

DRAFT MINUTES OF THE
35TH ANNUAL GENERAL MEETING

(2023)

DHIVEHI RAAJJEYGE GULHUN PLC

28 APRIL 2024

Event Hall

Crossroads, Maldives

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A. OPENING AND QUORUM

1. The 35th Annual General Meeting of Dhivehi Raajjeyge Gulhun Plc (Dhiraagu) was held on Sunday; 28 April 2024 at 20:25 hrs at Crossroads Maldives. The meeting was a hybrid meeting, where our shareholders were able to participate online; using “FahiVote” (an online General Meetings Management System developed by Maldives Securities Depository Pvt Ltd) and in person by attending the meeting venue.
2. The meeting commenced with the recitation of the Holy Quran by Mr. Ahmed Riyaz.
3. As the Chairperson Mr. Ismail Waheed was unable to attend the event, Mr. Ahmed Abdulrahman the Deputy Chairperson of the Board, chaired the meeting and extended a warm welcome to all the shareholders. He also welcomed the special invitees including the:
 - Auditor General, Mr. Hussain Niyazy
 - Chief Executive Officer of Maldives Stock Exchange, Mr. Mohamed Aushan Latheef,
 - Chief Executive Officer of Maldives Pension Administration Office, Ms. Fathimath Sujatha Haleem, and
 - the Chief Executive of Communication Authority Maldives, Mr. Ilyas Ahmed.
4. The Chairperson Mr. Ismail Waheed declared the meeting open at 8:25pm announcing that the meeting was quorate with the presence of 335 shareholders (representing 71,460,861 shares, 94.03% of the Company’s share capital).

B. IN ATTENDANCE

5. The Chairperson announced that:
 - Mr. Mikkel Vinter was representing and voting on behalf of the majority shareholder, BTC Islands Ltd (Beyon).
 - Mr. Ahmed Siraj, Permanent Secretary, Ministry of Finance was representing and voting on behalf of the Government of Maldives.
6. Board of Directors in attendance
 - Mr. Ahmed Abdulrahman (Deputy Chairperson/Non-Executive Director)
 - Mr. Mikkel Vinter (Non-Executive Director)
 - Mr. Faisal Al-Jalahma (Non- Executive Director)
 - Mr. Ismail Rasheed (Executive Director / CEO & Managing Director)
 - Uza. Fathimath Fazeela (Non-Executive Director)

Mr. Abdul Munnim Mohamed Manik (Non-Executive Director)

Mr. Ahmed Mohamed Didi (Non-Executive Director)

7. Dhiraagu Management

- Mr. Ali Riyaz (Chief Commercial Officer)
- Mr. Robin Wall (Chief Financial Officer)
- Mr. Mohamed Musad (Chief Technology & Information Officer)
- Ms. Fareeda Ismail (Head, Financial Planning and Analysis)
- Uza. Hazrath Rasheed Hussain (Director Legal & Company Secretary)

8. Auditors

- Mr. Duminda Rathnadiwakara, Partner, KPMG; and
- Mr. Ali Muaaz, Partner, KPMG.

9. External Lawyers Uz. Hussain Siraj from external counsel S&A LLP

10. Before moving into the formal proceedings of the meeting, the Chairperson said few words about Dhiraagu's activities and performance during the year 2023.

11. Before starting the formal proceeding of the meeting, the Company Secretary briefed shareholders that:

- the meeting was conducted as a hybrid meeting with shareholders joining at the venue and online through "Fahivote", a short video demonstrating the voting process and how to participate in the meeting was shown and webcasted; and
- the Q&A session is dedicated only to shareholders.

C. NOTICE

12. In compliance with the legal and regulatory requirements, the Notice of the Meeting, together with the explanatory notes, was published on Dhiraagu website on 4 April 2024, announcing 28 April 2024 as the date for the Annual General Meeting. The Notice was also announced on PSM and Mihaaru.com.

13. As the Notice of the meeting had been given to shareholders, the Notice of the Meeting was taken as read.

D. AGENDA

14. The Agenda of the 35th Annual General Meeting was published in the notice and read as follows.
- I. Recitation of Holy Qur'an.
 - II. Opening Remarks by the Chairperson.
 - III. Passing the Agenda of the 35th Annual General Meeting.
 - IV. Passing Minutes of the 34th Annual General Meeting.
 - V. Passing of Resolution to approve the Director's Report and Audited Financial Statements for the year ending 31 December 2023.
 - VI. Passing of Resolution to approve Full and Final Dividend for the year ending 31 December 2023.
 - VII. Passing of Resolution to elect the Public Director representing the public shareholders of the Company.
 - VIII. Passing of Resolution to approve Non-Executive Directors Fees.
 - IX. Passing of Resolution to appoint the Company's External Auditor for the financial year ending 31 December 2024.
 - X. Passing of Standing Resolution to declare Interim Dividend for the year 2024.
 - XI. Any Other Business.
15. It was proposed to make an amendment to the agenda and move agenda item number 7 to follow the current agenda item number 10 (Passing of Standing Resolution to Declare Interim Dividend). This change was proposed to better accommodate the nominees request to personally address the shareholders at this meeting and had been pre-agreed with all three nominees.
16. The Agenda of the Meeting was taken as read and approved. Shareholders were requested to second the motion.
17. The motion was seconded by Mr. Hussain Iyaad

E. MINUTES OF MEETING OF PREVIOUS YEARS' GENERAL MEETING

18. The Minutes of the 34th AGM (held as a hybrid meeting using Fahirvote on 20 March 2023) was published on the Company's website on 26 March 2023, requesting shareholders to submit comments and amendments to the minutes by 27 April 2023. No comments were received by the deadline.
19. As there were no requests for amendments from shareholders present at the meeting, the Minutes of the 34th AGM were deemed to be correct and approved. Shareholders were requested to second the motion.

20. The motion was seconded by Mr. Hassan Sharih Adam.

F. REVIEW OF THE YEAR

21. Before moving to the voting items of the agenda, a video illustrating the overview of the Dhiraagu's performance during the year 2023 was shown and webcasted.

G. VOTING PROCEDURE

22. The Company Secretary outlined the voting procedures of the meeting as follows:

- a. Questions relating to each resolution were to be attended immediately before moving on to voting. Shareholders and proxies could use the Message box to send in any questions. The messages were moderated by the Company Secretary before they are read.
- b. Six Resolutions were proposed as ordinary resolutions, which requires a simple majority of votes (more than 50% votes) of those shareholders and proxies present at the meeting.
- c. Resolutions put to vote at the AGM would be decided on a show of hands unless a poll is demanded by shareholder(s) present at the AGM who have at least ten per cent (10%) of the total shareholding.
- d. On a vote taken on poll, each Shareholder present in person or proxy will have one vote for every share he/she holds.
- e. If no poll is demanded, voting will be by default conducted on a show of hands where each shareholder present in person or by proxy is entitled to one vote each.
- f. Shareholders and proxies, who refrain from voting are shown as "abstained" and will not be counted when determining the results. Shareholders were also reminded that once a vote has been confirmed and submitted it cannot be changed.
- g. For each item, announcements will be made before closing the voting. Shareholders and proxies were advised to ensure that they cast their votes while the voting is open.

H. SUMMARY OF THE RESOLUTIONS

23. The Chairperson summarised the resolutions proposed for adoption at the Meeting, which were set out in the Notice of the 35th Annual General Meeting.

I. RESOLUTION TO APPROVE THE DIRECTORS' REPORT AND ANNUAL AUDITED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2023

24. Resolution No. 1 was to approve the Annual Report for 2023 which includes the Directors' Report and Audited Financial Statement for the year ending 31 December 2023. The Annual Report was published on 18 April 2024 on the Company's website.
25. Before putting forward the resolution, the Chairperson invited shareholders to send in any questions.
26. Mr. Hassan Rasheed Hussain queried about the increasing availability of alternative methods for accessing the internet (Starlink) and how Dhiraagu plans to address this challenge to maintain its competitive edge in the face of evolving consumer preferences and technological advancements.
27. With the permission of the Chairperson, Mr. Ismail Rasheed, CEO & Managing Director requested to answer this question under agenda item 11.
28. As there were no further questions and as a poll had not been demanded, the voting was conducted by a show of hands.
29. Shareholders **RESOLVED** to adopt the Annual Report which includes the Directors' Report and the Audited Financial Statements for the year ended 31 December 2023.
30. Resolution was passed with the necessary majority of 237 votes representing 100% of shareholders/proxies present at the meeting.

Selected Choice	No. of Votes	% Shareholders/ Proxies registered and Voting
Yes	237	100%
No	0	0
Total	237	100%

Abstained: 143

J. RESOLUTION TO APPROVE THE FULL YEAR AND FINAL DIVIDEND FOR 2023

31. Resolution No. 2 was to declare a full year dividend of MVR 7.50 per share, amounting to MVR 570,000,000 (five hundred and seventy million Rufiyaa) for the year 2023.

The full year dividend is made up of:

- i. MVR 1.66 per share (total MVR 126,160,000) which was paid as interim dividend in 2023,
and

- ii. MVR 5.84 per share (total MVR 443,840,000) as the final dividend for 2023 which is being proposed for shareholder approval at this Meeting.

The final dividend will be payable to all shareholders listed on the Company's Shareholders Register as at the announced Book Closure date of 16:00, 18 February 2024.

32. Before putting forward the resolution, the Chairperson invited shareholders to send in any questions relating to the resolution.
33. As there were no questions and as a poll had not been demanded, the voting was conducted by a show of hands.
34. Shareholders **RESOLVED** to declare a full year dividend of MVR 7.50 per share amounting to a total dividend of MVR 570,000,000 for the year 2023.
35. The resolution was passed with the necessary majority of 247 votes representing 96.48% of shareholders/proxies present at the meeting.

Selected Choice	No. of Votes	% Shareholders/ Proxies registered and Voting
Yes	247	96.48%
No	09	3.52%
Total	256	100%

Abstained: 124

K. RESOLUTION TO APPROVAL, THE NON-EXECUTIVE DIRECTORS FEES

36. Resolution no 3. was presented as an ordinary resolution to approve the Non-Executive Directors Fees as provided in the Notice.
37. The current fees have been in place since 2008. The proposed fees represent a 25% increase from the current fees and have been recommended following a thorough review of annual fees for companies of similar size and nature.
38. Before putting the resolution, the Chairperson invited shareholders to raise any questions relating to the resolution.
39. Mr. Hussain Zahir inquired about the current salary.
40. With the permission of the Chairperson, Uza. Hazrath Rasheed Hussain explained that the current salary for the Chairperson is MVR 20,000 per month, and for a member, it is MVR 10,000 per month. No changes are proposed for the sitting fees, which are MVR 3000 for the Chairperson and MVR 1000 for a member.
41. As there were no further questions and as a poll had not been demanded, the voting was conducted by a show of hands.

42. Shareholders **RESOLVED** to approve the Non-Executive Directors Fees as provided in the Notice.
43. The resolution was passed with the necessary majority of 225 votes representing 89.64% of shareholders/proxies present at the meeting.

Selected Choice	No. of Votes	% Shareholders/ Proxies registered and Voting
Yes	225	89.64%
No	26	10.36%
Total	251	100%

Abstained: 129

L. RESOLUTION TO APPOINT EXTERNAL AUDITORS

44. Resolution no 4. was presented as an ordinary resolution to appoint and set the remuneration of the Company's External Auditors to hold office until the conclusion of the next Annual General Meeting and carry out the year end statutory audit of the Company for the financial year 2024.
45. In accordance with the recommendation from the Audit Committee, the Board of Directors recommended to re-appoint KPMG (Chartered Accountants) as the Company's Auditors, to hold office until the conclusion of the next Annual General Meeting, and to set the Auditors' remuneration for a maximum fee of USD 51,000.00 excluding out of pocket expenses (capped at a maximum of 5% of fees), and 6% GST, to carry out the year-end statutory audit of the Company for the financial year 2024.
46. A tendering process was conducted in 2023 to recommend an External Auditor. The tender covers one year and is subject to shareholder approval at the Annual General Meeting. KPMG was the winning party from the tender process. The Board ensures that regulatory requirements and CMDA Corporate Governance Code on audit partner rotation are strictly adhered to. The Audit Partner was last rotated in 2019 and shall be rotated for this engagement.
47. Before putting the resolution, the Chairperson invited shareholders to raise any questions relating to the resolution.
48. Mr. Imran Mohamed Waheed queried if this is their last year.
49. With the permission of the Chairperson, Mr. Robin Wall, Chief Financial Officer responded, that Beyon conducts an annual tendering process to select the audit firm, and KPMG was chosen this time. The selection of the audit firm is based on the outcome of the tendering process. Additionally, there will be a rotation of partners this year.
50. As there were no further questions and as a poll had not been demanded, voting was conducted by show of hands and it was **RESOLVED** to re-elect KPMG (Chartered Accountants) as the

Company's Auditors, and to set the Auditors' remuneration to carry out the year-end statutory audit of the Company for the financial year 2024.

51. The Resolution was passed with the necessary majority of 231 votes representing 91.30% of shareholders/proxies present at the meeting.

Details of the vote:

Selected Choice	No. of Votes	% Shareholders/ Proxies registered and Voting
Yes	231	91.30%
No	22	8.70%
Total	253	100%

Abstained: 127

M. STANDING RESOLUTION TO DECLARE INTERIM DIVIDEND

52. Resolution No. 5 was to approve a Standing Resolution granting authority to the Board of Directors to declare an Interim Dividend in accordance with the Company's Dividend Policy during the Financial Year 2024.

53. Before putting forward the resolution, the Chairperson invited shareholders to raise any questions relating to the resolution.

54. As there were no questions and as a poll had not been demanded, the voting was conducted by a show of hands.

55. Shareholders **RESOLVED** to approve a Standing Resolution granting authority to the Board of Directors to declare any Interim Dividend in accordance with the Company's Dividend Policy during the Financial Year 2024.

56. The Resolution was passed with the necessary majority of 252 votes representing 99.21% of shareholders/proxies present at the meeting.

Details of the vote:

Selected Choice	No. of Votes	% Shareholders/ Proxies registered and Voting
Yes	252	99.21%
No	02	0.79%
Total	254	100%

Abstained:126

N. RESOLUTION TO APPOINT PUBLIC DIRECTOR

57. Resolution No.3 was to elect Public Director. Article 70(B)(iii) of the Company's Articles of Association states that the Public Director shall be elected by the shareholders at a General Meeting (where the shareholders exclude the Government of Maldives and Batelco).
58. The "Notice for Nomination for the Public Director" and the "Application Form for Directorship of Dhiraagu Plc" were published on 8 February 2024, with 3 March 2024 set as the deadline for submission. The announcement set out the Evaluation Criteria as decided by the Remuneration & Nomination Committee. The Notice was published on the Company's website.
59. Three applications were received to the call for the Directorship. The Board of Directors have recommended to nominate the name and profiles of Ms. Fathimath Zubna Adnan, Mr. Ahmed Mohamed Didi, and Mr. Muaviyath Umar.
60. Each has confirmed the absence of conflicts of interest that would impede the fulfilment of the responsibilities associated with the Public Director role. A brief profile of each nominee was provided in the Notice document.
61. An introduction video for each of the nominees was presented and each nominee was provided with 3 minutes to address the shareholders present.
62. Before putting the resolution for a vote, the Chairperson invited shareholders to send in any question.
63. As there were no questions and as a poll had not been demanded, the voting for the election of the Public Director was conducted by a show of hands. The Government of Maldives and Batelco were excluded from voting.
64. Shareholders **RESOLVED** to elect Mr. Ahmed Mohamed Didi as the Public Director to hold office for a tenure of 2 years, ending at the conclusion of the 37th Annual General Meeting.
65. The Resolution was passed with the necessary majority of 154 votes representing 46.95% of shareholders/proxies present at the meeting.

Details of the vote:

Selected Choice	No. of Votes	% Shareholders/ Proxies registered and Voting
Fathimath Zubna Adnan	90	27.43%
Ahmed Mohamed Didi	154	46.95
Muaviyath Umar	84	25.61
Total	328	100%

*Abstained: 52***O. ANY OTHER BUSINESS**

66. The Chairperson opened the floor for the shareholders to table any other matters that the shareholders would like to discuss.
67. Shareholder joining the meeting online were requested to use the message box to send in any questions.
68. Mr. Hassan Rasheed Hussain raised a query concerning the increasing availability of alternative internet access methods, such as Starlink, and inquired about Dhiraagu's strategy to maintain its competitive edge amidst evolving consumer preferences and technological advancements.
69. Mr. Ismail Rasheed appreciated the relevance of the question and elaborated on Starlink's emergence as a significant competitor in the industry, characterized by its history of disruptions and numerous rivals. Dhiraagu's approach involves evaluating its value proposition, recognizing Starlink as a competitor, and striving to enhance its services to sustain competitiveness. Furthermore, Mr. Ali Riyaz, the Chief Commercial Officer underscored Dhiraagu's proactive stance as a technology-driven company accustomed to managing disruptions. Highlighting the company's track record of adopting new technologies, such as nationwide 4G deployment, South Asia's first 5G launch, and Fiber to the Home services, he emphasised the incorporation of emerging technologies into the company's strategy to bolster its service offerings.
70. Mr. Dhetcinamoorthy Chelliah queried about a WhatsApp poll conducted among migrant workers, particularly Indians, regarding their experiences with Dhiraagu's telecom service. He listed concerns including network signal issues, slow internet speed, expensive mobile data, call disconnections, and short mobile data validity periods.
71. Although not familiar with the Whatsapp poll in question, Mr. Ismail Rasheed, CEO & Managing Director acknowledge the significance of the migrant worker segment and explained the varied experiences of individuals within this group. Mr. Ali Riyaz, the Chief Commercial Officer added

that the company actively engages with customers, including migrant workers, to understand their needs and tailor products and services accordingly, while also acknowledging areas for improvement.

72. In response to Mr. Shammass Abdulla Rasheed's query regarding the payout ratio forecast, Mr. Ismail Rasheed deferred to Mr. Robin Wall, the Chief Financial Officer, who explained the company's aim to maintain a payout ratio of 50% of net profit in accordance with the Dividend Policy, publicly available on the company's website.
73. Mr. Dhetcinamoorthy Chelliah inquired about special offers for shareholders and potential packages for migrant workers.
74. Mr. Dhetcinamoorthy Chelliah reiterated his inquiry about special offers for shareholders and packages for migrant workers.
75. Mr. Ismail Rasheed highlighted the company's efforts to cater to diverse shareholder needs and mentioned special packages for expatriates, including migrant workers.
76. Mr. Shammass Abdulla Rasheed sought clarification on the operational timeline for the SEA-ME-WE 6 Maldives link.
77. Mr. Ahmed Abdulrahman, Deputy Chairperson, indicated an expected operational timeframe of 2026.
78. Mr. Dhetcinamoorthy Chelliah raised concerns regarding the replacement of damaged fiber cables and the supervision of work by private contractors, citing instances of improper disposal.
79. Mr. Ismail Rasheed requested Mr. Mohamed Musad, Chief Technology & Information Officer, to address the query. Mr. Musad explained the collaborative approach involving various parties to repair damaged cables, ensuring adherence to international standards.
80. Mr. Dhetcinamoorthy Chelliah inquired about 24-hour technical support for enterprise customers and the handling of complaints received after 7 p.m.
81. Mr. Mohamed Musad clarified that technical support availability depends on the issue's nature, with remote support offered 24/7 and physical visits subject to transportation logistics.
82. Mr. Hassan Rasheed Hussain inquired about Dhiraagu's proactive measures to protect customers from scams given its access to customer data.
83. Mr. Ismail Rasheed tasked Mr. Mohamed Musad with addressing the query, who assured the company's commitment to customer protection through stringent security measures and collaboration with partners.
84. Mr. Dhetcinamoorthy Chelliah inquired about communicating Annual General Meeting (AGM) information to shareholders' emails.
85. Mr. Ismail Rasheed redirected the question to Uza. Hazrath Rasheed Hussain, Director Legal & Company Secretary, who emphasised ongoing efforts to enhance communication with shareholders.

86. Mr. Abdulla Jameel queried about the reintroduction of Dhiraagu TV following a change in government.
87. Mr. Ismail Rasheed clarified regulatory hurdles preventing DhiraaguTV's return.
88. Mr. Mohamed Waheed Ali asked about the public director vote.
89. Uza. Hazrath Rasheed Hussain addressed procedural matters related to the voting process, explaining that one nominee had been unable to vote, and it was notified by the Maldives Security Depository (MSD) officials. The technical issues were addressed and extra time was given to other shareholders to alert officials of any such difficulty before the voting was closed for that resolution.
90. Mr. Dhetcinamoorthy Chelliah proposed providing special data allocations to migrant frontline workers.
91. Uza. Hazrath Rasheed Hussain indicated that the question had been previously addressed.
92. Mr. Hassan Rasheed commented on the font size in the Annual Report, expressing it to be too small.
93. Uza. Hazrath Rasheed Hussain acknowledged the concern.
94. Mr. Hassan Rasheed Hussain inquired about potential new business areas following DhiraaguTV's discontinuation.
95. With permission from the Chairperson, Mr. Ismail Rasheed emphasized Dhiraagu's strategic goal of exploring new business avenues, highlighting initiatives in digital services, mobile money, cybersecurity, and data center services.
96. Mr. Imran Mohamed Waheed expressed gratitude for cybersecurity investments and posed questions on cybersecurity measures and AI assistance in combating scams.
97. Mr. Mohamed Musad outlined Dhiraagu's multifaceted approach to cybersecurity, including technology investments, partnerships, employee training, and cooperation with government agencies.
98. Mr. Ismail Rasheed assured prompt resolution of customer complaints and emphasised the company's commitment to customer satisfaction.
99. Mr. Hassan Rasheed inquired about auditors' price quotations.
100. Mr. Robin Wall clarified the confidentiality surrounding price quotations.
101. Mr. Shammass Abdulla Rasheed questioned the impact of additional international submarine cable connections on the SEA-ME-WE 6 business case and ROI.
102. Mr. Ismail Rasheed explained the objectives of the SEA-ME-WE-6 project and affirmed their achievement despite new cable connections.
103. Mr. Mohamed Falaah Dawood inquired about increasing staff benefits and salaries.
104. Mr. Ismail Rasheed highlighted the company's ongoing review and enhancement of employee benefits.

105. Ms. Fazeena Hassan Kareem asked about CSR initiatives addressing drug abuse.
106. Mr. Ismail Rasheed underscored CSR efforts focused on community concerns, particularly youth development and management.
107. Mr. Mohamed Farshath shared his observation and congratulations to Dhiraagu for the excellent arrangements at the meeting. He specifically appreciated the initiative to allow public board directors to present themselves in front of shareholders at the AGM, suggesting that other listed companies should follow suit. He also congratulated Ahmed Mohamed Didi and Dhiraagu PLC, along with the Dhiraagu staff and Company Secretary Team for their work.
108. Mr. Ismail Rasheed, CEO & Managing Director, expressed gratitude for the sentiments and acknowledged the team's efforts in organising the event and serving customers.

P. CONCLUSION

109. Before concluding the meeting, the Chairperson expressed his gratitude for the assistance extended by the Ministry of Cities, Local Government and Public Works, Ministry of Homeland Security and Technology, Ministry of Economic Development, Ministry of Finance and Treasury, our regulators the Communication Authority of Maldives, the Capital Market Development Authority and the Maldives Monetary Authority as well as all other Government institutions for their support to Dhiraagu in the year 2023.
110. The Chairperson also thanked the Maldives Stock Exchange and Maldives Securities Depository and the Officials who help to organise this hybrid meeting.
111. The Chairperson once again thanked all the shareholders for participating in the meeting and declared the 35th Annual General Meeting of Dhiraagu Plc for the Financial Year 2023 closed at 22:05pm.

Chairperson:

Date:

ANNEX 1 – Summary of Attendance at the 35th Annual General Meeting 2023.

	No Registered	Total number of shares represented	% of Paid-up Share Capital	No Present
Shareholders	136	87,101	0.11%	74 (In person) 26 (Present virtually)
Proxies representing shareholders	244	71,391,301	93.93%	235
Total no of Shareholders represented	380	71,478,402	94.04%	335