

Announcement of the consolidated results of Remote E-Voting and E-Voting during First Extra Ordinary General Meeting of the Financial Year 2022-2023 of the members of Zydus Lifesciences Limited

Pursuant to the provisions of sections 108 and 109 of the Companies Act, 2013 ("the **Act**") read with rule 20 of the Companies (Management and Administration) Rules, 2014 ("the **Rules**"), Zydus Lifesciences Limited ("the **Company**") had provided remote e-voting facility to the members for exercising the voting rights and e-voting facility was also provided during the First Extra Ordinary General Meeting of the financial year 2022-2023 ("**EOGM**") of the members of the Company.

The voting on the 2 special resolutions contained in the Notice of EOGM dated November 29, 2022 were casted through remote e-voting and e-voting EOGM. Based on the report submitted by Mr. Manoj Hurkat, Practicing Company Secretary, the Scrutinizer appointed for both, remote e-voting and e-voting during EOGM, I declare the 2 special resolutions contained in the Notice of EOGM as passed with requisite majority. The summary of results is as under:

Item No. of Notice	Particulars of business	Voting in favouresolution	ır of the	Votes against the resolution		
		Nos.	%	Nos.	%	
Item No. 1 of the Notice	Remote e-voting	918243735	100	2137	Negligible	
	E-voting during EOGM	9405	100	0		
	Total	918253140	100	2137	Negligible	
Item No. 2 of the Notice	Remote e-voting	853605425	99.82	1550043	0.18	
	E-voting during EOGM	9405	100	0	NA	
	Total	853614830	99.82	1550043	0.18	

For, **ZYDUS LIFESCIENCES LIMITED**

PANKAJ R. PATEL
CHAIRMAN OF THE FIRST EXTRA ORDINARY GENERAL MEETING
OF THE FINANCIAL YEAR 2022-2023 OF THE MEMBERS OF THE COMPANY

Place: Ahmedabad

Date: December 30, 2022



306, ARTH Complex, B/h. A.K. Patel House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009 (Gujarat) India Tel. No.: 079-2960 2110, 2640 2117 – Mobile: 98250 15582 - E-mail: manojhurkat@hotmail.com

Consolidated Report of Scrutinizer [Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xii) of The Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Of the 01/2022-23 Extra Ordinary General Meeting ("EGM") of
ZYDUS LIFESCIENCES LIMITED
held on 30th December, 2022 at 2.00 p.m.
Through Video Conference (VC)/ Other Audio Visual Means (OAVM)

Dear Sir,

I, CS Manoj Rajaram Hurkat, Practicing Company Secretary, have been appointed by the Board of Directors of Zydus Lifesciences Limited ("Company") as Scrutinizer for the purpose of scrutinizing the Remote E-voting & E-voting at the time of 01/2022-23 Extra Ordinary General meeting (EGM) of the members of the Company for ascertaining the majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, considered in connection with the EGM held on 30th December, 2022 at 2.00 p.m. through Video Conference (VC)/ Other Audio Visual Means (OAVM) as per framework issued by the Ministry of Corporate Affairs (MCA) vide the General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 02/2021-22 dated 13th January, 2021 and also General Circular No. 20/2021 dated 8th December, 2021 (MCA Circulars) and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 15th January, 2021 issued by the Securities and Exchange Board of India ('SEBI Circulars')

1. The management of the Company is responsible to ensure the compliances with the requirements of provisions of Companies Act, 2013, MCA Circulars, SEBI Circulars and Rules relating to voting on the resolutions contained in the Notice of Extra Ordinary General Meeting of the members of the Company.



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My responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated below, based on the scrutiny of the reports generated from the e-voting (both Remote E-voting and E-voting during the EGM) system provided by M/s Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e-voting facilities as appointed by the Company.

2. Further to the above, I submit my consolidated report as under:

A. For Remote E-voting:

- I. The Remote E-voting period remained open from Tuesday, 27th December, 2022 (9.00 a.m.) to Thursday, 29th December, 2022 (5.00 p.m.).
- II. The Members of the Company as on "cut off" date i.e. 23rd December, 2022 were entitled to vote on the resolutions stated in the Notice of EGM. The paid- up capital as on cut-off date was Rs. 101,22,04,139 divided into 101,22,04,139 Equity Shares of Re. 1/- each.
- III. The votes casted were subsequently unblocked by me on 30th December, 2022 at 3.00 p.m. in the presence of two witnesses, whose names are mentioned below, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.

Sr.	Name & Address of witnesses	Signature of witnesses
No.		
01.	Sunil Mulchandani 58, Sudama Homes, B/h Nandigram society, Nana Chiloda, Ahmedabad-382345	Swind
02.	Vikas R. Ramani 502, Prathmesh Appartments, Mitramandal Society, Nr. Alok Hospital, Usmanpura, Ahmedabad	Labors

IV. The electronic ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company authorization lodged with the Company.

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V. Thereafter, the details of members, who have voted "For", "Against" each of the resolutions permitted for remote e-voting, were prepared based on report generated from the e-voting website of CDSL.

B. For E-voting during the EGM:

- I. The E-voting was conducted together on both the items mentioned in the Notice of EGM.
- II. The E-voting during the EGM was conducted to enable the members of the Company who have attended the EGM through VC/OAVM and had not casted their vote through Remote E-voting facility.
- III. After ensuring that all the members who desire to cast their vote through E-voting at the EGM have exercised their right to vote and after seeking permission from the Chairperson of EGM, E-voting during the EGM was closed/blocked.
- IV. The electronic votes casted by the members during the EGM were subsequently unblocked by me immediately after the conclusion of EGM and electronic ballots were diligently scrutinized. The electronic votes were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
- V. Thereafter, the details of members, who have voted "For", "Against" each of the resolutions permitted for e-voting during the EGM, were prepared based on report generated from the e-voting system of CDSL.
- 3. Based on such scrutiny of the Remote E-voting & E-voting during the EGM, the result of the voting is as under:



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Resolution 1:

Special Resolution for appointment of Mr. Akhil Monappa (DIN: 09784366) as an Independent Director for a period of 5 years w.e.f. 29/11/2022:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast	
E-voting (Remote)	449*	918243735	100%	
E-voting (During EGM)	2	9405	100%	
Total	451	918253140	100%	

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast	
E-voting (Remote)	12	2137	Negligible	
E-voting (During EGM)	Nil	Nil	Nil	
Total	12	2137	Negligible	

(iii) Invalid/Unutilised Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast	
E-voting (Remote)	Nil	Nil	Nil	
E-voting (During EGM)	Nil	Nil	Nil	
Total	Nil	Nil	Nil	

^{*}Note: There are 5 shareholders who have not voted in respect of 393132 equity shares, out of their total shareholding of 1194575 equity shares, which are considered as partially unutilized votes.

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Resolution 2:

Special Resolution for appointment of Ms. Upasana Kamineni Konidela (DIN: 02781278) as an Independent Director for a period of 5 years w.e.f. 29/11/2022:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	423*	853605425	99.82%
E-voting (During EGM)	2	9405	100%
Total	425	853614830	99.82%

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	27	1550043	0.18%
E-voting (During EGM)	Nil	Nil	Nil
Total	27	1550043	0.18%

(iii) Invalid/Unutilised Votes:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	11	63090404	7.38%
E-voting (During EGM)	Nil	Nil	Nil
Total	11	63090404	7.38%

*Note: There are 5 shareholders who have not voted in respect of 393132 equity shares, out of their total shareholding of 1194575 equity shares, which are considered as partially unutilized votes in addition to the fully unutilized votes reported in the above table.

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- 4. A compact disk (CD) / Excel Sheet and other supportive documents containing list of equity shareholders who voted "For", "Against" and those votes which were considered "Invalid" for the resolution and also resolutions received from corporate shareholders etc. will be returned for safe keeping by our separate letter to the Company.
- 5. The reports generated in respect of electronic ballots and all other relevant records will also be handed over by me to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Ahmedabad

Date: 30th December, 2022



Signature of the Scrutinizer [CS Manoj R Hurkat] UDIN: F004287D002832475

Countersigned by:

For, ZYDUS LIFESCIENCES LIMITED

Chairman/Company Secretary



BSE Limited

1st Floor, P.J. Towers Dalal Street Mumbai-400001 **National Stock Exchange of India Limited**

Exchange Plaza, 5th Floor, Plot No. C/1, G Block,

Bandra-Kurla Complex, Bandra (East)

Mumbai-400051

Code: **532321** Symbol: **Zyduslife**

Date: December 30, 2022

Re.: Proceedings of the First Extra Ordinary General Meeting of the Financial Year

2022-2023 of the members of the Company

Ref.: Disclosure under regulation 30 of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("the Listing Regulations")

Dear Sir / Madam,

Please find enclosed the proceedings of the First Extra Ordinary General Meeting of the Financial Year 2022-2023 of the members of the Company held today i.e. December 30, 2022, pursuant to regulation 30 of the Listing Regulations.

We request you to take a note of the above.

Thanking you,

Yours faithfully, For, **ZYDUS LIFESCIENCES LIMITED**

DHAVAL N. SONI COMPANY SECRETARY

Encl.: As above



Proceedings of the First Extra Ordinary General Meeting of the Financial Year 2022-2023 ("EOGM") of the members of Zydus Lifesciences Limited held on Friday, December 30, 2022 through Video Conferening ("VC")/Other Audio Visual Means ("OAVM"), which commenced at 2:00 p.m. (IST) and concluded at 2:20 p.m. (IST)

Following Directors / Key Managerial Personnel / Auditors of the Company attended the EOGM through VC / OAVM:

1.	Mr. Pankaj R. Patel	Chairman
2.	Mr. Nitin R. Desai	Independent Director
3.	Mr. Bhadresh K. Shah	Independent Director
4.	Mr. Akhil Monappa	Independent Director
5.	Ms. Upasana Konidela	Independent Director
6.	Mr. Mukesh M. Patel	Non-Executive Director
7.	Dr. Sharvil P. Patel	Managing Director
8.	Mr. Ganesh N. Nayak	Executive Director
9.	Mr. Nitin D. Parekh	Chief Financial Officer
10.	Mr. Dhaval N. Soni	Company Secretary
11.	Mr. Bharat Khombhadia	Sr. Manager-Deloitte Haskins & Sells LLP, Statutory Auditors
12.	Mr. Manoj Hurkat	Secretarial Auditor and Scrutinizer appointed for submitting his report on remote e-voting and e-voting during the EOGM

Members Attendance

Representations under section 113 of the Companies Act, 2013, ("the **Act**") for a total of 75,88,06,527 shares aggregating to 74.97% of the total paid-up equity share capital were received.

69 members attended the meeting in person including bodies corporate through their representatives.

Mr. Pankaj R. Patel, the Chairman of the Board of Directors, occupied the position of Chairman. and welcomed the members and other invitees to the EOGM of the Company.

After ascertaining that requisite quorum for the meeting was present and that the meeting is validly constituted, the Chairman called the meeting to order.

The Chairman informed that this EOGM is being held through VC / OAVM as per the circulars issued by SEBI and MCA.

The Chairman acknowledged the presence of Mr. Bharat Khombhadia, Representative of Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors and Mr. Manoj Hurkat, Practicing Company Secretary of the Company.

The Notice convening the EOGM of the Company dated November 29, 2022, as circulated to the members of the Company, was taken as read.

Three shareholders had requested for registering them as speaker shareholders, however, only one shareholder attended the meeting. He congratulated the Board of Directors on the good performance of the Company.

The Chairman informed that as per section 108 of the 2013 Act read with rule 20 (Voting through electronic means) of the Companies (Management and Administration) Rules, 2014 and regulation 44 of the Listing Regulations, 2015, the Company had provided remote e-voting platform of Central Depository Services (India) Limited ("CDSL") to the members for exercising their voting rights.

The Chairman further informed that the resolutions prescribed in the Notice of EOGM will be passed through e-voting process by the members / representatives who did not participate in remote e-voting and who participated in the meeting.

The Chairman informed that pursuant to the provisions of section 109 of the Companies Act, 2013, Mr. Manoj Hurkat, Practicing Company Secretary (Membership No. 4287) is appointed as Scrutinizer for both, remote e-voting and e-voting process during the EOGM, to conduct in a fair and transparent manner, scrutinize the voting and submit his report.

The Company Secretary explained the procedure for exercising the votes by the members and representatives through e-voting during the meeting.

The following special resolutions as set out at Item Nos. 1 and 2 of the Notice of EOGM were open for e-voting during the EOGM:

Special businesses:

- 1. Appointment of Mr. Akhil Monappa (DIN: 09784366) as an Independent Director of the Company for the first term of five consecutive years and
- 2. Appointment of Ms. Upasana Kamineni Konidela (DIN: 02781278) as an Independent Director of the Company for the first term of five consecutive years.

The Chairman informed that the results of voting on both the resolutions shall be determined by adding the votes cast by the members through remote e-voting.

The Chairman concluded the meeting informing the members that the result will be declared upon receipt of Consolidated Scrutinizer's Report within statutory time period. He further informed that the results shall also be uploaded on the Company's website www.zyduslife.com together with the consolidated report of the Scrutinizer and shall be available at the Registered Office of the Company.

The Chairman then announced formal closure of the EOGM of the Company.

E-voting during the EOGM:

The Company Secretary explained in detail the procedure for e-voting during EOGM.

Result of the remote e-voting and e-voting during EOGM on the Special Businesses transacted at the EOGM of the Company held on Friday, December 30, 2022:

On the basis of the Consolidated Scrutinizer's Reports, the summary of voting is mentioned in the following table. The Chairman announced the results of voting done on December 30, 2022 that both the special resolutions as set out at Item Nos. 1 and 2 of the Notice of EOGM have been duly passed by the requisite majority.

Item No. of Notice	Particulars of business			Votes against the resolution		
		Nos.	%	Nos.	%	
Item No. 1 of the Notice	Remote e-voting	918243735	100	2137	Negligible	
	E-voting during EOGM	9405	100	0	NA	
	Total	918253140	100	2137	Negligible	
Item No. 2 of the Notice	Remote e-voting	853605425	99.82	1550043	0.18	
	E-voting during EOGM	9405	100	0	NA	
	Total	853614830	99.82	1550043	0.18	

The following special resolutions for the special businesses as set out at Item Nos. 1 and 2 of the Notice of EOGM, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of First Extra Ordinary General Meeting of the Financial Year 2022-2023 of the members held on December 30, 2022:

<u>Item No. 1: Special Resolution for appointment of Mr. Akhil Monappa (DIN: 09784366) as an Independent Director of the Company for the first term of five consecutive years</u>

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and 160 read with Schedule IV of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and the rules made thereunder and the applicable provisions of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Listing Regulations") and applicable provisions of Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and Board of Directors ("the Board"), Mr. Akhil Monappa (DIN-09784366), who was appointed by the Board as an Additional Director as well as the Independent Director of the Company with effect from November 29, 2022 who has submitted a declaration that he meets the criteria of independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of 5 (five) consecutive years with effect from November 29, 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

<u>Item No. 2: Special Resolution for appointment of Ms. Upasana Kamineni Konidela (DIN: 02781278) as an Independent Director of the Company for the first term of five consecutive years:</u>

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and 160 read with

Schedule IV of the Companies Act, 2013 ("the **Act**") and other applicable provisions, if any, of the Act and the rules made thereunder and the applicable provisions of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the **Listing Regulations**") and applicable provisions of Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and Board of Directors ("the **Board**"), Ms. Upasana Kamineni Konidela (DIN-02781278), who was appointed by the Board as an Additional Director as well as the Independent Director of the Company with effect from November 29, 2022 who has submitted a declaration that she meets the criteria of independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of 5 (five) consecutive years with effect from November 29, 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

Both the above resolutions were passed with requisite majority through remote e-voting and e-voting during the EOGM.

PANKAJ R. PATEL
CHAIRMAN OF THE FIRST EXTRA ORDINARY GENERAL MEETING
OF THE FINANCIAL YEAR 2022-2023 OF THE MEMBERS OF THE COMPANY

Place: Ahmedabad

Date: December 30, 2022



BSE Limited

1st Floor, P. J. Towers Dalal Street Mumbai-400001 National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C/1, G Block,

Bandra-Kurla Complex, Bandra (East)

Mumbai-400051

Code: **532321** Symbol: **Zyduslife**

Date: December 30, 2022

Re.: Details of Voting Results at the First Extra Ordinary General Meeting of the

Financial Year 2022-2023 of the members of the Company

Ref.: Disclosure under regulation 44(3) of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("the Listing Regulations")

Dear Sir / Madam,

Please find enclosed details of Voting Results, in the prescribed format, of the First Extra Ordinary General Meeting of the Financial Year 2022-2023 of the members of the Company held on December 30, 2022 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), pursuant to regulation 44(3) of the Listing Regulations.

The said details are also being uploaded on the Company's website.

We request you to take a note of the above.

Thanking you,

Yours faithfully,
For, ZYDUS LIFESCIENCES LIMITED

DHAVAL N. SONI COMPANY SECRETARY

Encl.: As above.





Zydus Lifesciences Limited -First Extra Ordinary General Meeting of the members of the Company for the Financial Year 2022-2023 (" EOGM ") Voting Results					
Date of the EOGM	Friday, December 30, 2022				
Total number of shareholders on Cut-off Date i.e. December 23, 2022	3,79,617				
Number of shareholders present in the meeting either in person or through proxy	N.A.				
Promoters and Promoter Group	8				
Public	61				
Number of shareholders attended the meeting through Video Conferencing	69 number of members attended the meeting through VC / OAVM				

Resolution No. 1:

Resolution re	quired: (Ordinary /	Special)			Special	Special				
	Whether promoter / promoter group are			No						
	the agenda / resolu									
Description o	f resolution conside	ered	Appointment o the Company.	Appointment of Mr. Akhil Monappa (DIN: 09784366) as an Independent Director of the Company.						
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 of votes polled	% of votes against on votes polled		
Promoter and	Remote E- Voting		758895633	99.9941	758895633	0	100.0000	0.0000		
Promoter Group	E-voting during EOGM	758940186	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)		Not Applicable							
	Total	758940186	758895633	99.9941	758895633	0	100.0000	0.0000		
Public – Institutions	Remote E- Voting		150614030	92.0820	150614030	0	100.0000	0.0000		
	E-voting during EOGM	163565132	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)				Not Applicabl	e				
	Total	163565132	150614030	92.0820	150614030	0	100.0000	0.0000		
Public – Non	Remote E- Voting		8736209	9.7505	8734072	2137	99.9755	0.0245		
Institutions	E-voting during EOGM	89597346	9405	0.0105	9405	0	100.0000	0.0000		
	Postal Ballot (if applicable)		Not Applicable							
	Total	89597346	8745614	9.7610	8743477	2137	99.9756	0.0244		
Total		1012102664	918255277 90.7275 918253140 2137 99.9998 0.0002				0.0002			



Resolution No. 2:

Resolution required: (Ordinary / Special)			Special					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Description of resolution considered			Appointment of Ms. Upasana Kamineni Konidela (DIN: 02781278) as an Independent Director of the Company.					
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 of votes polled	% of votes against on votes polled
Promoter and	Remote E- Voting		758895633	99.9941	758895633	0	100.0000	0.0000
Promoter Group	E-voting during EOGM	758940186	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		Not Applicable					
	Total	758940186	758895633	99.9941	758895633	0	100.0000	0.0000
Public – Institutions	Remote E- Voting		87523626	53.5100	85980932	1542694	98.2374	1.7626
	E-voting during EOGM	163565132	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		Not Applicable					
	Total	163565132	87523626	53.5100	85980932	1542694	98.2374	1.7626
Public – Non	Remote E- Voting		8736209	9.7505	8728860	7349	99.9159	0.0841
Institutions	E-voting during EOGM	89597346	9405	0.0105	9405	0	100.0000	0.0000
	Postal Ballot (if applicable)		Not Applicable					
	Total	89597346	8745614	9.7610	8738265	7349	99.9160	0.0840
Total		1012102664	855164873	84.4939	853614830	1550043	99.8187	0.1813