day of May 2022, 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.

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