

June 28, 2022

To

The Manager

The Department of Corporate Services

BSE Limited,

Floor 25, P. J. Towers,

Dalal Street, Mumbai - 400 001

Scrip Code: 533271

To

The Manager

The Listing Department,

National Stock Exchange of India Limited,

Exchange Plaza, Bandra-Kurla Complex,

Bandra (East), Mumbai - 400051

Scrip Symbol: ASHOKA EQ.

<u>Sub.:</u> Declaration of Result of the Postal Ballot under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

The Board of Directors had sought the approval of the Shareholders of the Company pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for the following Resolutions by way of Postal Ballot:

- 1. Re-appointment of Mr. Ashok Katariya as Whole-time Director, to be designated as the Chairman of the Company and remuneration payable on his re-appointment;
- 2. Appointment of Mr. Ashish Kataria as Whole-time Director of the Company and remuneration payable on his appointment; and
- 3. Appointment of Mrs. Ankita Parakh, relative of Director of the Company, to the office or place of profit.

Mr. Sachin Sharma, Practising Company Secretary (ACS: 46900; CP No.: 20423), Designated Partner of M/s S. Anantha & Ved LLP, Practicing Company Secretaries (LLPIN AAH-8229), Mumbai, was appointed as the Scrutinizer for conducting the Postal Ballot Process and has submitted his report dated June 28, 2022. A copy of the aforesaid report is enclosed for your records.

In terms of Regulation 44 of SEBI LODR, the details of the Resolutions passed by the Shareholders by way of Postal Ballot are given below:

Item No.	Particulars	Type of Resolution	Mode of Voting (show of hands / Poll / Postal Ballot / E-Voting)	Remarks
1.	Re-appointment of Mr. Ashok Katariya as Whole-time Director, to be designated as the Chairman of the Company and remuneration payable on his re-appointment	Special Resolution	Postal Ballot / E-voting	The Resolution was passed with requisite majority

Regd. Office: S. No. 861, Ashoka House, Ashoka Marg, Vadala, Nashik 422 011, Maharashtra, India. • Tel + 91

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CIN: L45200MH1993PLC071970



2.	Appointment of Mr. Ashish Kataria as Whole-time Director of the Company and remuneration payable on his appointment	Special Resolution	Postal Ballot / E-voting	The Resolution was passed with requisite majority
3.	Appointment of Mrs. Ankita Parakh, relative of Director of the Company, to the office or place of profit	Ordinary	Postal Ballot / E-voting	The Resolution was passed with requisite majority

The details of remote e-voting in the format prescribed under Regulation 44 of SEBI LODR, along with the Scrutinizers' Report are enclosed herewith for your information and record. The e-voting was opened on May 27, 2022 at 9.00 a.m. and closed on June 26, 2022 at 5.00 p.m.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For ASHOKA BUILDCON LIMITED

(Manoj A. Kulkarni) Company Secretary

ICSI Membership No.: FCS-7377

Encl: As above





Company Serverines Fir the AAA - 6229 LBS Garg, Steffand (W), Mumbar - 400 080 Www.san. Maccom; prio@sanantin.com Telect 91 22: 2591 3041

Report of Scrutinizer [Pursuant to Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014]

To
The Chairperson
ASHOKA BUILDCON LIMITED
(CIN: L45200MH1993PLC071970)
S. No. 861, Ashoka House, Ashoka Marg,
Vadala, Nashik – 422 022

Dear Sir,

Sub: Result of the Postal Ballot conducted to obtain the approval of Shareholders of Ashoka Buildcon Limited (the 'Company')

I, Sachin Sharma (Membership No. ACS 46900/CP. No.20423), Designated Partner of M/s S. Anantha & Ved LLP (LLPIN:AAH-8229), Practicing Company Secretaries, Mumbai, was appointed as the Scrutinizer by the Company for conducting the Postal Ballot by way of remote e-voting process, carried out as per Section 108 and 110 of Companies Act, 2013 ('Act') read with the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 05, 2022 respectively, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and in line with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), in connection with the passing of the resolutions as mentioned in the Notice of Postal Ballot dated Wednesday, May 25, 2022.

In view of the situation arising due to COVID-19 pandemic, MCA and SEBI have issued Circulars giving certain relaxations in the provisions of the Act and the Rules and SEBI (LODR) Regulations, 2015 for facilitating passing of ordinary and special resolutions by the Companies, realizing the challenges faced by the Companies in providing physical Postal Ballot voting facility to shareholders. The result along with Scrutinizer's report will simultaneously be posted on the Company's website- www.ashokabuildcon.com and website of Link Intime - https://instavote.linkintime.co.in., besides communicating the same to the National Stock Exchange of India Limited and BSE Limited. The voting results along with the Scrutinizer's Report will also be displayed at the Registered Office of the Company.

On account of threat posed by this pandemic and in terms of the MCA Circulars, the Company had sent the Postal Ballot Notice in only electronic form to those shareholders whose email id was registered with the Depositories and Link Intime India Private Limited ('the RTA') and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA & SEBI circulars mentioned above. Accordingly, the communication of the assent or dissent of the Members had to take place through the E-voting system only.

All the required instructions in relation to e-voting by the shareholders were duly mentioned in the Notice sent to the shareholders of the Company through e-mail, wherever e-mail ids were available.



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As per applicable provisions of the Companies Act, 2013 and Rules made thereunder, SEBI (LODR) Regulations, 2015 and as provided in the MCA circulars mentioned above, an advertisement was published by the Company in The Free Press Journal (English) and Punyanagari (Vernacular -Marathi) newspapers, on May 27, 2022, informing about dispatch of the Postal Ballot Notice by e-mail.

The Company and the RTA had uploaded the Notice together with the explanatory statement on their respective websites - www.ashokabuildcon.com and https://instavote.linkintime.co.in. The Company had generated Event Number: 220137 on the RTA for casting votes through e-voting mode.

The Shareholders holding the shares as on the "cut-off" date i.e., May 20, 2022, were entitled to vote on the proposed resolutions through e-voting.

The remote e-voting period of thirty (30) days commenced on Friday, May 27, 2022 at 9.00 A.M. (IST) and ended on Sunday, June 26, 2022 at 5.00 P.M. (IST) for the shareholders exercising their vote through remote e-voting. The remote e-voting module was disabled by the RTA for voting thereafter. All votes cast by e-voting received upto Sunday, June 26, 2022 at 5.00 P.M. (IST) being last date fixed by the Company for exercise of vote by e-voting, were considered for my scrutiny.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI (LODR) Regulations, 2015, relating to the items being placed for approval of the shareholders through Postal Ballot by e-voting.

My responsibility as the Scrutinizer of the voting process (through e-voting), 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 and against the resolutions stated in the Notice, based on votes cast through e-voting as also the reports generated from the e-voting system provided by Link Intime India Private Limited ("RTA").

The Report of the Postal Ballot was duly compiled and accordingly the results of Postal Ballot through remote e-voting for the following resolutions are as under:

1. Re-appointment of Mr. Ashok Katariya (DIN:00112240) as Whole-time Director, to be designated as the Chairman of the Company and remuneration payable on his re-appointment:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee and Audit Committee, the relevant provision of the Articles of Association of the Company, Regulation 23 and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent and approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Ashok Katariya (DIN:00112240), as a Whole-time Director of the Company, to be designated as the Chairman, for a period of Two (2) years with effect from April 1, 2022 to March 31, 2024 upon such terms and conditions and at such remuneration as may be agreed to, by and between the Board of Directors and Mr. Ashok Katariya and as mentioned in the explanatory statement forming part of this notice, and whose period of office shall be liable to determination by retirement by rotation.



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RESOLVED FURTHER THAT pursuant to the provisions of sections 196 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (Including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for continuation of holding of office by Mr. Ashok M. Katariya as the Whole-time Director of the Company, to be designated as the Chairman, who has attained the age of 70 (seventy) years, for his present term of re-appointment from April 01, 2022 up to the conclusion to March 31, 2024.

RESOLVED FURTHER THAT in the absence or an inadequacy of profits during the tenure of his term as a whole-time director, he shall be paid the remuneration, allowances and perquisites as set out in the explanatory statement forming part of this Notice or the revised remuneration as approved by the Board of Directors from time to time, as recommended by the Nomination and Remuneration Committee, as the Minimum Remuneration in accordance with Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and to vary, amend the terms and conditions and revise the remuneration within the limits herein approved on the basis of the recommendations of the Nomination and Remuneration Committee, and as may be agreed to, by and between the Board of Directors and Mr. Ashok Katariya, and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company and to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard."

Total number of e-Votes considered in connection with the passing of the above-mentioned Special Resolution:

Sr.	Particulars	No. of e-Votes	No of Equity	% to Total valid
No.			Shares	Votes
Α	Votes in favour of the Resolution	186	11,53,78,173	99.98
В	Votes against the Resolution	17	22,341	0.02
С	Total Valid Votes (A + B)	203	11,54,00,514	100.00

Notes: i) Four (4) Folios holding 25,93,370 Equity Shares of face value of Rs. 5/- each of the Company, voted 4 Equity Shares against, and did not exercise the option to vote for 25,93,366 Equity Shares in the above resolution.

- ii) Twelve (12) Folios holding in aggregate 8,77,71,408 Equity Shares of Face Value of Rs.5/- each of the Company, being interested persons, abstained from voting in the above resolution.
- iii) One (1) Folio holding in aggregate 60 Equity Shares of Face Value of Rs. 5/- each of the Company, abstained from voting in the above resolution.
- iv) Based on the aforesaid result, we report that, the aforesaid Special Resolution at Item No.1, as contained in the Notice of Postal Ballot dated May 25, 2022 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.

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2. Appointment of Mr. Ashish Kataria (DIN: 00580763) as Whole-time Director, of the Company and remuneration payable on his appointment:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act"), if any, read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), the relevant provision(s) of the Articles of Association of the Company, Regulation 23 and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee, the consent of the Members of the Company be and is hereby accorded for appointment of Mr. Ashish Ashok Kataria, (DIN: 00580763), as a Whole-time Director of the Company, for a period of Five (05) years with effect from April 1,2022 to March 31,2027 upon such terms and conditions and at such remuneration for the period from April 01,2022 till March 31,2027 as mentioned in the explanatory statement forming part of this notice, and whose period of office shall be liable to determination by retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (on the recommendations of the Nomination & Remuneration Committee) be and is hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of appointment of Mr. Ashish Ashok Kataria (DIN:00580763), as a Whole-time Director, in such a manner as may be permissible in accordance with the provisions of the Act and Schedule V or any modification or enactment thereto and subject to the approval of the Central Government, if required and as may be agreed to, by and between the Board of Directors and Mr. Ashish Kataria (DIN:00580763), without any further reference to the shareholders in general meeting.

RESOLVED FURTHER THAT in the absence or an inadequacy of profits in financial year during the tenure of his term as whole-time director, he shall be paid the remuneration, allowances and perquisites as set out in the explanatory statement forming part of this Notice or the revised remuneration as approved by the Board of Directors from time to time, as recommended by the Nomination and Remuneration Committee, as the Minimum Remuneration in accordance with Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and to vary, amend the terms and conditions and revise the remuneration within the limits herein approved on the basis of the recommendation of the Nomination and Remuneration Committee, and as may be agreed to, by and between the Board of Directors and Mr. Ashish Katariya and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company and to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard."



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Total number of e-Votes considered in connection with the passing of the above-mentioned Special Resolution:

Sr.	Particulars	No. of e-Votes	No of Equity	% to	Total	valid
No.			Shares	Votes		
A	Votes in favour of the Resolution	170	10,78,25,372			93,44
В	Votes against the Resolution	33	75,75,142			6,56
С	Total Valid Votes (A + B)	203	11,54,00,514			100.00

Notes: i) Four (4) Folios holding 25,93,370 Equity Shares of face value of Rs. 5/- each of the Company, voted 4 Equity Shares in favor, and did not exercise the option to vote for 25,93,366 Equity Share in the above resolution.

- ii) Twelve (12) Folios holding in aggregate 8,77,71,408 Equity Shares of Face Value of Rs. 5/- each of the Company, being interested persons, abstained from voting in the above resolution.
- iii) One (1) Folio holding in aggregate 60 Equity Shares of Face Value of Rs. 5/- each of the Company, abstained from voting in the above resolution.
- iv) Based on the aforesaid result, we report that, the aforesaid Special Resolution at Item No.2, as contained in the Notice of Postal Ballot dated May 25, 2022 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.
- 3. Appointment of Mrs. Ankita Parakh, relative of Director of the Company, to the office or place of profit:

"RESOLVED THAT pursuant to the provision of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification or re-enactment thereof for the time being in force, the Articles of Association of the Company and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and approval of Board of Directors, the consent of the Company be and is hereby accorded for appointment of Mrs. Ankita Parakh, who is a relative of Mr. Satish Parakh, Managing Director of the Company, as Deputy General Manager – Planning & Operations i.e. to hold an office or place of profit in the Company, from April 1, 2022, at such remuneration and on such terms and conditions, as per the Explanatory Statement attached to this notice, with liberty to the Board of Directors to vary, amend or revise the remuneration in accordance with the provisions of the Act and as may be agreed to between the Board of Directors and Mrs. Ankita Parakh within the limits as approved by the Members of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company and to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary and to file necessary e-Form(s) with Ministry of Corporate Affairs and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof in this connection."

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Total number of e-Votes considered in connection with the passing of the above-mentioned Ordinary Resolution:

Sr. No.	Particulars	No. of e-Votes	No of Equity		Total valid
110.			Shares	Votes	
Α	Votes in favour of the Resolution	163	13,23,79,342		87.98
В	Votes against the Resolution	43	1,80,84,354		12.02
С	Total Valid Votes (A + B)	206	15,04,63,696		100.00

Notes: i) Four (4) Folios holding 25,93,370 Equity Shares of face value of Rs. 5/- each of the Company, voted 4 Equity Shares in favor, and did not exercise the option to vote for 25,93,366 Equity Share in the above resolution.

- ii) One (1) Folio holding in aggregate 4 Equity Shares of face value of Rs. 5/- each of the Company, voted partially in favour and partially against the above resolution.
- iii) Ten (10) Folios holding in aggregate 5,27,08,226 Equity Shares of Face Value of Rs. 5/- each of the Company, being interested persons, abstained from voting in the above resolution.
- iv) One (1) Folio holding in aggregate 60 Equity Shares of Face Value of Rs. 5/- each of the Company, abstained from voting in the above resolution.
- v) Based on the aforesaid result, we report that, the aforesaid Ordinary Resolution at Item No.3, as contained in the Notice of Postal Ballot dated May 25, 2022 has been passed with requisite majority by the Members of the Company in accordance with the provisions of the Companies Act, 2013.

For S. ANANTHA &VED LLP Company Secretaries

Sachin Hukumchand Sharma

DIN: 08441791 CP No.: 20423

UDIN: A046900D000536323

Date : 28th June, 2022

Place: Mumbai

Countersigned by

Chairman DIN: 00112240

Date : 28th June, 2022

Place: Nashik



Company Name	Ashoka Buildcon Limited
Date of the Postal Ballot	26-06-2022
Total number of shareholders on record date	129405
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	
Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group	
Public	



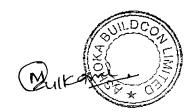
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			Ashol	ca Buildcon Li	mited				
Resolution Required : (Special)				L - Re-appointment of Mr. Ashok Katariya as Whole-time Director, to be designated as the Chairman of th Company and remuneration payable on his re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes			·		·	
Category	Mode of Voting	No. of shares held	No. of votes	% 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	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
	E-Voting	[+]	53378878	34.9018	53378878	0	100.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000	
Promoter and Promoter Group	Postal Ballot	152940177	0	0.0000		0			
	Total		53378878	34.9018	53378878	0	100.0000		
	E-Voting Poll		56241919 0	87.4180 0.0000	56241915 0	0	100.0000		
Public Institutions	Postal Ballot	64336778	0	0.0000	0	0	0.0000	0.0000	
	Total		56241919	87.4180	56241915	4	100.0000	0.0000	
	E-Voting		5779717	9.1096	5757380	22337	99.6135	0.3869	
	Poll	1	0	0.0000	0	0	0.0000	0.0000	
Public Non Institutions	Postal Ballot	63446262	0	0.0000	0	0	0.0000	0.000	
	Total		5779717	9.1096	5757380	22337	99.6135		
Total		280723217	115400514	41.1083	115378173	22341	99.9806	0.019	





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		2 - Appointment of Mr. Ashish Kataria as Whole-time Director of the Company and remuneration payable on his appointment						
Whether promoter/ promo	ter group are ir	nterested in						
the agenda/resolution?			Yes					
Category	Mode of Voting			% of Votes Polled	No. of	No. of	% of Votes in	
		No. of shares held	No. of votes polled	on outstanding shares	Votes – in favour	Votes -Against	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
	E-Voting		53378878	34.9018	53378878	0	100.0000	0.0000
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	152940177	0	0.0000	0	0	0.0000	0.0000
	Total		53378878	34.9018	53378878	0	100.0000	
	E-Voting		56241919	87.4180	48689164	7552755	86.5710	13.4290
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		64336778						[
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		56241919	87.4180	48689164	7552755	86.5710	13.4290
	E-Voting		5779717	9.1096	5757330	22387	99.6127	0.3873
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions		63446262						
	Postal Ballot		0	0.0000	0	.0	0.0000	0.0000
	Total		5779717	9.1096	5757330	22387	99.6127	0.3873
Total		280723217	115400514	41.1083	107825372	7575142	93.4358	6.5642





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Resolution Required : (Ordi	nary)		3 - Appointme	nt of Mrs. Ankita Para	kh, relative of	Director of the	Company, to the off	ce or place of profit
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of	No. of votes	% 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
	E-Voting		88442060		88442060	0	100.0000	0.0000
	Poll	[0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot	152940177	0	0.0000	0	0	0.0000	0.0000
	Total		88442060	57.8279	88442060	0	100.0000	0.0000
	E-Voting		56241919	87.4180	38180452	18061467	67.8861	32.1139
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		64336778						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	[56241919	87.4180	38180452	18061467	67.8861	32.1139
	E-Voting		5779717	9.1096	5756830	22887	99.6040	0.3960
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	Postal Ballot	63446262	0	0.0000	0	0	0.0000	-
	Total		5779717	9.1096	5756830	22887	99.6040	
Total		280723217	150463696	53.5986	132379342	18084354	87.9809	12.0191

