

LTIM/SE/STAT/2023-24/62

July 19, 2023

National Stock Exchange of India Limited,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E)
Mumbai - 400 051

The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400 001

NSE Symbol: LTIM**BSE Scrip Code:** 540005

Dear Sir(s)/Madam,

Sub: Submission of Voting Results along with the Scrutinizer's Report for the 27th AGM

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Scrutinizer's Report and the voting results in respect of the items forming part of the Notice convening the 27th Annual General Meeting ('AGM') held on July 17, 2023 at 3:45 p.m. (IST).

On the basis of the report submitted by the Scrutinizer, we confirm that all the resolutions outlined in the Notice convening the 27th AGM have been passed with requisite majority.

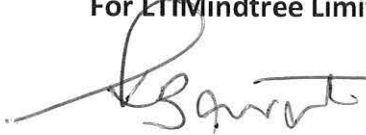
The voting results and the Scrutinizer's Report are also available on the Company's website at www.ltimindtree.com/investors

Please take the above on record.

Thanking you,

Yours faithfully,

For LTIMindtree Limited


Da (Tridib Barat)

Company Secretary & Compliance Officer



Encl: As above

LTIMindtree Limited
(Formerly Larsen & Toubro Infotech Limited)

Branch Office: Tower 1, Gate No. 5, Saki Vihar Road, Powai, Mumbai - 400072, Maharashtra, INDIA. T: +91 22 6776 6776 F: +91 22 4313 0997

Registered Office: L&T House, Ballard Estate, Mumbai - 400 001, INDIA
www.ltimindtree.com | Email: Info@ltimindtree.com | CIN: L72900MH1996PLC104693

LTIMindtree Limited is a subsidiary of Larsen & Toubro Limited



CONSOLIDATED REPORT OF SCRUTINIZER

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
LTIMindtree Limited,
(Formerly Larsen & Toubro Infotech Limited)
L&T House, Ballard Estate,
Mumbai – 400 001

Sub: Scrutinizer's report on e-voting conducted for the 27th Annual General Meeting of LTIMindtree Limited.

I, CS Ashish O. Lalpuria (Membership No. FCS 9381, Certificate of Practice No. 11155), Company Secretary in Practice and Proprietor of M/s. Ashish O. Lalpuria & Co. was appointed as Scrutinizer by the Board of Directors of the LTIMindtree Limited ('the Company'/'LTIM') for conducting & scrutinizing the e-voting process in a fair and transparent manner, in respect of the resolutions stated in the Notice (dated May 12, 2023) convening the 27th AGM of LTIM on Monday, July 17, 2023 at 3:45 p.m. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), in compliance of the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Management's Responsibility

1. The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through electronic means (including by remote e-voting and electronic voting) for the resolutions contained in the Notice convening the 27th AGM.

Scrutinizer's Responsibility

2. My responsibility as the Scrutinizer of the voting process, was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour or against the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by NSDL.

3. Following proposals were put up for consideration and approval of Members by way of e-voting (*including remote e-voting*):
 - a) Adoption of Audited Standalone Financial Statements of the Company for the year ended March 31, 2023 and the reports of the Board of Directors and Auditor thereon; and the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2023 and the report of the Auditor thereon.
 - b) Declaration of final dividend of Rs. 40/- per equity share of face value of Re. 1/- each, for the Financial Year 2022-23.
 - c) Appointment of Director in place of Mr. Sudhir Chaturvedi (DIN:07180115), who retires by rotation, and being eligible, has offered himself for re-appointment.
 - d) Appointment of Director in place of Mr. Anilkumar Manibhai Naik (DIN:00001514), who retires by rotation, and being eligible, has offered himself for re-appointment until conclusion of the Annual General Meeting to be held in calendar year 2024.
 - e) Re-appointment of Mr. Anilkumar Manibhai Naik (DIN:00001514) as Non-Executive Director.
 - f) Revision of remuneration of Mr. Sudhir Chaturvedi, Whole-time Director & President-Markets.
 - g) Transactions with Larsen & Toubro Limited, Holding Company (Related Party Transactions).
4. The Company availed the services of National Securities Depository Limited ('NSDL') for providing e-voting facility to its members. The remote e-voting facility was made available from 9:00 a.m. (IST) on July 13, 2023 upto 5:00 p.m. (IST) on July 16, 2023. The e-voting was also open during the AGM. Members holding equity shares of the Company as on July 10, 2023, i.e. the Cut-off date were allowed to cast their votes in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.
5. The Votes were unblocked on 17th day of July 2023, at 5:10 p.m. in the presence of two witnesses, who are not in employment of the Company, *viz.*, CS Divya Harsora currently residing at 5/103, Pawan Baug, Chincholi Phatak, Malad (West), Mumbai - 400064 and CS Suman Dhamecha currently residing at Flat 14-15, Santosh Society, Thanewala Lane, Vile Parle (East), Mumbai – 400 057 before they were counted.

Consolidated results

6. I now submit my consolidated report as under on the result of the remote e-voting and votes cast through e-voting during the AGM in respect of the following resolutions:

A) ORDINARY BUSINESS:**Resolution No.1 - Ordinary Resolution**

Adoption of Audited Standalone Financial Statements of the Company for the year ended March 31, 2023 and the reports of the Board of Directors and Auditor thereon; and the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2023 and the report of the Auditor thereon.

- i) Voted in **favour** of the Resolution:

Voting process	Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1852	254720668	99.775
E-voting at AGM	47	507410	0.199
Total	1899	255228078	99.974

- ii) Voted **against** the Resolution:

Voting process	Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	16	67500	0.026
E-voting at AGM	0	0	0
Total	16	67500	0.026

- iii) **Invalid** Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-	-
E-voting at AGM	-	-
Total	-	-

Resolution No.2 - Ordinary Resolution

Declaration of final dividend of Rs. 40/- per equity share of face value of Re. 1/- each, for the Financial Year 2022-23

i) Voted in **favour** of the Resolution:

Voting process	Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1853	254801982	99.801
E-voting at AGM	47	507410	0.199
Total	1900	255309392	100

ii) Voted **against** the Resolution:

Voting process	Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	12	292	0.000
E-voting at AGM	0	0	0
Total	12	292	0.000

iii) **Invalid** Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-	-
E-voting at AGM	-	-
Total	-	-

Resolution No.3 - Ordinary Resolution

Appointment of Director in place of Mr. Sudhir Chaturvedi (DIN:07180115), who retires by rotation, and being eligible, has offered himself for re-appointment

i) Voted in **favour** of the Resolution:

Voting process	Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1808	254086941	99.582
E-voting at AGM	42	350839	0.138
Total	1850	254437780	99.72

ii) Voted **against** the Resolution:

Voting process	Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	46	715079	0.28
E-voting at AGM	1	386	0.00
Total	47	715465	0.28

iii) **Invalid** Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-	-
E-voting at AGM	4	156185
Total	4	156185

Resolution No.4 - Ordinary Resolution

Appointment of Director in place of Mr. Anilkumar Manibhai Naik (DIN:00001514), who retires by rotation, and being eligible, has offered himself for re-appointment until conclusion of the Annual General Meeting to be held in calendar year 2024

i) Voted in **favour** of the Resolution:

Voting process	Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1708	251666479	98.574
E-voting at AGM	45	505502	0.198
Total	1753	252171981	98.772

ii) Voted **against** the Resolution:

Voting process	Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	153	3135540	1.228
E-voting at AGM	1	386	0.00
Total	154	3135926	1.228

iii) **Invalid Votes:**

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-	-
E-voting at AGM	1	1522
Total	1	1522

B) SPECIAL BUSINESS:

Resolution No.5 - Special Resolution

Re-appointment of Mr. Anilkumar Manibhai Naik (DIN:00001514) as Non-Executive Director

i) Voted in **favour** of the Resolution:

Voting process	Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1754	253124703	99.145
E-voting at AGM	45	505502	0.198
Total	1799	253630205	99.343

ii) Voted **against** the Resolution:

Voting process	Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	104	1677264	0.657
E-voting at AGM	1	386	0.00
Total	105	1677650	0.657

iii) **Invalid Votes:**

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-voting at AGM	1	1522
Total	1	1522

Resolution No.6 - Ordinary Resolution

Revision of remuneration of Mr. Sudhir Chaturvedi, Whole-time Director & President-Markets

i) Voted in **favour** of the Resolution:

Voting process	Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1751	253621061	99.400
E-voting at AGM	42	350839	0.137
Total	1793	253971900	99.537

ii) Voted **against** the Resolution:

Voting process	Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	101	1180945	0.463
E-voting at AGM	1	386	0.00
Total	102	1181331	0.463

iii) **Invalid** Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-voting at AGM	4	156185
Total	4	156185

Resolution No.7 - Ordinary Resolution

Transactions with Larsen & Toubro Limited, Holding Company (Related Party Transactions)

i) Voted in **favour** of the Resolution:

Voting process	Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1821	51046730	98.959
E-voting at AGM	47	507410	0.984
Total	1868	51554140	99.943

ii) Voted **against** the Resolution:

Voting process	Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	30	29477	0.057
E-voting at AGM	0	0	0
Total	30	29477	0.057

iii) **Invalid** Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-	-
E-voting at AGM	-	-
Total	-	-

7. All the resolutions mentioned in the Notice of 27th AGM as per above details stand PASSED under remote e-voting and voting conducted at the 27th AGM with requisite majority and hence deemed to be passed as on the date of the AGM. The Company may accordingly declare the result of voting in accordance with the applicable provisions of the Companies Act, 2013.
8. The documents relating to electronic voting 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,

Yours faithfully,

For **Ashish O. Lalpuria & Co.**
Practising Company Secretary,

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OMPRAKAS ASHISH OMPRAKASH
LALPURIA
H LALPURIA Date: 2023.07.18
15:28:21 +05'30'

Ashish O. Lalpuria
(Proprietor)

Date: July 18, 2023
UDIN: F009381E000632245

Countersigned by:

Tridib Barāt

Company Secretary & Compliance Officer
LTIMindtree Limited



General information about company

Scrip code	540005
NSE Symbol	LTIM
MSEI Symbol	NOTLISTED
ISIN	INE214T01019
Name of the company	LTIMINDTREE LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	17-07-2023
Start time of the meeting	03:45 PM
End time of the meeting	05:10 PM



Scrutinizer Details

Name of the Scrutinizer	Mr. Ashish Lalpuria
Firms Name	. Lalpuria & Co., Practicing Company S
Qualification	CS
Membership Number	F9381
Date of Board Meeting in which appointed	27-04-2023
Date of Issuance of Report to the company	18-07-2023



Voting results	
Record date	10-07-2023
Total number of shareholders on record date	558661
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	111
No. of resolution passed in the meeting	7
Disclosure of notes on voting results	Add Notes



Resolution (1)

Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Approval of Audited standalone Financial Statements of the Company for the year ended March 31, 2023 and the reports of the Board of Directors and Auditor thereon; and the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2023 and the					
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		203169279	100.0000	203169279	0	100.0000	0.0000	
	Poll	203169279							
	Postal Ballot (if applicable)								
	Total		203169279	203169279	100.0000	203169279	0	100.0000	0.0000
Public- Institutions	E-Voting		50649871	83.2017	50582692	67179	99.8674	0.1326	
	Poll	60875994							
	Postal Ballot (if applicable)								
	Total		60875994	50649871	83.2017	50582692	67179	99.8674	0.1326
Public- Non Institutions	E-Voting		1476428	4.6370	1476107	321	99.9783	0.0217	
	Poll	31840084							
	Postal Ballot (if applicable)								
	Total		31840084	1476428	4.6370	1476107	321	99.9783	0.0217
Total			295885357	255295578	86.2819	255228078	67500	99.9736	0.0264
Whether resolution is Pass or Not.							Yes		



Resolution (2)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declare a final dividend of Rs. 40/- per equity share of face value of Rs. 1/- each, for the Financial Year 2022-23.				
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	203169279	203169279	100.0000	203169279	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		203169279	203169279	100.0000	203169279	0	100.0000
Public- Institutions	E-Voting	60875994	50664717	83.2261	50664717	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		60875994	50664717	83.2261	50664717	0	100.0000
Public- Non Institutions	E-Voting	31840084	1475688	4.6347	1475396	292	99.9802	0.0198
	Poll							
	Postal Ballot (if applicable)							
	Total		31840084	1475688	4.6347	1475396	292	99.9802
Total		295885357	255309684	86.2867	255309392	292	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	



Resolution (3)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of a Director in place of Mr. Sudhir Chaturvedi (DIN:07180115), who retires by rotation, and being eligible, has offered himself for re-appointment.				
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	203169279	203169279	100.0000	203169279	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		203169279	203169279	100.0000	203169279	0	100.0000
Public- Institutions	E-Voting	60875994	50664717	83.2261	50507315	157402	99.6893	0.3107
	Poll							
	Postal Ballot (if applicable)							
	Total		60875994	50664717	83.2261	50507315	157402	99.6893
Public- Non Institutions	E-Voting	31840084	1319249	4.1434	761186	558063	57.6984	42.3016
	Poll							
	Postal Ballot (if applicable)							
	Total		31840084	1319249	4.1434	761186	558063	57.6984
Total		295885357	255153245	86.2338	254437780	715465	99.7196	0.2804
Whether resolution is Pass or Not.							Yes	



Resolution (4)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Appointment of a Director in place of Mr. Anilkumar Manohar Naik (DIN:00001514), who retires by rotation, and being eligible, has offered himself for re-appointment until conclusion of the Annual						
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		203169279	100.0000	203169279	0	100.0000	0.0000
	Poll	203169279						
	Postal Ballot (if applicable)							
	Total	203169279	203169279	100.0000	203169279	0	100.0000	0.0000
Public- Institutions	E-Voting		50664716	83.2261	48122684	2542032	94.9826	5.0174
	Poll	60875994						
	Postal Ballot (if applicable)							
	Total	60875994	50664716	83.2261	48122684	2542032	94.9826	5.0174
Public- Non Institutions	E-Voting		1473912	4.6291	880018	593894	59.7063	40.2937
	Poll	31840084						
	Postal Ballot (if applicable)							
	Total	31840084	1473912	4.6291	880018	593894	59.7063	40.2937
Total		295885357	255307907	86.2861	252171981	3135926	98.7717	1.2283
Whether resolution is Pass or Not.							Yes	



Resolution (5)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Anilkumar Manibhai Naik as Non-Executive Director				
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		203169279	100.0000	203169279	0	100.0000	0.0000
	Poll	203169279						
	Postal Ballot (if applicable)							
	Total	203169279	203169279	100.0000	203169279	0	100.0000	0.0000
Public-Institutions	E-Voting		50664716	83.2261	49610003	1054713	97.9182	2.0818
	Poll	60875994						
	Postal Ballot (if applicable)							
	Total	60875994	50664716	83.2261	49610003	1054713	97.9182	2.0818
Public- Non Institutions	E-Voting		1473860	4.6289	850923	622937	57.7343	42.2657
	Poll	31840084						
	Postal Ballot (if applicable)							
	Total	31840084	1473860	4.6289	850923	622937	57.7343	42.2657
Total		295885357	255307855	86.2861	253630205	1677650	99.3429	0.6571
Whether resolution is Pass or Not.							Yes	



Resolution (6)

Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Revision of remuneration of Mr. Sudhir Chaturvedi, Wholetime Director & President-Markets					
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		203169279	100.0000	203169279	0	100.0000	0.0000	
	Poll	203169279							
	Postal Ballot (if applicable)								
	Total		203169279	203169279	100.0000	203169279	0	100.0000	0.0000
Public-Institutions	E-Voting		50664717	83.2261	50042329	622388	98.7716	1.2284	
	Poll	60875994							
	Postal Ballot (if applicable)								
	Total		60875994	50664717	83.2261	50042329	622388	98.7716	1.2284
Public- Non Institutions	E-Voting		1319235	4.1433	760292	558943	57.6313	42.3687	
	Poll	31840084							
	Postal Ballot (if applicable)								
	Total		31840084	1319235	4.1433	760292	558943	57.6313	42.3687
Total			295885357	255153231	86.2338	253971900	1181331	99.5370	0.4630
Whether resolution is Pass or Not.							Yes		



Resolution (7)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Transactions with Larsen & Toubro Limited, Holding Company (Related Party Transactions)				
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		0	0.0000	0	0	0	0
	Poll	203169279						
	Postal Ballot (if applicable)							
	Total	203169279	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting		50664717	83.2261	50664717	0	100.0000	0.0000
	Poll	60875994						
	Postal Ballot (if applicable)							
	Total	60875994	50664717	83.2261	50664717	0	100.0000	0.0000
Public- Non Institutions	E-Voting		918900	2.8860	889423	29477	96.7921	3.2079
	Poll	31840084						
	Postal Ballot (if applicable)							
	Total	31840084	918900	2.8860	889423	29477	96.7921	3.2079
Total		295885357	51583617	17.4336	51554140	29477	99.9429	0.0571
Whether resolution is Pass or Not.							Yes	

