

# Kaya Limited

August 1, 2022

To,

BSE Limited  
Market Operations Department,  
1st Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001  
BSE Scrip Code: 539276

National Stock Exchange of India Limited  
'Exchange Plaza', 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra(E), Mumbai 400051  
NSE Symbol: KAYA

**Subject: Voting Result and the Scrutinizer's Report – 19<sup>th</sup> Annual General Meeting (“AGM” or “the Meeting”)**

Dear Sir/ Madam,

This is to inform you that in accordance with the applicable laws, the Company had provided the facility of remote e-voting and e-voting at the Meeting to its Members on all resolutions set out in the Notice convening the 19<sup>th</sup> Annual General Meeting of the members of the Company held on Monday, August 1, 2022 at 9:30 a.m. IST through Video Conferencing and Other Audio-Visual Means.

The Board of Directors had appointed M/s. Magia Halwai & Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer to scrutinize the entire voting process. As per the Scrutinizer's Report, all resolutions contained in the Notice of 19<sup>th</sup> AGM have been duly passed by the Members with requisite majority.

The details of the number of Members present at the meeting were as follows:

Category	Promoter & Promoter Group	Public	Total
Video Conference	5	26	31

Please find enclosed the consolidated voting results i.e. remote e-voting and e-voting at the Meeting, on the business transacted at 19<sup>th</sup> AGM, in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Scrutinizer's report thereon.

Registered Office: Kaya Limited, Marks, 23/C, Mahal Industries Estate, Mahakali Caves Road, Near Paper Box Lane, Andheri (E), Mumbai 400 093. Tel.:91-22-66195000. Website: [www.kaya.in](http://www.kaya.in)

CIN: L85190MH2003PLC139763

# Kaya Limited

The aforementioned documents are being uploaded on the website of the Company at [www.kaya.in](http://www.kaya.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Kindly take the above on record.

**For Kaya Limited,**

NITIKA  
SUNNY  
NIRMAL

Digitally signed by NITIKA SUNNY NIRMAL  
DN: c=IN, o=PERSONAL, title=5132,  
serialNumber=1.149249547384974162550134  
c073dad74c0288b7916e1e95662c95769879c  
2, postalCode=421203, st=Maharashtra,  
serialNumber=08E55a78E7F0a1155648e19  
8a3f687a762862e78396d07134106603959ab  
1, cn=NITIKA SUNNY NIRMAL  
Date: 2022.08.01 13:35:48 +05'30'

**Nitika Dalmia  
Company Secretary &  
Compliance Officer**

**Encl: A/a**

Registered Office: Kaya Limited, Marks, 23/C, Mahal Industries Estate, Mahakali Caves Road, Near Paper Box Lane, Andheri (E), Mumbai 400 093. Tel.:91-22-66195000. Website: [www.kaya.in](http://www.kaya.in)

CIN: L85190MH2003PLC139763

## SCRUTINIZER'S REPORT

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

August 1, 2022

To,

The Chairman

Kaya Limited

23/C, Mahal Industrial Estate,  
Mahakali Caves Road, Near Paperbox Lane,  
Andheri (East), Mumbai – 400093,  
Maharashtra

Nineteenth Annual General Meeting of the Equity Shareholders of Kaya Limited held on Monday, August 1, 2022 at 9.30 a.m. IST through Video Conferencing / Other Audio-Visual Means.

**Subject: Combined Report on remote e-voting and e-voting at the AGM conducted pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014 including subsequent amendments thereto from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), at the Nineteenth Annual General Meeting ("AGM").**

### 1. Appointment as Scrutinizer

1.1 We have been appointed as the Scrutinizer pursuant to clause (ix) of sub-rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") vide resolution passed by the Board of Directors of Kaya Limited ("**the Company**") at its meeting held on May 30, 2022 to scrutinize the voting conducted through remote e-voting and e-voting at the AGM on all four resolutions set out in the Notice convening the Nineteenth AGM in a fair and transparent manner.

1.2 In accordance with the Articles of Association of the Company, Mr. Gautam Bhandari, shareholder of the Company (not being an employee) was appointed as another Scrutinizer for the aforesaid purpose by the Chairman of the AGM.

*Gautam Bhandari*

*Rohith Mha*



**Address:** Office No. 1229, 12<sup>th</sup> Floor, Navjivan Commercial Premises Co-op Hsg. Soc. (Gate no. 2), Lamington Road, Mumbai Central, Mumbai 400008.

**Emails:** [sitansh.mha@gmail.com](mailto:sitansh.mha@gmail.com) : [rohith.mha@gmail.com](mailto:rohith.mha@gmail.com)

**Mob:** +91 8169 822 764 : +91 9820 722 963 : **Landline:** +91 22 4970 2955

**2. Dispatch of Notice convening the AGM**

- 2.1 Pursuant to the General Circulars No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021 and 21/2021 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021 and December 14, 2021 respectively issued by the Ministry of Corporate Affairs and in terms of clause (v) of sub-rule 4 of Rule 20 of the Rules, an advertisement was published in the Financial Express (English) and Mumbai Lakshadeep (Marathi), having electronic editions, on July 10, 2022 specifying the date & time of the AGM, availability of the notice of AGM on Company's website and website of Stock Exchanges, manner of voting through remote e-voting or through e-voting system at the time of AGM, etc.
- 2.2 The Company hosted the notice of AGM on its website and website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited on July 9, 2022.
- 2.3 The Company informed that on the basis of the Register of Members and the list of the Beneficial Owners made available by the Depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Company sent the Notice of AGM dated May 30, 2022 in electronic form on July 9, 2022 to those shareholders whose e-mail addresses were registered with the Company. The detailed procedure for e-voting was contained in the Notice of AGM.

**3. Cut-off date**

- 3.1 **The cut-off date (record date)** for determining members entitled to participate in the remote e-voting or voting at the AGM through e-voting system was fixed by the Company as **Friday, July 22, 2022**.
- 3.2 On the basis of the Register of Members and the list of Beneficiary Owners made available by the Depository viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the cut-off date of Friday, July 22, 2022 there were total 25414 members.

**4. Remote e-voting process and e-voting during the AGM**

- 4.1 The Company had availed e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Members of the Company. NSDL had provided a system for casting the votes electronically on <https://www.evoting.nsdl.com/>.

*Gautam Bhandari*

*Rohith Mha*



# Magia Halwai & Associates

## Company Secretaries

- 4.2 The remote e-voting period commenced on **Friday, July 29, 2022 at 9.00 a.m. IST** and ended on **Sunday, July 31, 2022 at 5:00 p.m. IST** and the e-voting module was blocked thereafter.
- 4.3 Further, during the AGM, only the members who were attending the AGM through Video Conferencing / Other Audio-Visual Means and who have not cast their votes through remote e-voting were allowed to vote through e-voting.
- 4.4 After the closure of the voting at the AGM, the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.
- 4.5 The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. The votes tendered therein, based on the data downloaded from the e-voting system, were scrutinized and reviewed.
- 4.6 The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to voting including remote e-voting or e-voting during the AGM for the resolutions contained in the Notice to the 19<sup>th</sup> AGM of the Equity Shareholders of the Company.
- 4.7 Our responsibility as a scrutinizer and to give a combined scrutinizer's report of the votes cast "for" or "against" on all four resolutions stated in the Notice of the 19<sup>th</sup> AGM is based on the reports generated from the e-voting system for remote e-voting and votes cast during the AGM through the said e-voting system.

### 5. Counting Process

- 5.1 On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members at the AGM, on the NSDL e-voting platform and downloaded the results.

### 6. Results

- 6.1 Based on the results made available to us:
  - a) 110 Members had cast their votes through remote e-voting.
  - b) 7 Members had cast their votes through e-voting during the AGM.

*Gautam Bhandari*

*Rohith Mha*



**Address:** Office No. 1229, 12<sup>th</sup> Floor, Navjivan Commercial Premises Co-op Hsg. Soc. (Gate no. 2), Lamington Road, Mumbai Central, Mumbai 400008.

**Emails:** [sitansh.mha@gmail.com](mailto:sitansh.mha@gmail.com) : [rohith.mha@gmail.com](mailto:rohith.mha@gmail.com)

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# Magia Halwai & Associates

## Company Secretaries

- 6.2 My report with detailed analysis of remote e-voting and e-voting during the AGM on each of the four resolutions contained in the Notice dated May 30, 2022 calling AGM on August 1, 2022 is annexed herewith as **Annexure-1**.
- 6.3 Based on the analysis annexed herewith, we report that the Four Ordinary Resolutions as set out in the Item Nos. 1(a) & (b), 2, 3 and 4 of the Notice of the AGM dated May 30, 2022, have been **passed with the requisite majority**.

The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the 19<sup>th</sup> AGM.

Thanking you.

Yours truly,

For Magia Halwai & Associates

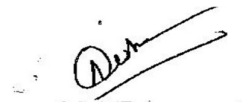


**Sitansh Magia**  
Partner  
ACS 15169  
CP 18972  
UDIN: A015169D000718487



**Gautam Bhandari**  
(Shareholder Scrutinizer)

Witness:



**Ms. Nisha Tevar**



**Ms. Parita Shah**

Countersigned and received the report:

Signed by **Nitika Dalmia**

Company Secretary and Compliance Officer

Authorized by Chairman of the 19<sup>th</sup> Annual General Meeting

**Date:** August 1, 2022

**Place:** Mumbai

**Address:** Office No. 1229, 12<sup>th</sup> Floor, Navjivan Commercial Premises Co-op Hsg. Soc. (Gate no. 2), Lamington Road, Mumbai Central, Mumbai 400008.

**Emails:** [sitansh.mha@gmail.com](mailto:sitansh.mha@gmail.com) : [rohith.mha@gmail.com](mailto:rohith.mha@gmail.com)

**Mob:** +91 8169 822 764 : +91 9820 722 963 : **Landline:** +91 22 4970 2955

**Annexure - 1**

**Analysis of Results**

<b>Resolution No.</b>	1 [given as Item No. 1 (a) & (b) of the Notice of AGM]
<b>Subject</b>	a) To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon; and  b) To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 and the Report of the Auditors thereon.
<b>Type of Resolution</b>	Ordinary Resolution

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage of total number of votes cast (Rounded off to two-digit decimal)
	Number	Votes (A)	Number	Votes (B)	Number	Votes (A+B)	
<b>Assent</b>	108	78,44,886	7	7,18,007	115	85,62,893	99.99%
<b>Dissent</b>	2	101	0	0	2	101	0.01%
<b>Abstain</b>	0	0	0	0	0	0	0
<b>Invalid</b>	0	0	0	0	0	0	0
<b>Total</b>	<b>110</b>	<b>78,44,987</b>	<b>7</b>	<b>7,18,007</b>	<b>117</b>	<b>85,62,994</b>	<b>100%</b>

*Gautam Bhandari*

*Rohith*



**Analysis of Results**

<b>Resolution No.</b>	2 [given as Item No. 2 of the Notice of AGM]
<b>Subject</b>	To appoint a Director in place of Mr. Rajen Mariwala, Director (DIN: 00007246) who retires by rotation and being eligible seeks re-appointment.
<b>Type of Resolution</b>	Ordinary Resolution

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage of total number of votes cast (Rounded off to two-digit decimal)
	Number	Votes (A)	Number	Votes (B)	Number	Votes (A+B)	
<b>Assent</b>	105	78,44,862	7	7,18,007	112	85,62,869	99.99%
<b>Dissent</b>	5	125	0	0	5	125	0.01%
<b>Abstain</b>	0	0	0	0	0	0	0
<b>Invalid</b>	0	0	0	0	0	0	0
<b>Total</b>	<b>110</b>	<b>78,44,987</b>	<b>7</b>	<b>7,18,007</b>	<b>117</b>	<b>85,62,994</b>	<b>100%</b>

*Gautam Bhandari*

*Rohith*





**Analysis of Results**

<b>Resolution No.</b>	3 [given as Item No. 3 of the Notice of AGM]
<b>Subject</b>	To re-approve Statutory Auditors of the Company
<b>Type of Resolution</b>	Ordinary Resolution

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage of total number of votes cast (Rounded off to two-digit decimal)
	Number	Votes (A)	Number	Votes (B)	Number	Votes (A+B)	
<b>Assent</b>	108	78,44,886	7	7,18,007	115	85,62,893	99.99%
<b>Dissent</b>	2	101	0	0	2	101	0.01%
<b>Abstain</b>	0	0	0	0	0	0	0
<b>Invalid</b>	0	0	0	0	0	0	0
<b>Total</b>	<b>110</b>	<b>78,44,987</b>	<b>7</b>	<b>7,18,007</b>	<b>117</b>	<b>85,62,994</b>	<b>100%</b>

*Gautam Bhandari*

*Rohith*



**Analysis of Results**

<b>Resolution No.</b>	4 [given as Item No. 4 of the Notice of AGM]
<b>Subject</b>	To approve Branch Auditors of the Company.
<b>Type of Resolution</b>	Ordinary Resolution

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage of total number of votes cast (Rounded off to two-digit decimal)
	Number	Votes (A)	Number	Votes (B)	Number	Votes (A+B)	
<b>Assent</b>	108	78,44,886	7	7,18,007	115	85,62,893	99.99%
<b>Dissent</b>	2	101	0	0	2	101	0.01%
<b>Abstain</b>	1	10	0	0	0	0	0
<b>Invalid</b>	0	0	0	0	0	0	0
<b>Total</b>	<b>110</b>	<b>78,44,987</b>	<b>7</b>	<b>7,18,007</b>	<b>117</b>	<b>85,62,994</b>	<b>100%</b>

This Annexure-1 is part of our Scrutinizer's Report.

For Magia Halwai & Associates



**Sitansh Magia**  
Partner  
ACS 15169  
CP 18972  
UDIN: A015169D000718487



**Gautam Bhandari**  
(Shareholder Scrutinizer)

Witness:



**Ms. Nisha Tevar**



**Ms. Parita Shah**

**Date:** August 1, 2022

**Place:** Mumbai

**Address:** Office No. 1229, 12<sup>th</sup> Floor, Navjivan Commercial Premises Co-op Hsg. Soc. (Gate no. 2), Lamington Road, Mumbai Central, Mumbai 400008.

**Emails:** [sitansh.mha@gmail.com](mailto:sitansh.mha@gmail.com) : [rohith.mha@gmail.com](mailto:rohith.mha@gmail.com)

**Mob:** +91 8169 822 764 : +91 9820 722 963 : **Landline:** +91 22 4970 2955

## Kaya Limited

Resolution Required : (Ordinary)	1 - a) To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon. b) To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 and the Report of the Auditors thereon.
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Whether promoter/ promoter group are interested in the agenda/resolution?	
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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
			[1]	[2]	[3]={[2]/[1]}	[4]	[5]	[6]={[4]/[2]}
Promoter and Promoter Group	E-Voting	7828924	7828924	100.00	7828924	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>7828924</b>	<b>100.00</b>	<b>7828924</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	277526	180000	64.86	180000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>180000</b>	<b>64.86</b>	<b>180000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	4957641	554070	11.18	553969	101	99.98	0.02
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>554070</b>	<b>11.18</b>	<b>553969</b>	<b>101</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>13064091</b>	<b>8562994</b>	<b>65.55</b>	<b>8562893</b>	<b>101</b>	<b>100.00</b>	<b>0.00</b>

## Kaya Limited

**Resolution Required : (Ordinary)**

**2 - To appoint a Director in place of Mr. Rajen Mariwala, Director (DIN: 00007246) who retires by rotation and being eligible seeks re-appointment.**

**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	% of Votes against on votes
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	7828924	7828924	100.00	7828924	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>7828924</b>	<b>100.00</b>	<b>7828924</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	277526	180000	64.86	180000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>180000</b>	<b>64.86</b>	<b>180000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	4957641	554070	11.18	553945	125	99.98	0.02
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>554070</b>	<b>11.18</b>	<b>553945</b>	<b>125</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>13064091</b>	<b>8562994</b>	<b>65.55</b>	<b>8562869</b>	<b>125</b>	<b>100.00</b>	<b>0.00</b>

## Kaya Limited

Resolution Required : (Ordinary)			3 - To Reappoint Statutory Auditors of the Company.					
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	7828924	7828924	100.00	7828924	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>7828924</b>	<b>100.00</b>	<b>7828924</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	277526	180000	64.86	180000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>180000</b>	<b>64.86</b>	<b>180000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	4957641	554070	11.18	553969	101	99.98	0.02
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>554070</b>	<b>11.18</b>	<b>553969</b>	<b>101</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>13064091</b>	<b>8562994</b>	<b>65.55</b>	<b>8562893</b>	<b>101</b>	<b>100.00</b>	<b>0.00</b>

## Kaya Limited

Resolution Required : (Ordinary)			4 - To appoint Branch Auditors of the Company.					
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	7828924	7828924	100.00	7828924	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>7828924</b>	<b>100.00</b>	<b>7828924</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	277526	180000	64.86	180000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>180000</b>	<b>64.86</b>	<b>180000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	4957641	554070	11.18	553969	101	99.98	0.02
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>554070</b>	<b>11.18</b>	<b>553969</b>	<b>101</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>13064091</b>	<b>8562994</b>	<b>65.55</b>	<b>8562893</b>	<b>101</b>	<b>100.00</b>	<b>0.00</b>