



K. C. DHANUKA & CO.

COMPANY SECRETARIES

419, CENTRE POINT,
21 HEMANTA BASU SARANI,
KOLKATA - 700 001
& : 2248-5806, 3022-5806,
Mobile : 98300 53619,
E-mail : dhanuka419@yahoo.co.in

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Dhunseri Investments Limited.
Dhunseri House
4A, Woodburn Park,
Kolkata-700020

Dear Sir,

Sub: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014.

I, Kailash Chandra Dhanuka, Practicing Company Secretary (FCS-2204/ CP-1247) and proprietor of M/s. K. C. Dhanuka & Co., Company Secretaries, Kolkata had been appointed, as the Scrutinizer by the Board of Directors of Dhunseri Investments Limited ("Company"), vide resolution dated May 27th 2016, pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 to conduct the E-voting as well as physical voting process in respect of the below mentioned resolutions to be passed at the 19th Annual General Meeting of the Company, held on Wednesday, the 10th August, 2016 at 10.30 A.M. at "Kala Kunj", Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata – 700017.

The Company had also provided the facility of voting through ballot paper to the members present at the AGM and who had not cast their vote earlier through remote e-voting.

The Company has engaged National Securities Depository Limited ("NSDL") as the authorized agency to provide secured system for remote e-voting process.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 19th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through the electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports





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generated from the electronic voting system provided by the National Securities Depository Limited(NSDL) and the report generated by use of ballot papers.

Further to the above, I submit my report as under:-

- i) The e-voting period remained open from August 07, 2016 (9:00 am) to August 09, 2016 (5:00 pm)
- ii) The Members of the Company as on the "cut-off" date (record date for the purpose of e-voting, i.e. August 03, 2016) were entitled to vote on the resolutions (item no. 1 to 7 as set out in the Notice of 19th AGM of the Company).
- iii) After the close of period for remote e-voting and before the start of the general meeting, the details of the members who had cast their votes through remote e-voting, such as their names, folios, number of shares held etc., were downloaded from the e-voting module of NSDL, to ensure that members who have cast their votes through remote e-voting do not vote again at the AGM.
- iv) At the 19th AGM, the Chairman declared the voting by ballot paper; ballot box kept for polling was locked in my presence.
- v) The locked ballot boxes were subsequently opened in my presence along with two witnesses, Ms Devika Priyadarsini and Mr. Sukumar Kundu, who are not in employment of the Company.
- vi) The ballot papers which were incomplete and/or wrongly filled and/or otherwise found defective have been treated as invalid and kept separately and not considered for the purpose of this report.
- vii) After counting the votes cast by members and proxy holders present at the 19th AGM through ballot papers, the votes cast through remote e-voting were unblocked on August 10th, 2016 at 11:15 am in the presence of two witnesses, Ms Devika Priyadarsini and Mr. Sukumar Kundu, who are not in employment of the Company. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for"/"against" each of the resolutions that were put to vote, were generated from the e-voting website of NSDL.
- viii) Based on the reports generated from the NSDL e-voting website and the voting through ballot paper at the 19th AGM, the consolidated report on the voting on each resolution, pursuant to Rule 20(4)(xii) of the Companies Amendment Rules, 2015, is as under:





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A. ORDINARY BUSINESS

1. As an Ordinary Resolution

Adoption of the Audited Financial Statements of the Company for the year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.

i. Voted in favour of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	17	4570004	99.97%
Voting through Ballot Forms	5	1070	0.03%*
Total	22	4571074	100%

ii. Voted against the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	4	107	0.0%
Voting through Ballot Forms	0	0	0.0%
Total	4	107	0.0%

iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	0	0
Voting through Ballot Forms	1	10
Total	1	10

*Rounded Off

2. As an Ordinary Resolution

Declaration of dividend on Equity Shares for the year ended 31st March, 2016.

i. Voted in favour of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	19	4570101	99.98%
Voting through Ballot Forms	5	1070	0.02%*
Total	24	4571171	100%

ii. Voted against the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	2	10	0.0%
Voting through Ballot Forms	0	0	0.0%
Total	2	10	0.0%





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iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	0	0
Voting through Ballot Forms	1	10
Total	1	10

*Rounded Off

3. As an Ordinary Resolution

Re-appointment of Mr. Brijesh Kumar Biyani (DIN 00279328) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.

i. Voted in favour of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	18	4570077	99.98%
Voting through Ballot Forms	5	1070	0.02%*
Total	23	4571147	100%

ii. Voted against the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	3	34	0.0%
Voting through Ballot Forms	0	0	0.0%
Total	3	34	0.0%

iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	0	0
Voting through Ballot Forms	1	10
Total	1	10

*Rounded Off

4. As an Ordinary Resolution

Appointment of Statutory Auditors and fixing of their remuneration.

i. Voted in favour of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	17	4570004	99.97%
Voting through Ballot Forms	5	1070	0.03%*
Total	22	4571074	100%





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ii. Voted against the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	4	107	0.0%
Voting through Ballot Forms	0	0	0.0%
Total	4	107	0.0%

iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	0	0
Voting through Ballot Forms	1	10
Total	1	10

*Rounded Off

B. SPECIAL BUSINESS

5. As an Ordinary Resolution

Appointment of Mrs. Aruna Dhanuka (DIN: 00005677) as Managing Director with concurrent designation of Chief Executive Officer (CEO).

i. Voted in favour of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	17	4570004	99.97%
Voting through Ballot Forms	5	1070	0.03%*
Total	22	4571074	100%

ii. Voted against the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	4	107	0.0%
Voting through Ballot Forms	0	0	0.0%
Total	4	107	0.0%

iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	0	0
Voting through Ballot Forms	1	10
Total	1	10

*Rounded Off





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6. As an Ordinary Resolution

Appointment of Mr. Purushottam Jagannath Bhide (DIN: 00012326) as an Independent Director, not liable to retire by rotation.

i. Voted in favour of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	17	4570004	99.97%
Voting through Ballot Forms	5	1070	0.03%*
Total	22	4571074	100%

ii. Voted against the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	4	107	0.0%
Voting through Ballot Forms	0	0	0.0%
Total	4	107	0.0%

iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	0	0
Voting through Ballot Forms	1	10
Total	1	10

*Rounded Off

7. As an Ordinary Resolution

Appointment of Mr. Aarti Bansal Agarwal (DIN: 00152346) as an Independent Director, not liable to retire by rotation.

i. Voted in favour of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	17	4570004	99.97%
Voting through Ballot Forms	5	1070	0.03%*
Total	22	4571074	100%

ii. Voted against the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	4	107	0.0%
Voting through Ballot Forms	0	0	0.0%
Total	4	107	0.0%





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iii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)
E-voting	0	0
Voting through Ballot Forms	1	10
Total	1	10

*Rounded Off

The Registers, all other papers and relevant records relating to e-voting and ballot papers shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking you,

Place: Kolkata

Dated: 11.08.2016

Yours faithfully,

K. C. DHANUKA & CO.
Company Secretaries

K. C. Dhanuka

K. C. DHANUKA
Proprietor

FCS-2204, CP-1247

11/08/2016

Format for Voting Results

Date of the AGM/EGM	10 th August, 2016
Total number of shareholders on record date	18813
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	9
Public:	97
No. of Shareholders attended the meeting through Video Conferencing	NA
Promoters and Promoter Group:	
Public:	

Agenda- wise disclosure (to be disclosed separately for each agenda item)

A. Ordinary Business									
1. Ordinary Resolution		Adoption of Audited Financial Statements and the Report of the Board of Directors' and Auditors' thereon							
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	4569999	4569999	100	4569999	0	100	0	
	Poll / Ballot / Physical Form	0	0	0	0	0	0	0	
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	
	Total	4569999	4569999	100	4569999	0	100	0	
Public-Institutions	E-Voting	0	0		0	0			
	Poll / Ballot / Physical Form	0	0		0	0			
	Postal Ballot (if applicable)	NA	NA		NA	NA			
	Total	0	0		0	0			
Public-Non Institutions	E-Voting	112	112	100	5	107	4.46	95.54	
	Poll / Ballot / Physical Form	1070	1070	100	1070	0	100	0	
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	
	Total	1182	1182	100	1075	107	90.95	9.05	
Total		4571181	4571181	100	4571074	107	100	0.00	



2. Ordinary Resolution			Declaration of Dividend on Equity Shares @ Rs. 1.50 per shares for the year ended 31 st March, 2016					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4569999	4569999	100	4569999	0	100	0
	Poll / Ballot / Physical Form	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	4569999	4569999	10	4569999	0	100	0
Public-Institutions	E-Voting	0	0		0	0		
	Poll / Ballot / Physical Form	0	0		0	0		
	Postal Ballot (if applicable)	NA	NA		NA	NA		
	Total	0	0		0	0		
Public-Non Institutions	E-Voting	112	112	100	102	10	91.07	8.93
	Poll / Ballot / Physical Form	1070	1070	100	1070	0	100	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1182	1182	100	1172	10	99.15	0.85
Total		4571181	4571181	100	4571171	10	100	0.00

3. Ordinary Resolution			Re-appointment of Mr. Brijesh Kumar Biyani (DIN: 00279328) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4569999	4569999	100	4569999	0	100	0
	Poll / Ballot / Physical Form	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	4569999	4569999	10	4569999	0	100	0
Public-Institutions	E-Voting	0	0		0	0		
	Poll / Ballot / Physical Form	0	0		0	0		
	Postal Ballot (if applicable)	NA	NA		NA	NA		
	Total	0	0		0	0		



Public-Non Institutions	E-Voting	112	112	100	78	34	69.64	30.36
	Poll / Ballot / Physical Form	1070	1070	100	1070	0	100	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1182	1182	100	1148	34	97.12	2.88
Total		4571181	4571181	100	4571147	34	100	0.00

4. Ordinary Resolution		Appointment of Statutory Auditors and fixing of their remuneration.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes on Polled outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4569999	4569999	100	4569999	0	100	0
	Poll / Ballot / Physical Form	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	4569999	4569999	10	4569999	0	100	0
Public-Institutions	E-Voting	0	0		0	0		
	Poll / Ballot / Physical Form	0	0		0	0		
	Postal Ballot (if applicable)	NA	NA		NA	NA		
	Total	0	0		0	0		
Public-Non Institutions	E-Voting	112	112	100	5	107	4.64	95.54
	Poll / Ballot / Physical Form	1070	1070	100	1070	0	100	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1182	1182	100	1075	107	90.95	9.05
Total		4571181	4571181	100	4571074	107	100	0.00

B. Special Business	
5. Ordinary Resolution	Appointment of Mrs. Aruna Dhanuka (DIN: 00005677) as Managing Director with concurrent designation of Chief Executive Officer (CEO)
Whether promoter/ promoter group are interested in the agenda/resolution?	



Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled outstanding shares	Votes on	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100		(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4569999	4569999	100		4569999	0	100	0
	Poll / Ballot / Physical Form	0	0	0		0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA		NA	NA	NA	NA
	Total	4569999	4569999	10		4569999	0	100	0
Public-Institutions	E-Voting	0	0			0	0		
	Poll / Ballot / Physical Form	0	0			0	0		
	Postal Ballot (if applicable)	NA	NA			NA	NA		
	Total	0	0			0	0		
Public-Non Institutions	E-Voting	112	112	100		5	107	4.64	95.54
	Poll / Ballot / Physical Form	1070	1070	100		1070	0	100	0
	Postal Ballot (if applicable)	NA	NA	NA		NA	NA	NA	NA
	Total	1182	1182	100		1075	107	90.95	9.05
Total		4571181	4571181	100		4571074	107	100	0.00

B. Special Business									
6. Ordinary Resolution									
Appointment of Mr. Purushottam Jagannath Bhide (DIN: 00012326) as an Independent Director, not liable to retire by rotation.									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled outstanding shares	Votes on	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100		(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4569999	4569999	100		4569999	0	100	0
	Poll / Ballot / Physical Form	0	0	0		0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA		NA	NA	NA	NA
	Total	4569999	4569999	10		4569999	0	100	0
Public-Institutions	E-Voting	0	0			0	0		
	Poll / Ballot / Physical Form	0	0			0	0		
	Postal Ballot (if applicable)	NA	NA			NA	NA		
	Total	0	0			0	0		
Public-Non Institutions	E-Voting	112	112	100		5	107	4.64	95.54
	Poll / Ballot / Physical Form	1070	1070	100		1070	0	100	0
	Postal Ballot (if applicable)	NA	NA	NA		NA	NA	NA	NA
	Total	1182	1182	100		1075	107	90.95	9.05
Total		4571181	4571181	100		4571074	107	100	0.00



B. Special Business								
7. Ordinary Resolution			Appointment of Mrs. Aarti Bansal Aggarwal (DIN: 00152346) as an Independent Director, not liable to retire by rotation.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4569999	4569999	100	4569999	0	100	0
	Poll / Ballot / Physical Form	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	4569999	4569999	100	4569999	0	100	0
Public-Institutions	E-Voting	0	0		0	0		
	Poll / Ballot / Physical Form	0	0		0	0		
	Postal Ballot (if applicable)	NA	NA		NA	NA		
	Total	0	0		0	0		
Public-Non Institutions	E-Voting	112	112	100	5	107	4.64	95.54
	Poll / Ballot / Physical Form	1070	1070	100	1070	0	100	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1182	1182	100	1075	107	90.95	9.05
Total		4571181	4571181	100	4571074	107	100	0.00

