



RACL Geartech Ltd.

Corporate Office

B-9, Sector-3, Noida, Uttar Pradesh-201301, INDIA

Phone: +91-120-4588500 Fax: +91-120-4588513

Web: www.raclgeartech.com E-mail: info@raclgeartech.com

Saturday, 28th September, 2019

REF. NO. RACL/ BSE/ 2019-20

The Manager - Listing
BSE Limited
25th Floor, P. J. Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code No. 520073

SUB : Voting results of the 36th Annual General Meeting (AGM) in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer's Report

Dear Sir,

Further to our letter Dated: 28th September, 2019 and Pursuant to the Regulation 44(3) or any other applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013, please find enclosed herewith the following:

1. Consolidated Scrutinizer's Report for the voting results of 36th Annual General Meeting (AGM) of the company held on Saturday, 28th September, 2019. (**Annexure - 1**)
2. Voting results (including remote e-Voting and Poll conducted at AGM) of the 36th Annual General Meeting (AGM) of the company. (**Annexure - 2**)

Resolution set forth in the notice of 36th AGM was approved by the members/ Shareholders of the company with requisite majority.

Kindly take the above information on your records and oblige.

Thanking you,

Yours Sincerely,
For RACL Geartech Limited


HITESH KUMAR
COMPANY SECRETARY &
COMPLIANCE OFFICER



Encl.: as above

Registered Office

15th Floor, Eros Corporate Tower, Nehru Place, New Delhi-110019, INDIA

Phone: +91-11-66155129

CIN: L34300DL1983PLC016136

D-U-N-S Number: 65-013-7086



TS 16949 : 2009
TS 518901 - 000



K.K. MALHOTRA & CO.
COMPANY SECRETARIES

C-2/4, PRAGATI MARKET, ASHOK VIHAR
PHASE-II, DELHI-110052
Phone : 011-47026956, 011-27418489
Mobile : 9810153573
E-mail: kk.malhotra2003@gmail.com

Annexure - I

CONSOLIDATED SCRUTINIZERS' REPORT

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, Rule 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Chairman
RACL Geartech Limited,
CIN L34300DL1983PLC016136
15th Floor, Eros Corporate Tower,
Nehru Place, New Delhi- 110019

Re: Report on remote e-voting and voting by Poll conducted at Thirty Sixth (36th) Annual General Meeting (AGM) of **RACL Geartech Limited** held on Saturday, 28th September, 2019 at The Executive Club, Dolly Farms & Resorts Pvt. Ltd., 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi - 110074, India.

Dear Sir,

I, K.K. Malhotra, Company Secretary in whole-time practice was appointed as Scrutinizer to scrutinize the remote e-Voting process and also voting by means of Poll at the AGM and for ascertaining the requisite majority on remote e-Voting and also on poll through written ballots, carried out for the resolutions proposed to be passed under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 and Rule 21 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or other applicable Act(s) or Regulation(s), if any, on the resolutions mentioned in the notice of 36th AGM of the members of the Company held on Saturday, 28th September, 2019 at The Executive Club, Dolly Farms & Resorts Pvt. Ltd., 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi - 110074.



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1. The remote e-Voting period remained open from Wednesday, 25th September, 2019 (9:00 A.M.) and ended on Friday, 27th September, 2019 (5:00 P.M.) on the designated website <https://www.evoting.nsdl.com/> of National Securities Depository Limited (NSDL).
2. The Company has appointed National Securities Depository Limited (NSDL), as the service provider, for providing the facility of remote e-Voting. The service provider has provided a system for recording the votes of the shareholders electronically on all the items of the businesses (both Ordinary and Special businesses) sought to be transacted at the Thirty Sixth (36th) AGM of the Company.
3. The members of the Company as on the "cut off date" " i.e. 21st September, 2019 were entitled to avail the facility of remote e-Voting on the proposed resolutions (Item nos. 1 to 6) as set out in the notice dated 9th August, 2019 of 36th AGM.
4. In line with the provisions of Companies Act, 2013 and in the terms of the clarification issued by Ministry of Corporate Affairs, voting by show of hands was not permitted at the General Meeting because remote e-Voting was offered to the members. Therefore, the Chairman ordered for poll through written ballots at the AGM as per Rule 21 of the Companies (Management and Administration) Rules, 2014.
5. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the Thirty Sixth (36th) AGM of the Company. My responsibilities as scrutinizer are restricted to make a Scrutinizer's Report of the votes cast "For" or "Against" the resolutions stated in the notice of AGM.
6. After Completion of Poll at the AGM, votes casted by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the members who participated in Poll at the AGM.



7. Thereafter, the votes casted through remote e-Voting were unblocked after completion of Poll at the AGM in the presence of two witnesses, Mr. Inderesh Gupta R/o N-13/73 Kishore Nagar Behind Sawan Ashram Desu Colony New Delhi- 110007 and Mr. Shakti Prakash Dwivedi R/o C-2/1, New Govind Pura, Krishna Nagar, New Delhi- 110051, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



(Inderesh Gupta)



(Shakti Prakash Dwivedi)

8. Based on the reports generated from the remote e-voting system provided by National Securities Depository Limited (NSDL) and votes casted on Poll at the AGM, we submit the consolidated results of remote e-voting and Poll as under:



Resolution 01-Ordinary Resolution

To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31 March, 2019, including the Audited Balance Sheet as at 31 March, 2019, the respective Statements of Profit & Loss and Cash Flow for the year ended as on that date and the accompanying Notes thereto, along with the reports of the Board of Directors and Auditors thereon.

Mode	No. of Voters/ Members	Total Votes/ Shares	Invalid		Favour		Against	
			Voters	No. of Votes	Voters	No. of Votes	Voters	No. of Votes
Remote e-Voting	18	4286610	0	0	18	4286610	0	0
Ballot Voting	144	1000957	0	0	144	1000957	0	0
TOTAL	162	5287567	0	0	162	5287567	0	0

Total Valid Votes (Total Votes-Invalid and less voted) = (5287567-0) = 5287567

Votes in Favour (% of Total Valid Votes) = (5287567/5287567) *100 = 100%

Votes in Against (% of Total Valid Votes) = 0%



Resolution 02 -Ordinary Resolution

To consider and appoint a Director in place of Mr. Dev Raj Arya (DIN: 00057582), Whole Time Director & CFO, who retires by rotation and being eligible, offers himself for re-appointment.

Mode	No. of Voters/ Members	Total Votes/ Shares	Invalid		Favour		Against	
			Voters	No. of Votes	Voters	No. of Votes	Voters	No. of Votes
Remote e-Voting	18	4286610	3	*4176811	15	109799	0	0
Ballot Voting	144	1000957	0	0	144	1000957	0	0
TOTAL	162	5287567	3	4176811	159	1110756	0	0

Total Valid Votes (Total Votes-Invalid and less voted) = (5287567-4176811) = 1110756

Votes in Favour (% of Total Valid Votes) = (1110756/1110756) *100 = 100%

Votes in Against (% of Total Valid Votes) = 0%

*Since from the Promoters/ Promoter group Mr. Dev Raj Arya, Mr. Gursharan Singh and Mrs. Raj Arya are interested (being related parties) in Resolution no. 2, hence their votes considered invalid for the Resolution no. 2.



Resolution 03 -Ordinary Resolution

To ratify the appointment of Gianender & Associates, Chartered Accountants [Firm Registration No. 004661N], Statutory Auditors of the Company, and to fix their remuneration.

Mode	No. of Voters/ Members	Total Votes/ Shares	Invalid		Favour		Against	
			Voters	No. of Votes	Voters	No. of Votes	Voters	No. of Votes
Remote e- Voting	18	4286610	0	0	18	4286610	0	0
Ballot Voting	144	1000957	0	0	144	1000957	0	0
TOTAL	162	5287567	0	0	162	5287567	0	0

Total Valid Votes (Total Votes-Invalid and less voted) = (5287567-0) = 5287567

Votes in Favour (% of Total Valid Votes) = (5287567/5287567) *100 = 100%

Votes in Against (% of Total Valid Votes) = 0%



Resolution 04 -Special Resolution

Appointment of Mr. Anil sharma (DIN: 00157911) as Non- Executive Non independent Director of the company and payment of retainership fees/ remunerations to him.

Mode	No. of Voters/ Members	Total Votes/ Shares	Invalid		Favour		Against	
			Voters	No. of Votes	Voters	No. of Votes	Voters	No. of Votes
Remote e-Voting	18	4286610	0	0	18	4286610	0	0
Ballot Voting	144	1000957	0	0	144	1000957	0	0
TOTAL	162	5287567	0	0	162	5287567	0	0

Total Valid Votes (Total Votes-Invalid and less voted) = (5287567-0) = 5287567

Votes in Favour (% of Total Valid Votes) = (5287567/5287567) *100 = 100%

Votes in Against (% of Total Valid Votes) = 0%



Resolution 05 -Special Resolution

Approval of remuneration of Mr. Gursharan Singh (DIN: 00057602), Chairman and Managing Director.

Mode	No. of Voters/ Members	Total Votes/ Shares	Invalid		Favour		Against	
			Voters	No. of Votes	Voters	No. of Votes	Voters	No. of Votes
Remote e-Voting	18	4286610	*3	3986028	15	300582	0	0
Ballot Voting	144	1000957	0	0	144	1000957	0	0
TOTAL	162	5287567	3	3986028	159	1301539	0	0

Total Valid Votes (Total Votes-Invalid and less voted) = (5287567-3986028) = 1301539

Votes in Favour (% of Total Valid Votes) = (1301539/1301539) *100= 100%

Votes in Against (% of Total Valid Votes) = 0%

*Since from the Promoters/ Promoter group Mr. Gursharan Singh, Mrs. Narinder Paul Kaur and Aadhar Infosystems Private Limited are interested (being related parties) in Resolution no. 5, hence their votes considered invalid for the Resolution no. 5.



Resolution 06 -Special Resolution

Re-appointment of Mr. Dev Raj Arya (DIN: 00057582) as Whole time Director & Chief Financial Officer and payment of remuneration to him.

Mode	No. of Voters/Members	Total Votes/Shares	Invalid		Favour		Against	
			Voters	No. of Votes	Voters	No. of Votes	Voters	No. of Votes
Remote e-Voting	18	4286610	3	*4176811	15	109799	0	0
Ballot Voting	144	1000957	0	0	144	1000957	0	0
TOTAL	162	5287567	3	4176811	159	1110756	0	0

Total Valid Votes (Total Votes-Invalid and less voted) = (5287567-4176811) = 1110756

Votes in Favour (% of Total Valid Votes) = (1110756/1110756) *100 = 100%

Votes in Against (% of Total Valid Votes) = 0%

*Since from the Promoters/ Promoter group Mr. Dev Raj Arya, Mr. Gursharan Singh and Mrs. Raj Arya are interested (being related parties) in Resolution no. 6, hence their votes considered invalid for the Resolution no. 6.



9. All the papers relating to voting by electronic means shall remain in the safe custody of Scrutinizers, until the Chairman considers, approves and signs the minutes of 36th AGM and thereafter, the Scrutinizer shall handover the related papers to the company.
10. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the Thirty Sixth (36th) AGM, to announce the result of the meeting.

Thanking You,



Yours faithfully,

K.K. Malhotra,
Practicing Company Secretary,
FCS No. 1410, C.P No. 446

Date: 28.09.2019

Place: New Delhi

Countersigned by:
For RACL Geartech Limited



Mr. Gursharan Singh
(Chairman & Managing Director)
(DIN: 00057602)

Annexure-2

General information about company	
Scrip code	520073
NSE Symbol	
MSEI Symbol	
ISIN	INE704B01017
Name of the company	RACL Geartech Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	28-09-2019
Start time of the meeting	11:30 AM
End time of the meeting	12:40 PM



Scrutinizer Details	
Name of the Scrutinizer	Kamal Kumar Malhotra
Firms Name	K. K. Malhotra & Company
Qualification	CS
Membership Number	F - 1410
Date of Board Meeting in which appointed	09-08-2019
Date of Issuance of Report to the company	28-09-2019



Voting results	
Record date	21-09-2019
Total number of shareholders on record date	8329
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	4
b) Public	150
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	6
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 receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2019, including the Audited Balance Sheet as at 31st March, 2019, the respective Statements of Profit & Loss and Cash Flow for the year ended as on that date and the accompanying Notes thereto, along with the reports of the Board of Directors and Auditors 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	5740662	4233742	73.7501	4233742	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	5740662	4233742	73.7501	4233742	0	100	0
Public-Institutions	E-Voting	500	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	500	0	0	0	0	0	0
Public- Non Institutions	E-Voting	5040438	52868	1.0489	52868	0	100	0
	Poll		1000957	19.8585	1000957	0	100	0
	Postal Ballot (if applicable)							
	Total	5040438	1053825	20.9074	1053825	0	100	0
Total		10781600	5287567	49.0425	5287567	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To consider and appoint a Director in place of Mr. Dev Raj Arya (DIN: 00057582), Whole-time Director & CFO, who retires by rotation and being eligible, offers 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	5740662	56931	0.9917	56931	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5740662	56931	0.9917	56931	0	100
Public-Institutions	E-Voting	500	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		500	0	0	0	0	0
Public- Non Institutions	E-Voting	5040438	52868	1.0489	52868	0	100	0
	Poll		1000957	19.8585	1000957	0	100	0
	Postal Ballot (if applicable)							
	Total		5040438	1053825	20.9074	1053825	0	100
Total		10781600	1110756	10.3023	1110756	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	



Text Block

Textual Information(1)

*Since from the Promoters/ Promoter group Mr. Dev Raj Arya, Mr. Gursharan Singh and Mrs. Raj Arya are interested (being related parties) in Resolution no. 2, hence their votes considered invalid for the Resolution no. 2.



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	4176811
Public Insitutions	0
Public - Non Insitutions	0



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the appointment of Gianender & Associates, Chartered Accountants [Firm Registration No. 004661N], Statutory Auditors of the Company, and to fix their remuneration.				
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	5740662	4233742	73.7501	4233742	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5740662	4233742	73.7501	4233742	0	100
Public-Institutions	E-Voting	500	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		500	0	0	0	0	0
Public- Non Institutions	E-Voting	5040438 **	52868	1.0489	52868	0	100	0
	Poll		1000957	19.8585	1000957	0	100	0
	Postal Ballot (if applicable)							
	Total		5040438	1053825	20.9074	1053825	0	100
Total		10781600	5287567	49.0425	5287567	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Anil Sharma (DIN: 00157911) as Non-Executive Non-Independent Director of the company and payment of retainership fees/ remunerations to him.				
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	5740662	4233742	73.7501	4233742	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5740662	4233742	73.7501	4233742	0	100
Public- Institutions	E-Voting	500	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		500	0	0	0	0	0
Public- Non Institutions	E-Voting	5040438	52868	1.0489	52868	0	100	0
	Poll		1000957	19.8585	1000957	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5040438	1053825	20.9074	1053825	0	100
Total		10781600	5287567	49.0425	5287567	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								




Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of remuneration of Mr. Gursharan Singh (DIN: 00057602), Chairman and Managing 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	5740662	247714	4.3151	247714	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5740662	247714	4.3151	247714	0	100
Public- Institutions	E-Voting	500	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		500	0	0	0	0	0
Public- Non Institutions	E-Voting	5040438	52868	1.0489	52868	0	100	0
	Poll		1000957	19.8585	1000957	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5040438	1053825	20.9074	1053825	0	100
Total		10781600	1301539	12.0719	1301539	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	



Text Block

Textual Information(1)

*Since from the Promoters/ Promoter group Mr. Gursharan Singh, Mrs. Narinder Paul Kaur and Aadhar Infosystems Private Limited are interested (being related parties) in Resolution no. 5, hence their votes considered invalid for the Resolution no. 5.



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	3986028
Public Insitutions	0
Public - Non Insitutions	0



Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. Dev Raj Arya (DIN: 00057582) as Whole-time Director & Chief Financial Officer and payment of remuneration to him.				
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	5740662	56931	0.9917	56931	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5740662	56931	0.9917	56931	0	100
Public- Institutions	E-Voting	500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		500	0	0	0	0	0
Public- Non Institutions	E-Voting	5040438	52868	1.0489	52868	0	100	0
	Poll		1000957	19.8585	1000957	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5040438	1053825	20.9074	1053825	0	100
Total		10781600	1110756	10.3023	1110756	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	



Text Block

Textual Information(1)

*Since from the Promoters/ Promoter group Mr. Dev Raj Arya, Mr. Gursharan Singh and Mrs. Raj Arya are interested (being related parties) in Resolution no. 6, hence their votes considered invalid for the Resolution no. 6.



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	4176811
Public Insitutions	0
Public - Non Insitutions	0



