



आई एफ सी आई लिमिटेड
(A Government of India Undertaking)
(भारत सरकार का उपक्रम)

December 20, 2023

No. IFCI/CS/2023- 577	No. IFCI/CS/2023- 578
1. BSE Limited Department of Corporate Service Phiroze JeeJeebhoy Tower Dalal Street, Fort Mumbai — 400 001	2. National Stock Exchange of India Limited Exchange Plaza Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East) Mumbai — 400 051
CODE:500106	CODE:IFCI

Dear Sir/Madam,

Sub: -Disclosure of Scrutinizers' Report and Voting Results of the Annual General Meeting (AGM) of the Members of IFCI Ltd.

Please find enclosed herewith the Scrutinizers' Report and the Voting Results in connection with the 30th Annual General Meeting of the Company held on December 20, 2023.

Kindly acknowledge receipt.

Thanking you,

Yours Faithfully,
For **IFCI Limited**

 **(Priyanka Sharma)**
Company Secretary

Encl.: As above.

आई एफ सी आई लिमिटेड
पंजीकृत कार्यालय:
आईएफसीआई टावर, 61 नेहरु प्लेस, नई दिल्ली - 110 019
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फैक्स: +91-11-2623 0201, 2648 8471
वेबसाइट: www.ifcilttd.com
सीआईएन: L74899DL1993GOI053677

1948 से राष्ट्र के विकास में

IFCI Limited

Regd. Office:

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Fax: +91-11-2623 0201, 2648 8471
Website: www.ifcilttd.com
CIN: L74899DL1993GOI053677

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Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 ("**the Act**") and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") as amended]

To,

The Chairman

IFCI LIMITED

(CIN: L74899DL1993GOI053677)

IFCI Tower 61, Nehru Place,

New Delhi- 110019

Dear Sir,

I, Astik Mani Tripathi, Partner of M/s SAS & Associates, Company Secretaries having office at PBH-II, 10th floor, Netaji Subhash Place New Delhi-110043, was appointed as Scrutinizer by the Board of Directors of IFCI Limited ("**the Company**") in its meeting held on 08th November, 2023 for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting during the 30th Annual General Meeting ('**AGM**'), under the provisions of Section 108 of the Act read with the Rules and General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 02/2022 dated May 05, 2022 and 09/2023 dated September 25, 2023 ("**MCA Circulars**") issued by the Ministry of Corporate Affairs ("**MCA**") from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and other applicable laws and regulations (including any statutory modifications or re-enactments thereof, for the time being in force) in respect of the resolution as mentioned in AGM notice dated November 08, 2023 ("**AGM Notice**") for 30th AGM of

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Contact No. +91-8826991246, +91-9811925514, +91-9953918192

Website - <https://www.sasandassociates.com>

the Company held on Wednesday, December 20, 2023, at 11:30 A.M (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) facility.

I submit my report as under: -

1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder and (ii) the MCA Circulars; and (iii) the Listing Regulations related to e-voting in respect of the resolutions contained in the AGM Notice including the dispatch of notice to the shareholders and also for ensure a secured framework for e-voting.
2. My responsibility as Scrutinizer is restricted to make a consolidated scrutinizer’s report of the votes cast in ‘Favour’ or ‘Against’ the resolutions contained in the AGM Notice, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL).
3. The remote e-Voting period commenced on Sunday, December 17, 2023 at 09:00 A.M (IST) and ended on Tuesday, December 19, 2023 at 05:00 P.M (IST) via e-voting platform on the designated website of CDSL, being e-Voting Service Provider viz: www.evotingindia.com. The Company provided e-Voting facility to the Members who participated/ attended the AGM through VC/OAVM to enable such Members to cast their vote, if they had not cast their vote earlier through remote e-voting.
4. The Members of the Company as on the “cut off” date i.e. Wednesday, December 13, 2023 was entitled to avail the facility of remote e-voting as well as e-voting at AGM (herein collectively referred as “**e-votes/ e-voting**”) on the proposed resolutions as set out in the AGM Notice.

5. The total paid up Equity Share Capital of the Company as on “cut off” date i.e. December 13, 2023, was Rs. 2489,61,38,630/- (Rupees Two Thousand Four Hundred Eighty-Nine Crore Sixty-One Lakhs Thirty-Eight Thousand Six Hundred and Thirty only) divided into 248,96,13,863 (Two Hundred Forty-Eight Crore Ninety-Six Lakhs Thirteen Thousand Eight Hundred and Sixty-Three) Equity Shares of Rs. 10/- (Rupees Ten Only) each.
6. After completion of e-voting at the AGM, the e-votes cast by the Shareholders were unblocked in the presence of two witnesses i.e. Ms. Charu Gupta and Mr. Ved Prakash Chaudhary who are not in the employment of the Company who have signed below:

Ms. Charu

Mr. Ved Prakash

7. The data of e-votes was diligently scrutinized and reconciled with the records maintained by MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent (“RTA”) of the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.
8. There was no shareholder who opted for both the facilities.
9. The consolidated summary of results of e-voting are as under:

Resolution No. 1: To consider and adopt the Audited Financial Statements and Consolidated Financial Statements of the Company for the year ended March 31, 2023, and the reports of the Auditors' and Boards' thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during the AGM	Remote E-votes	Total	
Assent	-	1802168468	1802168468	99.96
Dissent	-	708091	708091	0.04
Total	-	1802876559	1802876559	100

Therefore, Resolution No. 1 has been approved with requisite majority and further details of e-votes are given in **Annexure-A**.

Resolution No. 2: To appoint a director in place of Prof. Narayanaswamy Balakrishnan (DIN: 00181842), who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during the AGM	Remote E-votes	Total	
Assent	-	1799666001	1799666001	97.21
Dissent	-	51706602	51706602	02.79
Total	-	1851372603	1851372603	100

Therefore, Resolution No. 2 has been approved with requisite majority and further details of e-votes are given in **Annexure-B**

Resolution No. 3: To authorize Board of Director of the Company to fix remuneration of the Statutory Auditor(s) of the Company appointed by the C and AG, for FY 2023-24, in terms of the provisions of Section 139(5) and 142 of the Companies Act, 2013.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during the AGM	Remote E-votes	Total	
Assent	-	1851354870	1851354870	100
Dissent	-	17433	17433	-
Total	-	1851372303	1851372303	100

Therefore, the Resolution No. 3 has been approved with requisite majority and further details of e-votes are given in **Annexure-C**.

Resolution No. 4: To authorize to the Board of Directors of the Company or any duly constituted Committee of the Board or such other authority or such person as may be approved by the Board for making offer(s) or invitation to subscribe to securities / raise funds, including but not limited to bonds and non-convertible debentures, through private placement in one or more tranches, upto the amount of Rs. 1,000 crore, during the period of one year from the date of passing of this resolution.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during the AGM	Remote E-votes	Total	
Assent	-	1851352347	1851352347	100
Dissent	-	19250	19250	-
Total	-	1851371597	1851371597	100

Therefore, the Resolution No. 4 has been approved with requisite majority and further details of e-votes are given in **Annexure-D**.

Resolution No. 5: "To appoint Shri Umesh Kumar Garg (DIN: 00599426) as Independent Director.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during the AGM	Remote E-votes	Total	
Assent	-	1846293945	1846293945	99.73
Dissent	-	5077958	5077958	0.27
Total	-	1851371903	1851371903	100

Therefore, the Resolution No. 5 has been approved with requisite majority and further details of e-votes are given in **Annexure-E**.

10. The register containing the details of e-voting is under my safe custody and will be handed over to the Chairman of the Company, for preserving safely after the Chairman considers, approves, and signs the minutes of the AGM.

Thanking You

**For SAS & ASSOCIATES
(Company Secretaries)**

ASTIK
MANI
TRIPATHI

Digitally signed
by ASTIK MANI
TRIPATHI
Date: 2023.12.20
21:34:04 +05'30'

ASTIK MANI TRIPATHI

Partner

Scrutinizer

CP No.: 10384

UDIN: F008748E002993873

Date: 20.12.2023

New Delhi

Countersigned by



(Chairman of the Meeting)



Annexure - A

Details of E-voting during the AGM & remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	-	-	-
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	-	-	-
d) Votes with Assent	-	-	-
e) Votes with Dissent	-	-	-

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	252	1802876559	18028765590
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	252	1802876559	18028765590
d) Votes with Assent	235	1802168468	18021684680
e) Votes with Dissent	17	708091	7080910

No. of Member Abstain:1

Details of e-voting during the AGM & remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	-	-	-
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	-	-	-
d) Votes with Assent	-	-	-
e) Votes with Dissent	-	-	-

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	252	1851372603	18513726030
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	252	1851372603	18513726030
d) Votes with Assent	195	1799666001	17996660010
e) Votes with Dissent	57	51706602	517066020

No. of Member Abstain:1

Annexure - C

Details of e-voting during the AGM & remote e-voting for Resolution No.-3 are as under:

C1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	-	-	-
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	-	-	-
d) Votes with Assent	-	-	-
e) Votes with Dissent	-	-	-

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	251	1851372303	18513723030
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	251	1851372303	18513723030
d) Votes with Assent	230	1851354870	18513548700
e) Votes with Dissent	21	17433	174330

No. of Member Abstain:2

Details of e-voting during the AGM & remote e-voting for Resolution No.- 4 are as under:

D1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	-	-	-
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	-	-	-
d) Votes with Assent	-	-	-
e) Votes with Dissent	-	-	-

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	250	1851371597	18513715970
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	250	1851371597	18513715970
d) Votes with Assent	228	1851352347	18513523470
e) Votes with Dissent	22	19250	192500

No. of Member Abstain:3

Annexure - E

Details of e-voting during the AGM & remote e-voting for Resolution No.- 5 are as under:

E1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	-	-	-
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	-	-	-
d) Votes with Assent	-	-	-
e) Votes with Dissent	-	-	-

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	251	1851371903	18513719030
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	251	1851371903	18513719030
d) Votes with Assent	223	1846293945	18462939450
e) Votes with Dissent	28	5077958	50779580

No. of Member Abstain:2

General information about company	
Scrip code	500106
NSE Symbol	IFCI
MSEI Symbol	NOTLISTED
ISIN	INE039A01010
Name of the company	IFCI Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	20-12-2023
Start time of the meeting	11:30 AM
End time of the meeting	11:55 AM

Scrutinizer Details	
Name of the Scrutinizer	Astik Mani Tripathi
Firms Name	SAS & Associates, Company Secretaries
Qualification	CS
Membership Number	F8670
Date of Board Meeting in which appointed	08-11-2023
Date of Issuance of Report to the company	20-12-2023

Voting results	
Record date	13-12-2023
Total number of shareholders on record date	572214
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	59
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt the Audited Financial Statements and Consolidated Financial Statements of the Company for the year ended March 31, 2023, and the reports of the Auditors' and Boards' thereon.				
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	1750576628	1750576628	100	1750576628	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1750576628	1750576628	100	1750576628	0	100
Public-Institutions	E-Voting	204364078	51686502	25.2914	50994474	692028	98.6611	1.3389
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		204364078	51686502	25.2914	50994474	692028	98.6611
Public- Non Institutions	E-Voting	534673157	613429	0.1147	597366	16063	97.3814	2.6186
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		534673157	613429	0.1147	597366	16063	97.3814
Total		2489613863	1802876559	72.4159	1802168468	708091	99.9607	0.0393
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Prof. Narayanaswamy Balakrishnan (DIN: 00181842), who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.				
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	1750576628	1750576628	100	1750576628	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1750576628	1750576628	100	1750576628	0	100
Public-Institutions	E-Voting	204364078	100182946	49.0218	48496444	51686502	48.4079	51.5921
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		204364078	100182946	49.0218	48496444	51686502	48.4079
Public- Non Institutions	E-Voting	534673157	613029	0.1147	592929	20100	96.7212	3.2788
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		534673157	613029	0.1147	592929	20100	96.7212
Total		2489613863	1851372603	74.3638	1799666001	51706602	97.2071	2.7929
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To authorise Board of Director of the Company to fix remuneration of the Statutory Auditor(s) of the Company appointed by the CA&G, for FY 2023-24, in terms of the provisions of Section 139(5) and 142 of the Companies Act, 2013.				
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	1750576628	1750576628	100	1750576628	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1750576628	1750576628	100	1750576628	0	100	0
Public-Institutions	E-Voting	204364078	100182946	49.0218	100182946	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	204364078	100182946	49.0218	100182946	0	100	0
Public- Non Institutions	E-Voting	534673157	612729	0.1146	595296	17433	97.1549	2.8451
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	534673157	612729	0.1146	595296	17433	97.1549	2.8451
Total		2489613863	1851372303	74.3638	1851354870	17433	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To authorise the Board of Directors of the Company or any duly constituted Committee of the Board or such other authority or such person as may be approved by the Board for making offer(s) or invitation to subscribe to securities / raise funds, including but not limited to bonds and non-convertible debentures, through private placement in one or more tranches, upto the amount of Rs.1,000 crore, during the period of one year from the date of passing of this 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	1750576628	1750576628	100	1750576628	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1750576628	1750576628	100	1750576628	0	100
Public-Institutions	E-Voting	204364078	100182946	49.0218	100180751	2195	99.9978	0.0022
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		204364078	100182946	49.0218	100180751	2195	99.9978
Public-Non Institutions	E-Voting	534673157	612023	0.1145	594968	17055	97.2133	2.7867
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		534673157	612023	0.1145	594968	17055	97.2133
Total		2489613863	1851371597	74.3638	1851352347	19250	99.999	0.001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Shri Umesh Kumar Garg (DIN: 00599426) as Independent 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	1750576628	1750576628	100	1750576628	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1750576628	1750576628	100	1750576628	0	100	0
Public-Institutions	E-Voting	204364078	100182946	49.0218	95122600	5060346	94.9489	5.0511
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	204364078	100182946	49.0218	95122600	5060346	94.9489	5.0511
Public- Non Institutions	E-Voting	534673157	612329	0.1145	594717	17612	97.1238	2.8762
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	534673157	612329	0.1145	594717	17612	97.1238	2.8762
Total		2489613863	1851371903	74.3638	1846293945	5077958	99.7257	0.2743
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	