



## NOTICE

NOTICE is hereby given that an Extra-ordinary General Meeting of the Members of **XIAOMI TECHNOLOGY INDIA PRIVATE LIMITED** (“Company”) will be held at shorter notice on Wednesday the 13<sup>th</sup> day of April, 2022 at 11:00 am at Registered Office of the Company situated at Orchid Block E, Ground Floor to 4th Floor Embassy Tech Village, Marathahalli, Sarjapura Outer Ring Road Bangalore-560103, to transact the following business:

### SPECIAL BUSINESS:

#### 1. TO AMEND THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 13 and such other applicable provisions, if any, of the Companies Act, 2013, including any modification thereto or re-enactment thereof and rules made there under and subject to such approvals, consent, permission and sanctions, if any, as may be required from any authority, consent of the Members of the Company be and is hereby accorded to amend the following clause of Memorandum of Association of the Company:

Clause 3b (22) matters which are necessary for furtherance of the Objects of Memorandum of Association of the Company:

22. Subject to the provisions of the Companies Act, 2013 and other applicable regulations, to subscribe, contribute, gift or donate any monies, rights or assets for any national, educational, religious, charitable, scientific, political, general public or useful objects or towards corporate social responsibilities, to make gifts or donations of monies or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, political parties, colleges or any individual, body of individuals or bodies corporate.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for removal of any difficulty or doubt, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matters incidental or consequential thereto.

“**FURTHER RESOLVED THAT** Board of Directors be and is hereby authorized to authorized to sign and execute necessary documents, declaration on behalf of the company and to do all such acts and deeds as may be necessary to give effect to this resolution.”

---

### Xiaomi Technology India Private Limited



## 2. TO ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 5 and 14 and such other applicable provisions, if any, of the Companies Act, 2013, including any modification thereto or re-enactment thereof and rules made there under and subject to such approvals, consent, permission and sanctions, if any, as may be required from any authority, consent of the Members of the Company be and is hereby accorded to alter the following Articles in the Articles of Association of the Company:

Article No	Existing Article	Proposed Article
Interpretation I (b)	“the seal” means the Common seal of the Company	Deleted
Article 1- Private Company	<p>The Company is a Private Company as defined under section 2 (68) of the Companies Act 2013, having a minimum paid-up share capital of Rupees one Lakh or such higher paid-up share capital as may be prescribed and which by its Articles:</p> <p>i. restricts the right to transfer its shares;</p> <p>ii. limits the number of its members to two hundred;</p> <p>Provided that where two or more persons hold one or more shares in a company jointly, they shall, for the purposes of this clause, be treated as a single member.</p> <p>Provided further that:</p> <p>a) persons who are in the employment of the Company and</p>	<p>The Company is a Private Company as defined under section 2 (68) of the Companies Act 2013 and which by its Articles:</p> <p>i. restricts the right to transfer its shares;</p> <p>ii. limits the number of its members to two hundred;</p> <p>Provided that where two or more persons hold one or more shares in a company jointly, they shall, for the purposes of this clause, be treated as a single member.</p> <p>Provided further that:</p> <p>a) persons who are in the employment of the Company and</p> <p>b) persons who having been formerly in the employment of the company were members of</p>



	<p>b) persons who having been formerly in the employment of the company were members of the Company while in that employment and have continued to be members after the employment ceased, Shall not be included in the number of members; and</p> <p>iii. prohibits any invitation to the public to subscribe for any securities of the company.</p>	<p>the Company while in that employment and have continued to be members after the employment ceased, shall not be included in the number of members; and</p> <p>iii. prohibits any invitation to the public to subscribe for any securities of the company</p>
Article 3 (ii): Share Capital and Variation of Rights	(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.	(ii) Every certificate shall specify the shares to which it relates and the amount paid-up thereon.
Article 43 (iv) be <b>inserted:</b> General Meeting	-	(iv). All Annual General Meetings and General meetings of the Company may be called by giving not less than seven (7) days clear notice either in writing or through electronic mode. However, an Annual General Meeting or any other General Meeting may be called after giving shorter notice with the prior consent of the shareholders as per Section 101 of the Companies Act, 2013.
Article 74A be <b>inserted</b> after Article 74.	-	<b>74A. Powers and Duties of Directors:</b> <p>a. The powers and responsibilities of the Directors of the Company shall be laid down in the Act and in Table “F” thereof except in so far as they stand modified by these Articles;</p>



		<p>b. The Directors may enter into any contract or incur any obligation and vary all such contracts and obligations and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient in respect of any matter which under these presents or in accordance with the law the Directors may carry out or perform or do for the purpose of the Company;</p> <p>c. The Board of Directors may from time to time, subject to provisions of the Act, raise or borrow any sums of money for and on behalf of the Company from Members, Directors, companies, banks, financial institutions or any other bodies or they themselves may advance money to the Company on such terms and conditions as may be approved by the Board of Directors;</p> <p>d. The Board of Directors may, from time to time, on approval in a meeting of Board of Directors, secure the payment of such moneys borrowed in such manner and upon such terms and conditions as they think fit and in particular by issue of debentures of the Company or by creating mortgage or charge on all or any part of the assets, properties and uncalled capital of the Company for the time being.</p>
Article 77 The Seal be deleted	<p><b>(i)</b> The Board shall provide for the safe custody of the seal;</p> <p><b>(ii)</b> The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized</p>	Deleted



	by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	
Article 89 Indemnity	Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal	<b>89. Indemnity:</b> a) Subject to the provisions of the Act, every director, managing director, whole-time director, executive or non-executive director, chief executive officer, chief operating officer, chief business officer, chief financial officer, company secretary and other key officer of the Company including former director or officer (together called as “director or officer”) shall be indemnified by the Company out of the funds and/or assets of the Company, to pay all costs, losses and expenses (including travelling expense) which such director or officer may incur or become liable for, by reason of any contract entered into or act or deed done by him/her in his/her capacity as such director or officer or in any way in the discharge of his/her duties in such capacity including expenses. b) Subject as aforesaid, every director or officer of the Company shall be indemnified against any liability incurred by him/her in



		<p>defending any proceedings, whether civil or criminal in which judgement is given in his/her favor or in which he/she is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him/her by the court of law.</p> <p>c) Subject to applicable law, the Company may take and maintain any insurance or provide any other similar legal protection as the Board may think fit on behalf of its present and/or former Directors or officers of the Company for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.</p>
Article 90 and 91 be inserted <b>Secrecy</b>	-	<b>SECRECY</b> <p>90. Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Board, before entering upon the duties, sign a declaration, pledging himself to observe a strict secrecy respecting all transactions and affairs of the Company with its customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration, pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board or by laws or by the person to whom such matters relate and except so far as may be necessary</p>



		<p>in order to comply with any of the provisions in these presents contained.</p> <p>91. No Member shall be entitled, except to the extent expressly permitted by the Act or these Articles, to enter upon the property of the Company or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it will be inexpedient in the interest of the Members of the Company to communicate to the public.</p>
--	--	---

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for removal of any difficulty or doubt, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matters incidental or consequential thereto.

**“FURTHER RESOLVED THAT** Board of Directors be and is hereby authorized to authorised to sign and execute necessary documents, declaration on behalf of the company and to do all such acts and deeds as may be necessary to give effect to this resolution.”

Place: Bengaluru

Date: 12.04.2022

By Order of the Board

For **Xiaomi Technology India Private Limited**

Sd/-

Sameer BS Rao

Director

DIN: 07767714

---

**Xiaomi Technology India Private Limited**

Orchid-Block E, Embassy Tech Village, Marathahalli Outer Ring Road, Devarabeesanahalli, Bangalore – 560103.

Tel.: +91 80 4661 7900 | Email: ind-corpcomm@xiaomi.com | Website: www.mi.com/in | CIN: U72200KA2014FTC076704



**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Corporate members intending to send their authorized representative(s) to attend the General Meeting in terms of Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing such representative(s) to attend and vote on their behalf at the Extraordinary General Meeting.
3. The Register of Directors and their shareholding, maintained u/s. 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s. 189 of the Companies Act, 2013 and all other documents referred to in the accompanying Notice are open for inspection at the registered office of the Company on all working days between 10.00 A.M to 5.00 P.M till the date of General Meeting.
4. The meeting is convened at short notice with the consent of all the shareholders of the Company.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed herewith.





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

**Item No. 1:**

Your Company considers the Social responsibility as an integral part of its business activities and endeavors to utilize the amount for the benefit of society in the best possible manner. The Board of Directors proposes to initiate various contribution/donations in coming Financial Years in order develop and maintain a good society. Therefore, it is proposed to widen clause 3(b)(22) i.e., matters which are necessary for furtherance of the Objects of Memorandum of Association of the Company on donation/charitable activities and the Board of Directors have approved to amend the object clause of the Memorandum of Association of the Company.

Pursuant to Section 13 of the Companies Act, 2013 (“Act”), approval of members by way of special resolution is required for amending Memorandum of Association of the Company.

In view of the above context, the consent of the Shareholders is required for amending Memorandum of Association of the Company. Therefore, approval of Members is sought for amending Memorandum of Association of the Company as Special Resolution.

All the documents referred to in the accompanying notice including Memorandum of Association of the Company are available for inspection at the registered office of the Company on all the working days during working hours (between 10.00 A. M to 6.00 P.M) till the date of the Extra-ordinary General Meeting and such documents are also available at the meeting.

None of the following persons are directly or indirectly interested or concerned, financially or otherwise, in the resolution:

- (i) Every director and manager of the Company;
- (ii) Every key managerial person of the Company; and
- (iii) Relatives of the persons mentioned in (i) and (ii) above.

**Item No. 2:**

Your Board of Directors of the Company has decided to alter the various Articles in the Articles of Association of the Company. Pursuant to the provisions of Section 5 read with 14 of Companies Act, 2013 and rules made there under, consent of the members by way of special resolution is required to alter the Articles of Association of the Company and Board of Directors have approved to alter the Articles of Association of the Company.



In view of the above context, the consent of the Shareholders is required to altering Articles of Association of the Company. Therefore, approval of Members is sought for altering Articles of Association of the Company as Special Resolution.

All the documents referred to in the accompanying notice including Articles of Association of the Company are available for inspection at the registered office of the Company on all the working days during working hours (between 10.00 A. M to 6.00 P.M) till the date of the Extra-ordinary General Meeting and such documents are also available at the meeting.

None of the following persons are directly or indirectly interested or concerned, financially or otherwise, in the resolution:

- (i) Every director and manager of the Company;
- (ii) Every key managerial person of the Company; and
- (iii) Relatives of the persons mentioned in (i) and (ii) above.

Place: Bangalore

Date: 12.04.2022

By Order of the Board

For **Xiaomi Technology India Private Limited**

Sd/-

Sameer BS Rao

Director

DIN: 07767714



## ATTENDANCE SLIP

Regd. Folio No.

No. of Shares Held:

NAME AND ADDRESS OF THE SHAREHOLDERS:

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company held on Wednesday the 13<sup>th</sup> day of April, 2022 at 11.00 A.M. At Orchid Block E, Ground Floor To 4th Floor Embassy Tech Village, Marathahalli, Sarjapura Outer Ring Road Bangalore-560103

Signature of Member/Proxy:

Notes:-

Please fill this Attendance Slip and hand over at the venue of the meeting.

---

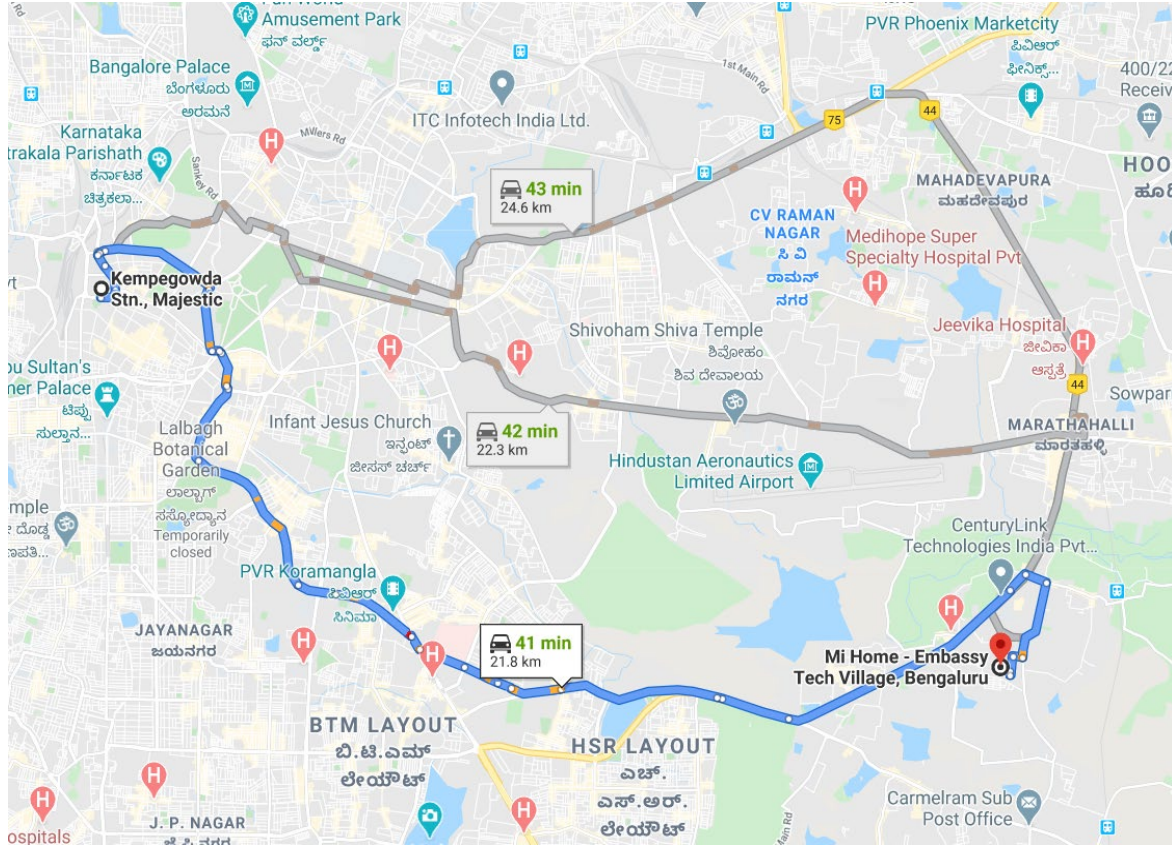
**Xiaomi Technology India Private Limited**

Orchid-Block E, Embassy Tech Village, Marathahalli Outer Ring Road, Devarabeesanahalli, Bangalore – 560103.

Tel.: +91 80 4661 7900 | Email: ind-corpcomm@xiaomi.com | Website: www.mi.com/in | CIN: U72200KA2014FTC076704



**ROUTE MAP TO THE VENUE OF EXTRAORDINARY GENERAL MEETING SCHEDULED ON WEDNESDAY THE 13<sup>TH</sup> DAY OF APRIL 2022 AT 11:00 AM:**



**Xiaomi Technology India Private Limited**

Orchid-Block E, Embassy Tech Village, Marathahalli Outer Ring Road, Devarabeesanahalli, Bangalore – 560103.

Tel.: +91 80 4661 7900 | Email: ind-corpcomm@xiaomi.com | Website: www.mi.com/in | CIN: U72200KA2014FTC076704