ROSSELL INDIA LIMITED



4th August, 2023

The Department of Corporate Services

BSE Limited

Ground Floor, P. J. Towers

Dalal Street, Fort Mumbai – 400 001

Scrip Code: 533168

Bandra (E), Mumbai – 400 051

Symbol: ROSSELLIND

Bandra-Kurla Complex

National Stock Exchange of India Ltd.

Listing Department, Exchange Plaza,

Dear Sirs,

Sub.: Submission of Scrutinizer's Report along with Voting Results of the 29th Annual General Meeting of the Company

In continuation of our letter dated 4th August, 2023 enclosing therein the Proceedings of 29th Annual General Meeting(AGM) of the Company held through Video Conferencing *I* Other Audio Visual Means, please find enclosed further:

- The Consolidated Scrutinizer's Report in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as received from M/s. A.K. Labh & Co. Company Secretaries, the Scrutinizer appointed for that purpose;
- The Voting Results of the 29th AGM of the Company in the format as prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and further dissemination.

Yours faithfully, For ROSSELL INDIA LTD.

23/16/17 A CONTROL OF THE PARTY A CONTROL O

(NIRMAL KUMAR KHURANA) DIRECTOR (FINANCE) AND COMPANY SECRETARY

Encl.: as above

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond) DIM, DHRD, PGHDSM, DIRPM Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013 © (033) 2221-9381, Fax: (033) 2221-9381

Mobile: 98300-55689

e-mail: aklabh@aklabh.com / aklabhcs@gmail.com Website: www.aklabh.com

CONSOLIDATED SCRUTINIZER'S REPORT

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

The Chairman of the 29th Annual General Meeting of Rossell India Limited Jindal Towers, Block 'B', 4th Floor 21/1A/3, Darga Road Kolkata - 700 017

Dear Sir,

I, Atul Kumar Labh, Practising Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 29th Annual General Meeting ("AGM") of the members of "Rossell India Limited" ("Company") held on Thursday, the 3rd day of August, 2023 at 03:00 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in terms of MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 (collectively referred as "MCA Circulars") for the purpose of scrutinizing the electronic voting ("e-voting") process through remote e-voting and e-voting at the AGM in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated the 27th day of May, 2023. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited ("NSDL"), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.







FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond) DIM, DHRD, PGHDSM, DIRPM Practising Company Secretary



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I submit my report as under:

- The remote e-voting period remained open from 09:00 A.M. IST on Sunday, the 30th day of July, 2023 up to 5:00 P.M. IST on Wednesday, the 2nd day of August, 2023.
- The shareholders holding shares as on the "cut off" date, i.e. the 27th day of July, 2023 were entitled to vote on the proposed 8 (Eight) resolutions as mentioned in the Notice of the AGM dated the 27th day of May, 2023.
- The Company had also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC / OAVM to cast the votes in case the same had not been cast by them through remote e-voting.
- 4. The votes were unblocked on Thursday, the 3rd day of August, 2023 around 05:15 P.M. IST after the completion of the AGM in the presence of two witnesses, namely, Mr. Rohit Kumar, residing at Basundhara Apartment, Flat No. 6, 3rd Floor, 1 No. Airport, North 24 Parganas, Kolkata 700079 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata 700060, who are not in employment of the Company.
- 5. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
- 6. The combined result of the remote e-voting and e-voting at the AGM [EVEN: 124431] are as under:







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<A> ORDINARY BUSINESS:

a) Resolution 1

To consider and adopt - a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon; and b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Reports of the Auditors thereon

(i) Voted in favour of the Resolution:

Members voted	cast by them	number of valid votes cast
126	28433182	
8	108436	
134	28541618	99.9999%
	8	8 108436

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	30	
E-voting at AGM	2	4	
Total	9	34	0.0001%

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	912710







FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond) DIM, DHRD, PGHDSM, DIRPM Practising Company Secretary



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b) Resolution 2

To declare Dividend of Re. 0.40 per Equity Share of Rs. 2 each for the Financial Year ended 31st March, 2023

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	124	28433175	
E-voting at AGM	8	108436	
Total	132	28541611	99.9999%

(ii) Voted against the Resolution:

% of total number of valid votes cast	Number of votes cast by them	Number of Members voted	Mode of voting
	37	9	Remote e-voting
	4	2	E-voting at AGM
0.0001%	41	11	Total

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	912710







FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond) DIM, DHRD, PGHDSM, DIRPM **Practising Company Secretary**



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Resolution 3 c)

To appoint a Director in place of Mr. Harsh Mohan Gupta (DIN: 00065973), who retires by rotation and being eligible, offers himself for re-appointment

(i) Voted in favour of the Resolution:

% of total number of valid votes cast	Number of votes cast by them	Number of Members voted	Mode of voting
	25077555	122	Remote e-voting
	108436	8	E-voting at AGM
99.9999%	25185991	130	Total

(ii) Voted against the Resolution:

% of tota number o valid votes cas	Number of votes cast by them	Number of Members voted	Mode of voting
	. 33	7	Remote e-voting
	4	2	E-voting at AGM
0.0001%	37	9	Total

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	912710







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 SPECIAL BUSINESS:

d) Resolution 4: Special Resolution

Fixation of overall maximum Remuneration payable to Managerial Personnel

(i) Voted in favour of the Resolution:

% of total number of valid votes cast	Number of votes cast by them	Number of Members voted	Mode of voting
	28299825	122	Remote e-voting
	507	4	E-voting at AGM
99.1545%	28300332	126	Total

(ii) Voted against the Resolution:

% of total number of valid votes cast	Number of votes cast by them	Number of Members voted	Mode of voting
	133387	11	Remote e-voting
	107933	6	E-voting at AGM
0.8455%	241320	17	Total

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	912710







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e) Resolution 5: Special Resolution

Revision in payment of remuneration of Mr. Harsh Mohan Gupta (DIN:00065973) as the Managing Director, designated as Executive Chairman

(i) Voted in favour of the Resolution:

% of total number of valid votes cast	Number of votes cast by them	Number of Members voted	Mode of voting
	24943580	116	Remote e-voting
	507	4	E-voting at AGM
99.0394%	24944087	120	Total

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	134008	
E-voting at AGM	6	107933	
Total	19	241941	0.9606%

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	912710







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f) Resolution 6: Special Resolution

Re-appointment of Mr. Harsh Mohan Gupta (DIN: 00065973) as the Managing Director, designated as Executive Chairman

(i) Voted in favour of the Resolution:

% of tota number o valid vote cas	Number of votes cast by them	Number of Members voted	Mode of voting
	25077487	121	Remote e-voting
	74867	7	E-voting at AGM
99.8663%	25152354	128	Total

(ii) Voted against the Resolution:

% of total number of valid votes cast	Number of votes cast by them	Number of Members voted	Mode of voting
	101	8	Remote e-voting
	33573	3	E-voting at AGM
0.1337%	33674	11	Total

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	912710







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g) Resolution 7: Special Resolution

Re-appointment of Mr. Nirmal Kumar Khurana (DIN: 00123297) as a Whole time Director, designated as Director (Finance) and Company Secretary

(i) Voted in favour of the Resolution:

% of total number of valid votes cast	Number of votes cast by them	Number of Members voted	Mode of voting
	28423428	121	Remote e-voting
	108436	8	E-voting at AGM
99.9954%	28531864	129	Total

(ii) Voted against the Resolution:

% of total number of valid votes cast	Number of votes cast by them	Number of Members voted	Mode of voting
	1299	8	Remote e-voting
	4	2	E-voting at AGM
0.0046%	1303	10	Total

Total number of members whose votes were declared invalid	Total number of votes cast by them
3 .	913493







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h) Resolution 8: Ordinary Resolution

Ratification of Cost Auditors' Remuneration for the Financial Year 2023-2024

(i) Voted in favour of the Resolution:

% of total number of valid votes cast	Number of votes cast by them	Number of Members voted	Mode of voting
	28432211	123	Remote e-voting
	108436	8	E-voting at AGM
99.9965%	28540647	131	Total

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	10	1001	
E-voting at AGM	2	4	
Total	12	1005	0.0035%

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	912710







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- 7. All the resolutions proposed hereinabove have been passed with requisite majority.
- 8. The electronic data and e-voting registers shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

ABH &

Kolkata

ny sec

Thanking You,

Yours truly

For A. K. LABH & Co.

Company Secretaries

(CS A. K. LABH)

Practicing Company Secretary

FCS : 4848 / CP No. : 3238 UIN : S1999WB026800

PRCN: 1038/2020

UDIN: F004848E000744895

Place: Kolkata Dated: 04-08-2023





FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond) DIM, DHRD, PGHDSM, DIRPM Practising Company Secretary



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Witness:

1. Robertument

(Rohit Kumar)
Basundhara Apartment, Flat No. 6, 3rd Floor
1 No. Airport, North 24 Parganas
Kolkata - 700079

2. Dongapler

(Anushree Dasgupta) 28/N, Dwijen Mukherjee Road, Behala Kolkata - 700060

Received the Report of the Scrutinizer

For Rossell India Limited

(N. K. Khurana) Director (Finance) and

Company Secretary

FCS 2173







No. of shareholders present in the meeting either in person or through proxy

NIL

No. of shareholders attended the meeting through Video Conferencing

121

RESOLUTION NO. "1"	To consider and adopt - a) The Audited Standalone Financial Statements of the Company for the Financial Year
	ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon; and b) The
	Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023
	together with the Reports of the Auditors thereon.

Resolution required : Ordinary

Whether promoter / promoter gorup are interested in the agenda / resolution

No

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	% of Votes in fvour on votes polled	% of Votes against on votes polled
Promoter /Promoter Group	E-voting		28198233	100.00	28198233	0	100.00	0.00
	Poll	28198233	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	28198233	28198233	100.00	28198233	0	100.00	0.00
Public -Institution	E-voting		0	0.00	0	0	0.00	0.00
	Poll	1743813	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1743813	0	0.00	0	0	0.00	0.00
Public-Non Institution	E-voting		343419	4.43	343385	34	99.99	0.01
	Poll	7754429		0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total	7754429	343419	4.43	343385	34	99.99	0.01
TOTAL		37696475	28541652	75.71	28541618	34	100.00	0.00

RESOLUTION NO. "2" To declare Dividend of Re. 0.40 per Equity Share of Rs. 2 each for the Financial Year ended 31st March, 2023.

Resolution required : Ordinary

Whether promoter / promoter gorup are interested in the agenda / resolution

Category	Mode of Voting	No. of Shares held	No. of votes polled	Polled on outstanding shares	No. of Votes - in favour	No. of Votes	% of Votes in fvour on votes polled	% of Votes against on votes polled
Promoter /Promoter Group	E-voting		28198233	100.00	28198233	0	100.00	0.00
REPUBLICATION OF THE PROPERTY	Poll	28198233	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	28198233	28198233	100.00	28198233	0	100.00	0.00
Public -Institution	E-voting		0	0.00	0	0	0.00	0.00
	Poll	1743813	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1743813	0	0.00	0	0	0.00	0.00
Public-Non Institution	E-voting		343419	4.43	343378	41	99.99	0.00
	Poll	7754429	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	Market Land						
	Total	7754429	343419	4.43	343378	41	99.99	0.01
TOTA	u.	37696475	28541652	75.71	28541611	41	100.00	0.00



No

RESOLUTION NO. "3"	To appoint a Director in place of Mr. Harsh Mohan Gupta (DIN: 00065973), who retires by rotation and being
	eligible, offers himself for re-appointment.
B	

Resolution required

: Ordinary

Whether promoter / promoter gorup are interested in the agenda / resolution

Yes

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	% of Votes in fvour on votes polled	% of Votes against on votes polled
Promoter /Promoter Group	E-voting		24842609	88.10	24842609	0	100.00	0.00
	Poll	28198233	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	28198233	24842609	88.10	24842609	0	100.00	0.00
Public -Institution	E-voting	1743813	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1743813	0	0.00	0	0	0.00	0.00
Public-Non Institution	E-voting		343419	4.43	343382	37	99.99	0.01
	Poll	7754429	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N SECTION					0.00
	Total	7754429	343419	4.43	343382	37	99.99	0.01
TOTAL		37696475	25186028	66.81	25185991	37	100.00	0.00



RESOLUTION NO. "4"	Fixation of overall maximum Remuneration payable to Managerial	Personnel.	
Resolution required			Special
Whether promoter / pr	omoter gorup are interested in the agenda / resolution	:	No

Whether promoter / promoter gorup 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	% of Votes in fvour on votes polled	% of Votes against on votes polled
Promoter /Promoter Group	E-voting		28198233	100.00	28198233	0	100.00	0.00
	Poll	28198233	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	28198233	28198233	100.00	28198233	0	100.00	0.00
Public -Institution	E-voting		0	0.00	0	0	0.00	0.00
	Poll	1743813	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1743813	0	0.00	0	0	0.00	0.00
Public-Non Institution	E-voting		343419	4.43	102099	241320	29.73	70.27
	Poll Postal Ballot (If applicable)	7754429	0	0.00	0	0	0.00	0.00
	Total	7754429	343419	4.43	102099	241320	29.73	70.27
TOTAL		37696475	28541652	75.71	28300332	241320	99.15	0.85



RESOLUTION NO. "5"	Revision in payment of remuneration of Mr. Harsh Mohan Gupta (DIN:00065973) as the Managing Director,							
	designated as Executive Chairman.							

Special **Resolution required** Yes

Whether promoter / promoter gorup 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	% of Votes in fvour on votes polled	% of Votes against on votes polled
Promoter /Promoter Group	E-voting		24842609	88.10	24842609	0	100.00	0.00
	Poll	28198233	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	28198233	24842609	88.10	24842609	0	100.00	0.00
Public -Institution	E-voting		0	0.00	0	0	0.00	0.00
	Poll	1743813	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1743813	0	0.00	0	0	0.00	0.00
Public-Non Institution	E-voting		343419	4.43	101478	241941	29.55	70.45
	Poll	7754429	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total	7754429	343419	4.43	101478	241941	29.55	70.45
TOTAL		37696475	25186028	66.81	24944087	241941	99.04	0.96



RESOLUTION NO. "6"	Re-appointment of Mr. Harsh Mohan Gupta (DIN: 00065973)	as the Managing Director, designated as Executive
	Chairman.	
Resolution required		: Special

Whether promoter / promoter gorup 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	% of Votes in fvour on votes polled	% of Votes against on votes polled
Promoter /Promoter Group	E-voting		24842609	88.10	24842609	0	100.00	0.00
	Poll	28198233	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	28198233	24842609	88.10	24842609	0	100.00	0.00
Public -Institution	E-voting	1743813	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1743813	0	0.00	0	0	0.00	0.00
Public-Non Institution	E-voting		343419	4.43	309745	33674	90.19	9.81
	Poll	7754429	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)					15558		
	Total	7754429	343419	4.43	309745	33674	90.19	9.81
TOTAL		37696475	25186028	66.81	25152354	33674	99.87	0.13



RESOLUTION NO. "7"	Re-appointment of Mr. Nirmal Kumar Khurana (DIN: 00123297) as a Whole time Director, designated as Director
	(Finance) and Company Secretary.
Desclution required	Ci-I

Resolution required : Special

Whether promoter / promoter gorup 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	% of Votes in fvour on votes polled	% of Votes against on votes polled
Promoter /Promoter Group	E-voting	28198233	28198233	100.00	28198233	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	28198233	28198233	100.00	28198233	0	100.00	0.00
Public -Institution	E-voting	1743813	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1743813	0	0.00	0	0	0.00	0.00
Public-Non Institution	E-voting	7754429	334934	4.32	333631	1303	99.61	0.39
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total	7754429	334934	4.32	333631	1303	99.61	0.39
TOTAL		37696475	28533167	75.69	28531864	1303	100.00	0.00



No

RESOLUTION NO. "8" Ratification of Cost Auditors' Remuneration for the Financial Year 2023-2024.

Resolution required : Ordinary Whether promoter / promoter gorup are interested in the agenda / resolution : No

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	% of Votes in fvour on votes polled	% of Votes against on votes polled
Promoter /Promoter Group	E-voting	28198233	28198233	100.00	28198233	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	28198233	28198233	100.00	28198233	0	100.00	0.00
Public -Institution	E-voting	1743813	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1743813	0	0.00	0	0	0.00	0.00
Public-Non Institution	E-voting	7754429	343419	4.43	342414	1005	99.71	0.29
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total	7754429	343419	4.43	342414	1005	99.71	0.29
TOTA		37696475	28541652	75.71	28540647	1005	100.00	0.00