

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

- (i) \* Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) \*e-mail ID of the company
- (d) \*Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | Type of the Company | Category of the Company   | Sub-category of the Company   |
|---------------------|---------------------------|-------------------------------|
| Private Company     | Company limited by shares | Indian Non-Government company |
- (v) Whether company is having share capital  Yes  No
- (vi) \*Whether shares listed on recognized Stock Exchange(s)  Yes  No

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

(e) Extended due date of AGM after grant of extension

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C9	Computer, electronic, Communication and scientific measuring & control equipment	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Glory Concept International Ltd		Holding	99.97
2	Tegna Electronics Private Limited	U74999UP2017PTC116700	Associate	25

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

### (i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	50,000,000	29,503,547	29,503,547	29,503,547
Total amount of equity shares (in Rupees)	500,000,000	295,035,470	295,035,470	295,035,470

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY</b>				
Number of equity shares	50,000,000	29,503,547	29,503,547	29,503,547
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	500,000,000	295,035,470	295,035,470	295,035,470

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	29,503,547	0	29503547	295,035,470	295,035,470	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
<b>At the end of the year</b>	29,503,547	0	29503547	295,035,470	295,035,470	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \* Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

571,609,784,763.59

**(ii) Net worth of the Company**

-36,968,941,832.81

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	29,493,547	99.97	0	
10.	Others	0	0	0	
	<b>Total</b>	29,493,547	99.97	0	0

**Total number of shareholders (promoters)**

1

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	10,000	0.03	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	



	<b>Total</b>	10,000	0.03	0	0
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**Total number of shareholders (other than promoters)**

1

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

2

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	1	1
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	2	1	2	1	0	0
(i) Non-Independent	2	1	2	1	0	0
(ii) Independent	0	0	0	0	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	2	1	2	1	0	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

3

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Chao Zhou	07308481	Managing Director	0	
Shan He	08742230	Whole-time director	0	02/04/2022
Mohinder Singh Malik	00737021	Director	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Preeti	BMBPP8392L	Company Secretary	30/03/2022	CESSATION
Chen Zezhe	ACMPZ8830F	CFO	05/12/2021	CESSATION

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

0

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding

**B. BOARD MEETINGS**

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	09/04/2021	3	2	66.67
2	14/09/2021	3	2	66.67
3	29/11/2021	3	2	66.67
4	21/03/2022	3	2	66.67
5	31/03/2022	3	2	66.67

### C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1					

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	02/03/2023
								(Y/N/NA)
1	Chao Zhou	5	4	80	0	0	0	No
2	Shan He	5	5	100	0	0	0	Not Applicable
3	Mohinder Sing	5	1	20	0	0	0	No

### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Chao Zhou	Managing Direct	8,690,648.44	0	0	0	8,690,648.44
2	Shan He	Whole-time direc	5,328,198	0	0	0	5,328,198
	Total		14,018,846.44	0	0	0	14,018,846.44

Number of CEO, CFO and Company secretary whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Preeti	Company Secre	1,800,393				1,800,393
	Total		1,800,393				1,800,393

Number of other directors whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

AS PER ATTACHED MGT-8

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Divya Gupta

Whether associate or fellow

Associate  Fellow

Certificate of practice number

3511

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ..  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director  Digitally signed by CHAO ZHOU Date: 2023.06.06 16:20:49 +05'30'

DIN of the director

**To be digitally signed by**  Digitally signed by HARVINDER SINGH ER SINGH Date: 2023.06.06 16:22:03 +05'30'

- Company Secretary
- Company secretary in practice

Membership number  Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

- 
- 
- 
- 

**List of attachments**

- List of Shareholders 31032022.pdf
- AGM Extension approval letter.pdf
- Signed MGT-8\_2021-22.pdf

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**





सत्यमेव जयते

**GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS**

Office of the Registrar of Companies  
4th Floor, IFCI Tower 61, New Delhi, Delhi, India, 110019

DATED : 30-09-2022

IN THE MATTER OF M/S OPPO MOBILES INDIA PRIVATE LIMITED CIN U74140HR2013PTC069892

AND

IN THE MATTER OF EXTENSION UNDER SECTION 96(1) OF THE COMPANIES ACT, 2013

The Company has closed its accounting year on 31-03-2022 and the Annual general meeting of the company is due to be held on 30-09-2022 as per requirements of section 96 of the Companies Act, 2013. The company has made an application vide SRN F25574161 on 20-09-2022 requesting for an extension of time for the purpose of holding AGM on the following grounds

Extension of AGM is allowed for one month.

Keeping in view, the aforesaid circumstances due to which company cannot hold its Annual General Meeting on time, extension 1 month 0 days is considered.

**ORDER**

Under the power vested in the undersigned by virtue of section 96(1) read with second proviso attached thereto extension of 1 month 0 days is hereby granted. However, the company is hereby advised to be careful in future in compliance of the provisions of the Companies Act, 2013.



Yours faithfully,

MANGAL RAM MEENA

Registrar of Companies

RoC - Delhi

Mailing Address as per record available in Registrar of Companies office:

OPPO MOBILES INDIA PRIVATE LIMITED  
05th FLOOR, TOWER B, BUILDING NUMBER 8, DLF CYBER CITY,  
GURGAON, Gurgaon, Haryana, India, 122002



**Note:** This letter is to be generated only when the application is approved by RoC office



**List of shareholders of OPPO Mobiles India Private Limited  
(As on 31.03.2022)**

Sr. No.	Name	Nationality	Number of Shares	Face value of Shares (in Rs.)	Total amount of Shareholding (in Rs.)	Shareholding %
1	Glory Concept International Limited	Not Applicable	29,493,547	10	294,935,470	99.97
2	Sanjay Goel	Indian	10,000	10	100,000	0.03
<b>Total</b>			<b>29,503,547</b>		<b>295,035,470</b>	<b>100</b>

For and on behalf of OPPO Mobiles India Private Limited

  
Harvinder Singh  
Company Secretary  
(Membership Number: F9725)



Address: 5th floor, Tower B, Building no.8, DLF Cyber City, Gurugram-122002, Haryana, India

Date: 02nd June, 2023

Place: Gurgaon

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: [indialegal@oppo.com](mailto:indialegal@oppo.com) | Website: [www.oppo.com/in](http://www.oppo.com/in)



**DIVYA AGARWAL & ASSOCIATES**  
**COMPANY SECRETARIES**

A-165, Sector 15, Noida, Uttar Pradesh-201301.  
e-mail : divyaagarwalcs@gmail.com | Mob.: +91 9899011246

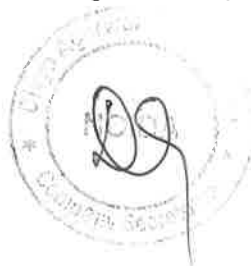
**FORM NO. MGT-8**

**[Pursuant to Section 92(2) of the Companies Act, 2013 and rule 11(2) of the Companies (Management and Administration) Rules, 2014]**

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records and books and papers of **OPPO Mobiles India Private Limited** having **CIN: U74140HR2013PTC069892** ('the Company') as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made thereunder for the financial year ended on 31<sup>st</sup> March, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company and its officers, I certify that:

- A. ^the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & rules made thereunder in respect of:
1. its status under the Act;
  2. maintenance of registers/ records & making entries therein *generally within the time prescribed therefor except as below:*
    - *I have examined the compliances of the applicable clauses of the Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India r/w Section 118(10) of the Act which was generally complied by the Company during the aforesaid financial year and need to be further strengthened by the Company;*
    - *The Company did not have appropriate internal control systems for the taking and maintenance of backups of the books of Accounts in India.*
  3. filing of forms and returns with the Registrar of Companies, Central Government, Regional Director, Tribunal, Court or any other authorities, as applicable, under the provisions of the Act and Rules made thereunder *except with delay in filing of certain forms filed with additional fees;*
  4. calling/ convening/ holding meetings of Board of Directors on due dates as stated in the annual return in respect of which meetings, proper notices/shorter notices were given and the proceedings have been generally recorded in the Minutes Book/ registers maintained for the purpose and the same have been signed *except as below:*



- *Annual General meetings of the members of the Company for the Financial year ended March 31, 2021 and March 31, 2022 were convened on May 30, 2022 and March 02, 2023 respectively, contravening the provisions of Section 96 of the Act;*
- *Resolution by Circulation passed by the Board of Directors on February 09, 2022 did not record at a subsequent meeting of the Board held on March 21, 2022 instead the same has been recorded in the minutes of Board meeting held on March 31, 2022.*

Further, the Company has not passed any Resolution by way of postal ballot during the aforesaid financial year;

5. closure of Register of Members and Debenture holders, **[Not applicable during the aforesaid financial year];**
6. advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act, **[Not applicable during the aforesaid financial year];**
7. *As informed by the Company and based on my examination of the records produced before me, contracts/ arrangements with related parties were generally in compliance as specified in Section 188 of the Act;*
8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances wherever applicable. **[Not applicable during the aforesaid financial year];**
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act, **[Not applicable during the aforesaid financial year];**
10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act, **[Not applicable during the aforesaid financial year];**
11. signing of audited financial statement for the financial year ended March 31, 2022 as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel, wherever applicable and the remuneration paid to them;
13. appointment/ re-appointment/ filling up of casual vacancy of appointment of auditors as per the provisions of Section 139 of the Act, **[Not applicable during the aforesaid financial year];**



14. approval required to be taken from Registrar of Companies, NCT of Delhi and Haryana with respect to extension of Annual General meeting of the Company for the financial year ended March 31, 2022. Further, according to the information and explanation given to me, the Company was not required to obtain any approval from Central Government, Regional Director, Tribunal, Court or such other authorities under the various provisions of the Act during the aforesaid financial year;
15. acceptance/ renewal/ repayment of deposits, **[Not applicable during the aforesaid financial year]**;
16. borrowings from body corporates during the aforesaid financial year. Further, according to the information received to me and also confirmed by the management, the Company has not borrowed any amount from its members, directors, public financial institutions and banks and there was no instance of creation/ Modification/ satisfaction of charge during the aforesaid financial year;
17. according to the information received to me and also confirmed by the management, the Company has not given any loan or made investments or given guarantees or provide any security to other bodies corporate or persons falling under the provisions of section 186 of the Act during the aforesaid financial year;
18. alteration of the provisions of the Memorandum and Articles of Association of the Company, **[Not applicable during the aforesaid financial year]**.

^On the basis of documents / information provided to me and confirmation by the Management, no penalty/punishment was imposed on the Company/ its Directors & officers under the provision of Companies Act, 2013 including the rules made thereunder during the financial year ended on 31<sup>st</sup> March, 2022.

**For Divya Agarwal & Associates  
Company Secretaries**



Divya Gupta

Company Secretary in Practice  
M.No.: F5881; CP No.: 3511  
UDIN: F005881E000461226

Place: New Delhi  
Date June 6<sup>th</sup>, 2023

This certificate is to be read with Annexure which forms an integral part of this certificate.



## Annexure

To  
OPPO Mobiles India Private Limited  
(CIN: U74140HR2013PTC069892)  
05<sup>th</sup> Floor, Tower B, Building Number 8,  
DLF Cyber City, Gurugram, Haryana-122002

My certificate in Form MGT 8 on the Annual Return (MGT-7) as on the financial year ended on March 31, 2022 of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Form MGT-7. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. The compliance of the provisions of the Companies Act 2013, rules, regulations, standards is the responsibility of the Management. My examination was limited to the verification of records on test basis.

**For Divya Agarwal & Associates  
Company Secretaries**



Place: New Delhi  
Date June 6<sup>th</sup>, 2023

Divya Gupta  
Company Secretary in Practice  
M.No.: F5881; CP No.: 3511  
UDIN: F005881E000461226