



**Wellness Noni Limited**

L74990TN1992PLC023697

## **WELLNESS NONI LIMITED**

CIN : L74990 TN 1992 PL C023697

Registered Office : 30, Ramappa Nagar Main Road, Perungudi, Chennai - 600 096, India  
Phone : 044-2496 0030 E-mail : mail@wellnessnoni.net Visit : www.wellnessnoni.net

### **NOTICE TO SHAREHOLDERS**

Dear Shareholder(s)

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the members of M/s. Wellness Noni Limited will be held on Saturday, the 28th September 2019 at 11.30 a.m. at 30, Ramappa Nagar Main Road, Perungudi, Chennai 600 096, to transact the following business:

#### **A. ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Auditors and the Board of Directors thereon.
2. To appoint a Director in the place of Mr. Rajalingam Rajarajan (DIN: 08029014) who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Statutory 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 Sections 139,141,142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Companies (Audit and Auditors) Rules, 2014 made there under and other applicable rules, if any, under the Act and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to recommendation of Audit Committee M/s. SWAROOP ANAND & Co, Chartered Accountants (Registration No. 4324 Membership No. 28457), be and are hereby appointed as the Statutory Auditors of the Company, commencing from the conclusion of this Annual General Meeting till the conclusion of 32nd Annual General Meeting on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in connection with the audit of Accounts of the Company.

#### **B. SPECIAL BUSINESS**

(To consider and if thought fit, to pass the following Resolution as Special Resolution)

4. To appoint Shri. Yakub Ashraf Ali, (holding DIN: 02520292) as Whole Time Director and in this regard to consider and if thought fit to pass with or without modification(s), following resolution as an Ordinary Resolution.

"RESOLVED THAT Shri. Yakub Ashraf Ali, (holding DIN: 02520292), who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on February 14, 2019, pursuant to the provisions of Section 161 of the Companies Act, 2013 holds office up to the date of forth coming Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member along with prescribed deposit, proposing her candidature for the office of Director, be and is hereby appointed a Whole Time Director of the Company.



"RESOLVED FURTHER THAT pursuant to Section 117, 196, 197, 203 and read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remunerating of Managerial Personnel), Rule 2014, pursuant to the recommendations of the Nomination & Remuneration Committee of the Board of Directors Shri. Yakub Ashraf Ali, (holding DIN: 02520292), be and hereby appointed as Executive Director for a period of Five (05) years with effect from September 28, 2019, and be paid remuneration as detailed below:- "

a) Monthly pay of Rs. 45,000/- (Rupees Forty Five Thousand Only) per month with authority to the Nomination & Remuneration Committee of the Board of Directors to grant suitable increments from time to time with immediate effect.

b) All other terms and conditions as applicable to employees of the Company.

"MINIMUM REMUNERATION: In the event of loss or inadequacy of profit, in any financial year during the tenure of service the payment of salary, commission, perquisites and other allowances shall be governed by provisions of the Companies Act, 2013, including all statutory modification or reenactment thereof as may for the time being in force."

"RESOLVED FURTHER THAT disclosures under Section 184 and 189 read with all other applicable provisions of the Companies Act, 2013 as received from Shri. Yakub Ashraf Ali, (holding DIN: 02520292), disclosing inter alia his concern or interest in any contract or arrangement which may be entered into with such body corporate or firm as per Statement brought up and read in this meeting be and are hereby recorded in the Register of Contracts maintained under Section 189 of the Companies Act, 2013."

5. To appoint Shri. Rajalingam Rajarajan, (holding DIN: 08029014) as Whole Time Director and in this regard to consider and if thought fit to pass with or without modification(s), following resolution as an Ordinary Resolution.

"RESOLVED FURTHER THAT pursuant to Section 117, 196, 197, 203 and read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remunerating of Managerial Personnel), Rule 2014, pursuant to the recommendations of the Nomination & Remuneration Committee of the Board of Directors Shri. Rajalingam Rajarajan, (holding DIN: 08029014), be and hereby appointed as Whole Time Director for a period of Five (05) years with effect from September 28, 2019, and be paid remuneration as detailed below:-"

c) Monthly pay of Rs. 30,000/- (Rupees Thirty Thousand Only) per month with authority to the Nomination & Remuneration Committee of the Board of Directors to grant suitable increments from time to time with immediate effect.

d) All other terms and conditions as applicable to employees of the Company.

"MINIMUM REMUNERATION: In the event of loss or inadequacy of profit, in any financial year during the tenure of service the payment of salary, commission, perquisites and other allowances shall be governed by provisions of the Companies Act, 2013, including all statutory modification or reenactment thereof as may for the time being in force."

"RESOLVED FURTHER THAT disclosures under Section 184 and 189 read with all other applicable provisions of the Companies Act, 2013 as received from Shri. Rajalingam Rajarajan, (holding DIN: 08029014), disclosing inter alia his concern or interest in any contract or arrangement which may



be entered into with such body corporate or firm as per Statement brought up and read in this meeting be and are hereby recorded in the Register of Contracts maintained under Section 189 of the Companies Act, 2013."

By Order of the Board

Date : 14-08-2019

for WELLNESS NONI LIMITED

Place : Chennai

Sd/-

Suganya Ramamoorthy

Company Secretary & Compliance Officer

Notes :

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed there under, in respect of the Special Business under Item Nos. 4 & 5 of the accompanying Notice are annexed hereto

2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a Proxy to attend instead of himself / herself and such Proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective must be deposited at the Company's Registered Office, duly completed and signed in the format sent herewith, not less than FORTY EIGHT HOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

3. A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such person shall not act as a proxy for any other person or shareholder. Corporate Members intending to send their authorized representatives' to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

4. Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment at the AGM is provided under a separate heading, which forms part of this Notice.

5. The Register of Members and Share Transfer Books of the Company will remain closed from 24-09-2019 to 28-09-2019 (both days inclusive) Members are requested to bring the Annual Report for their reference at the Meeting. Admission Slip duly filled in shall be handed over at the entrance of the meeting hall.

6. Pursuant to Section 113 of the Companies Act, 2013 and Rules framed there under, the corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution and Power of Attorney, if any, authorizing their representative(s) to attend and vote on their behalf at the AGM.

7. Members, who hold shares in dematerialized form, are requested to quote Depository Account Number (client ID no.) for recording of attendance at the Meeting.



8. Electronic mode of the Notice of the 27th AGM of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice along with Attendance Slip and Proxy Form is being sent in the permitted mode.

9. Members may also note that the Notice of the 27th AGM and the Annual Report for 2018-19 will be available on the Company's website [www.wellnessnoni.net](http://www.wellnessnoni.net) and the physical copies of the aforesaid documents will also be available at the Registered Office of the Company in Chennai for inspection during normal business hours on working days. Even after registering for e-communications, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the company's investor e-mail ID: [mail@wellnessnoni.net](mailto:mail@wellnessnoni.net).

10. The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the member at the AGM.

11. Pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members are informed that they may nominate at any time, in the prescribed manner, a person to whom their shares in the Company shall vest in the unfortunate event of their death. Members whose shareholding is in the electronic mode are requested to direct change of address notification and update of Saving Bank Account details to their respective Depository Participant(s). If the shares are held in physical form are requested to register their e-mail address with the company / RTA of the company. The Nomination Form SH-13 and SH-14 are available on the website of the Company.

12. Members are requested to address all correspondence for all matters, to the Registrar and Share Transfer Agents, Cameo Corporate Services Limited, (Unit: Wellness Noni Ltd.), by writing to them at Subramanian Building, No.1, Club House Road, Anna Salai, Chennai-600 002, or by E-Mail to [investor@cameoindia.com](mailto:investor@cameoindia.com).

13. The Securities and Exchange Board of India (SEBI) had mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic format, therefore requested to submit their PAN to their Depository Participant(s). Members holding in physical form shall submit their PAN details to the Company.

14. As per Regulation 40(7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.



15. The Ministry of Corporate Affairs (MCA), Government of India has introduced 'Green Initiative in Corporate Governance' by allowing paperless compliance by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder. In case you have not registered your e-mail Id, please communicate the same to the Company or its RTA at their communication address given in the Annual Report in respect of the shares held in physical mode or communicate to your DPs concerned in respect of shares held in demat / electronic mode. Although you are entitled to receive physical copy of the Notices, Annual Reports, etc. from the Company, we sincerely seek your support to enable us to forward these documents to you only by e-mail, which will help us to participate in the Green Initiative of the MCA and to protect our environment

16. Members are requested to bring and produce their Attendance Slip duly signed as per the specimen signature recorded with the Company / DPs for admission to the AGM venue.

17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members of the Company without payment of fees at the Registered Office of the Company at 30, Ramappa Nagar Main Road, Perungudi, Chennai - 600 096. Inspection by the Members can be done on any working day between 11:00 a.m. and 1:00 p.m. up to the date of AGM of the Company and shall also be available at the venue of the AGM.

18. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of SEBI LODR Regulations 2015, the company is providing a facility to its members to exercise their vote electronically through the remote e-voting facility arranged by CDSL for all items of business as set out in the notice of the AGM and confirms that the business can be transacted through e-voting in pursuance of the above provisions. The facility for voting through ballot/poll paper will also be made available at the AGM and the members who have not already cast their votes by remote e-voting will be able to exercise their right at the AGM through voting by ballot / poll paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The Notice of the 27th AGM and instructions for e-voting, along with Attendance Slip and Proxy Forms, is being sent to all members by Registered Post / Speed Post.

#### 19. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (listing Obligations and Disclosure Requirements), Regulations 2015, the Company is providing Members facility to exercise their right to vote on resolutions proposed to be considered at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (remote e-Voting) will be provided by Central Depository Services (India) Limited (CDSL):

I. The instructions for e-voting are as under:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Select "WELLNESS NONI LTD" from the drop down menu and click on "SUBMIT".



(iv) Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Image Verification as displayed and Click on Login).

(v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given in points (vi) and (vii).

(vi) Fill up the following details in the appropriate boxes:

**For Members holding shares in Demat Form and Physical Form**

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li></ul>
Dividend Bank Details or Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.
DOB	<ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the sequence number (Sequence number has been provided as Serial number in the address label and / or in the e-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Rajesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

# Please enter any one of the details in order to login., in case the details are not recorded with the depository and company please enter the Member ID / Folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Set Password' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.

(ix) For Members holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.



- (x) Click on the EVSN for Wellness Noni Ltd.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- III. You can also update your mobile number and e-mail id in the user profile details of the portfolio which may be used for sending future communication(s).
- IV. The e-voting period commences on 25.09.2019 (10:00 am) and ends on 27.09.2019 (5:00 pm). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 23-09-2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 23-09-2019. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- VI. Mrs. Saimathy Practicing Company Secretary (COP NO -16417), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM have not cast their votes by availing the remote e-voting facility.
- The scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the



conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the Company's website [www.wellnessnoni.net](http://www.wellnessnoni.net) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him writing. The results shall also be immediately forwarded to the BSE Limited, where equity shares are listed.

The Road map showing directions to reach the venue of the AGM is annexed for convenience of members.

## **Explanatory Statement in respect of the Special Business**

(Pursuant to Section 102 of the Companies Act, 2013)

### **ITEM NO: 4**

Appointment of Mr. Y. Asharaf Ali as Director and whole time Director

Mr. Y. Asharaf Ali has been appointed as director of the Company with effect from 14th February 2019. Taking into consideration of his rich experience and contribution to the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, recommended to the shareholders at their Board meeting held on 14th August 2019 for appointing Mr. Y. Asharaf Ali as Whole time director of the Company with effect from ensuing annual general meeting. The terms and conditions of appointment are mentioned in the resolution.

Mr. Y. Asharaf Ali is IT Technical Software Engineer and an is also associated with Technical analysts in software developing and web development programming. Mr. Y. Asharaf Ali has completed MA. He is not a Chairman/Member of any Committee of the Board. He does not hold any Equity shares of the Company. Mr. Y. Asharaf Ali is not related to any of the directors of the company.

Mr. Y. Asharaf ali, was co-opted as an Additional Director of the Company with effect from 14th February 2019 at the meeting of Board of Directors of the company and who holds office till the date of this Annual General Meeting. Mr. Y. Asharaf Ali is having more than 20 years of experience in IT, Technical and Software Field, Considering his experience and his valuable contribution to the company, the Directors are of the opinion that his continuance as Director will be of immense benefit to the company.

Hence this Ordinary Resolution is being placed before the members for approval. Except Mr. Y. Ashraf Ali, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, directly or indirectly, in this Ordinary Resolution.

### **ITEM NO: 5**

Appointment of Mr. R Rajarajan as Whole time Director

Mr. R. Rajarajan has been appointed as director of the Company with effect from 30th May 2018. Taking into consideration of his rich experience and contribution to the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, recommended to the shareholders at their Board meeting held on 14th August 2019 for appointing Mr. R. Rajarajan as Whole time director of the Company with effect from ensuing annual general meeting. The terms and conditions of appointment are mentioned in the resolution.

Mr. R. Rajarajan is IT Technical Software Engineer and an is also associated with Technical analysts in software developing and web development programming. Mr. R. Rajarajan has completed MCA. He is





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not a Chairman/Member of any Committee of the Board. He does not hold any Equity shares of the Company. Mr. R. Rajarajan is not related to any of the directors of the company.

Mr. R. Rajarajan, was co-opted as an Additional Director of the Company with effect from 30th May 2018 at the meeting of Board of Directors of the company and who holds office till the date of this Annual General Meeting. Mr. R. Rajarajan is having more than 20 years of experience in IT, Technical and Software Field, Considering his experience and his valuable contribution to the company, the Directors are of the opinion that his continuance as Director will be of immense benefit to the company.

Hence this Ordinary Resolution is being placed before the members for approval. Except Mr. R. Rajarajan, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, directly or indirectly, in this Ordinary Resolution.

Date : 14-08-2019

By Order of the Board

Place : Chennai

for WELLNESS NONI LIMITED

Sd/-

S. Kala

Managing Director

(DIN No. 00871183)

INFORMATION RELATING to [Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings (SS-2) issued by the ICSI]

Particulars	Y. Asharaf Ali	R. Rajarajan
Date of Birth	14.04.1976	18.12.1972
Date of Appointment	14-2-2019	30-05-2018
Qualifications	MA	MSC (Computer Science)
Expertise in specific	MSSQL configurations - Windows,Server, Maintenance of Servers, Firewall Maintenance, Network Maintenances	associated with Technical analysts in software developing and web development programming.
Functional area		
Directorship held in other public companies (excluding foreign companies)	-	-
Memberships / Chairmanships of committees of other Public companies (includes only Audit and Shareholders/ Investors Grievance Committee)	-	-
Number of shares held in the Company	-	-