



VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata – 700 017, India
Phone: +91 – 33 – 2281 7715 | 1276 | 3742
email: vinod@vinodkothari.com
Web: www.vinodkothari.com
www.india-financing.com
Unique Code – P1996WB042300
PAN No – AAMFV6726E
Udyog Aaddhar Number – WB10D0000448

Date: 12/07/2017

To
The Chairman,
Zee Entertainment Enterprises Limited,
18th floor, A Wing, Marathon Futurex,
N M Joshi Marg, Lower Parel,
Mumbai - 400 013
India

Consolidated Report of Scrutinizer on Voting on all resolutions proposed at the of Thirty-Fifth Annual General Meeting (AGM) of the Equity Shareholders of Zee Entertainment Enterprises Limited (Company) held at 'Nehru Auditorium', Nehru Centre, Dr Annie Besant Road, Worli, Mumbai, 400018 on Wednesday, the 12th day of July, 2017 at 11.00 A.M.

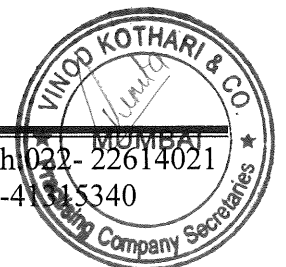
Dear Sir,

In terms of the appointment letter dated May 10, 2017, the undersigned, Mrs. Vinita Nair, Partner of M/s Vinod Kothari & Company, Practising Company Secretaries, having office at 403-406, 175 Shreyas Chambers, D.N. Road, Fort, Mumbai – 400 001, was appointed as scrutinizer to supervise the voting process and issue consolidated report on votes cast by remote e-voting and voting by poll on the Resolution(s) proposed at the 35th AGM of the Company, held at 'Nehru Auditorium', Nehru Centre, Dr Annie Besant Road, Worli, Mumbai, 400018 on Wednesday, the day of July 12, 2017 at 11.00 A.M.

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules, 2014), in connection with all resolutions proposed in the 35th AGM, the Company had provided remote e-voting facility through NSDL and facility of physical voting at the AGM venue to the shareholders of the Company who could not vote earlier through remote e-voting facility provided by the Company.

The remote e-voting period to facilitate e-voting by equity shareholders of the Company as at the cut-off date of July 06, 2017 commenced on Saturday, July 08, 2017 at 9.00 a.m. and ended on Tuesday, July 11, 2017 at 5.00 p.m.

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Delhi: A / 11 Hauz Khas (Opposite Vatika Medicare), New Delhi-110016 Ph: 011-41515340





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The Chairman of the AGM had announced that the facility for voting by way of Ballot/Poll paper was made available at the meeting for voting by the equity shareholders of the Company as on cut-off date of July 6, 2017 who had attended the AGM but could not vote using remote e-voting facility earlier.

Pursuant to Rule 20(xi) of the Rules, 2014, I unblocked the e-voting on NSDL website on July 12, 2017 in the presence of two witnesses, viz., Mr. Vignesh Iyer and Ms. Diksha Kataria both being Executives of Vinod Kothari & Company, Practising Company Secretaries. These witnesses are not in the employment of the Company.

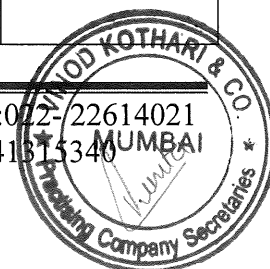
At the 35th AGM, after scrutinizing all Ballot/Poll papers relating to votes cast by the equity shareholders present at the meeting, I hereby report that 41 equity shareholders holding in aggregate 817013 equity shares have cast votes on the proposed resolutions in the Notice of the AGM through physical voting.

We hereby submit our Consolidated Report as under:

1. The details of votes cast (*both by physical voting and e-voting*) with respect to the proposed resolutions are given below:

Resolution No.	Total no. of votes cast by physical voting (1) (No. of shares)	Total no. of votes cast by e-voting (2) (No. of shares)	No. of votes taken to be invalid out of the physical voting received (3) [#] (No. of shares)	No. of votes taken to be invalid out of votes cast by e-voting (4) (No. of shares)	Total number of valid votes cast by physical voting and e-voting [(1+2)-(3+4)] (No. of shares)
Resolution 1	817013	804304581	42	Nil	805121552
Resolution 2	817013	804722531	42	Nil	805539502

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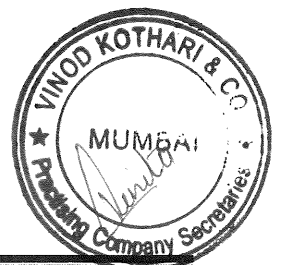


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Resolution No.	Total no. of votes cast by physical voting (1) (No. of shares)	Total no. of votes cast by e-voting (2) (No. of shares)	No. of votes taken to be invalid out of the physical voting received (3) [#] (No. of shares)	No. of votes taken to be invalid out of votes cast by e-voting (4) (No. of shares)	Total number of valid votes cast by physical voting and e-voting [(1+2)-(3+4)] (No. of shares)
Resolution 3	817013	804722912	42	Nil	805539883
Resolution 4	817013	800930839	42	Nil	801747810
Resolution 5	817013	804722734	42	Nil	805539705
Resolution 6	817013	804722859	42	Nil	805539830
Resolution 7	817013	800684209	42	Nil	801501180
Resolution 8	817013	804722868	42	Nil	805539839

Signature Mismatch



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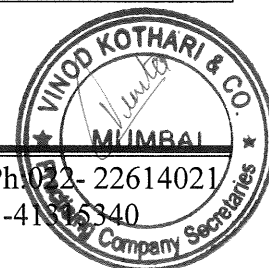


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Total number of votes (no. of shares) in favour and/or against the resolutions cast by e-voting and physical voting respectively:

Particulars	Resolution No. 1	Resolution No. 2	Resolution No. 3	Resolution No. 4
Total votes in favour of resolution by e-voting	803994674	804722261	804722798	788497545
Total votes against the resolution by e-voting	309907	270	114	12433294
Total votes cast in favour of resolution by physical voting	816971	816971	816971	816971
Total votes cast against the resolution by physical voting	Nil	Nil	Nil	Nil
Nature of Resolution	Ordinary	Ordinary	Ordinary	Ordinary
Total valid votes (physical+ e-voting)	805121552	805539502	805539883	801747810
Total votes in favour	804811645	805539232	805539769	789314516
Total votes against	309907	270	114	12433294
Result of voting	Passed as an Ordinary Resolution	Passed as an Ordinary Resolution	Passed as an Ordinary Resolution	Passed as an Ordinary Resolution



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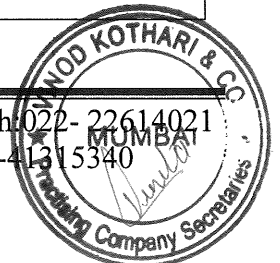


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Particulars	Resolution No. 5	Resolution No. 6	Resolution No. 7	Resolution No. 8
Total votes in favour of resolution by e-voting	795492279	803002793	800224929	804722394
Total votes against the resolution by e-voting	9230455	1720066	459280	474
Total votes cast in favour of resolution by physical voting	816971	816971	816971	816971
Total votes cast against the resolution by physical voting	Nil	Nil	Nil	Nil
Nature of Resolution	Ordinary	Ordinary	Special	Special
Total valid votes (physical + e-voting)	805539705	805539830	801501180	805539839
Total votes in favour	796309250	803819764	801041900	805539365
Total votes against	9230455	1720066	459280	474
Result of voting	Passed as an Ordinary Resolution	Passed as an Ordinary Resolution	Passed as Special Resolution	Passed as Special Resolution

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2. The consolidated result in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the e-voting and physical voting on the resolutions put to vote at the 35th Annual General Meeting is enclosed as Annexure I.
3. The results of the e-voting, physical voting process and all other relevant records such as authorizations and proxy papers were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Place: Mumbai

For M/s Vinod Kothari & Company
Practising Company Secretaries



Vinita Nair
Mrs. Vinita Nair
Partner
ACS: 31669;
COP: 11902



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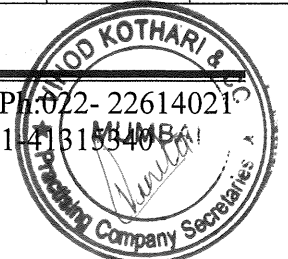
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Annexure I

Resolution Required : (Ordinary)			1 - Adoption of Audited Financial Statements of the Company on a standalone and consolidated basis for the financial year ended March 31, 2017 including the Balance sheet, Statement of Profit & Loss and the Reports of the Auditors and Directors thereon.						
Whether promoter/ promoter group 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 – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	INVALID
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	413670212	413670212	100.0000	413670212	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		413670212	100.0000	413670212	0	100.0000	0.0000	0
Public Institutions	E-Voting	483474114	374654784	77.4922	374344894	309890	99.9173	0.0827	0
	Poll		809000	0.1673	809000	0	100.0000	0.0000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		375463784	77.6595	375153894	309890	99.9175	0.0825	0
Public Non Institutions	E-Voting	63304394	15979585	25.2425	15979568	17	99.9999	0.0001	0
	Poll		8013	0.0127	7971	0	99.4759	0.0000	42
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		15987598	25.2551	15987539	17	99.9999	0.0001	42
Total		960448720	805121594	83.8277	804811645	309907	99.9615	0.0385	42

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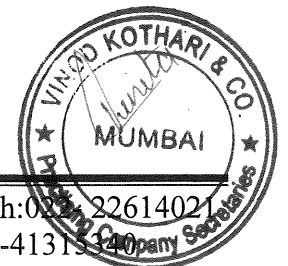




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Resolution Required : (Ordinary)			2 - Confirmation of Dividend paid on Preference Shares for the financial year ended March 31, 2017.							
Whether promoter/ promoter group are interested in the agenda/ resolution?			NO							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	INVALID	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]	
Promoter and Promoter Group	E-Voting	413670212	413670212	100.0000	413670212	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		413670212	100.0000	413670212	0	100.0000	0.0000	0	
Public Institutions	E-Voting	483474114	375073045	77.5787	375073045	0	100.0000	0.0000	0	
	Poll		809000	0.1673	809000	0	100.0000	0.0000	0	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		375882045	77.7460	375882045	0	100.0000	0.0000	0	
Public Non Institutions	E-Voting	63304394	15979274	25.2420	15979004	270	99.9983	0.0017	0	
	Poll		8013	0.0127	7971	0	99.4759	0.0000	42	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		15987287	25.2546	15986975	270	99.9983	0.0017	42	
Total		960448720	805539544	83.8712	805539232	270	100.0000	0.0000	42	



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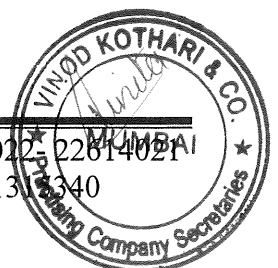


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Resolution Required : (Ordinary)			3 - Declaration of Dividend of Rs.2.50 per Equity Share for the financial year ended March 31, 2017.						
Whether promoter/ promoter group are interested in the agenda/ resolution?			NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	INVALID
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100	[8]
Promoter and Promoter Group	E-Voting	413670212	413670212	100.0000	413670212	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		413670212	100.0000	413670212	0	100.0000	0.0000	0
Public Institutions	E-Voting	483474114	375073045	77.5787	375073045	0	100.0000	0.0000	0
	Poll		809000	0.1673	809000	0	100.0000	0.0000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		375882045	77.7460	375882045	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	63304394	15979655	25.2426	15979541	114	99.9993	0.0007	0
	Poll		8013	0.0127	7971	0	99.4759	0.0000	42
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		15987668	25.2552	15987512	114	99.9993	0.0007	42
Total		960448720	805539925	83.8712	805539769	114	100.0000	0.0000	42

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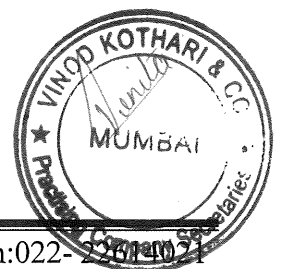




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Resolution Required : (Ordinary)			4 - Re-appointment of Mr Subodh Kumar as a Director of the Company							
Whether promoter/ promoter group are interested in the agenda/ resolution?			NO							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	INVALID	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]	
Promoter and Promoter Group	E-Voting	413670212	413670212	100.0000	413670212	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		413670212	100.0000	413670212	0	100.0000	0.0000	0	
Public Institutions	E-Voting	483474114	371281472	76.7945	358848629	12432843	96.6514	3.3486	0	
	Poll		809000	0.1673	809000	0	100.0000	0.0000	0	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		372090472	76.9618	359657629	12432843	96.6587	3.3413	0	
Public Non Institutions	E-Voting	63304394	15979155	25.2418	15978704	451	99.9972	0.0028	0	
	Poll		8013	0.0127	7971	0	99.4759	0.0000	42	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		15987168	25.2544	15986675	451	99.9972	0.0028	42	
Total		960448720	801747852	83.4764	789314516	12433294	98.4492	1.5508	42	



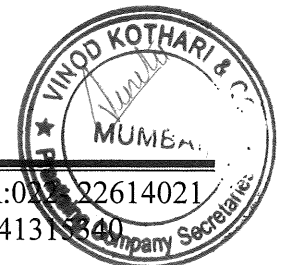
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Resolution Required : (Ordinary)			5 - Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors in place of Auditors retiring on rotational basis.							
Whether promoter/ promoter group are interested in the agenda/ 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 – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	INVALID	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100		[8]
Promoter and Promoter Group	E-Voting	413670212	413670212	100.0000	413670212	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		413670212	100.0000	413670212	0	100.0000	0.0000	0	
Public Institutions	E-Voting	483474114	375073045	77.5787	365842971	9230074	97.5391	2.4609	0	
	Poll		809000	0.1673	809000	0	100.0000	0.0000	0	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		375882045	77.7460	366651971	9230074	97.5444	2.4556	0	
Public Non Institutions	E-Voting	63304394	15979477	25.2423	15979096	381	99.9976	0.0024	0	
	Poll		8013	0.0127	7971	0	99.4759	0.0000	42	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		15987490	25.2549	15987067	381	99.9976	0.0024	42	
Total		960448720	805539747	83.8712	796309250	9230455	98.8541	1.1459	42	



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VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata – 700 017, India

Phone: +91 – 33 – 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

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Unique Code – P1996WB042300

PAN No – AAMFV6726E

Udyog Aaddhar Number – WB10D0000448

Resolution Required : (Ordinary)			6 - Ratification of remuneration payable to Cost Auditor for FY 2016-17							
Whether promoter/ promoter group 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 – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	INVALID	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100		[8]
Promoter and Promoter Group	E-Voting	413670212	413670212	100.0000	413670212	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		413670212	100.0000	413670212	0	100.0000	0.0000	0	
Public Institutions	E-Voting	483474114	375073045	77.5787	373353857	1719188	99.5416	0.4584	0	
	Poll		809000	0.1673	809000	0	100.0000	0.0000	0	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		375882045	77.7460	374162857	1719188	99.5426	0.4574	0	
Public Non Institutions	E-Voting	63304394	15979602	25.2425	15978724	878	99.9945	0.0055	0	
	Poll		8013	0.0127	7971	0	99.4759	0.0000	42	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		15987615	25.2551	15986695	878	99.9945	0.0055	42	
Total		960448720	805539872	83.8712	803819764	1720066	99.7865	0.2135	42	



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Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata – 700 017, India

Phone: +91 – 33 – 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

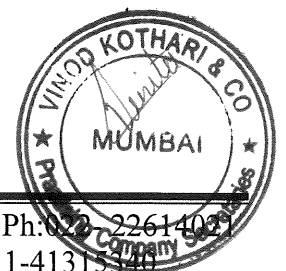
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PAN No - AAMFV6726E

Udyog Aaddhar Number – WB10D0000448

Resolution Required : (Special)			7 - Re-appointment of Mr Manish Chokhani as Independent Director for second term.							
Whether promoter/ promoter group 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 – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	INVALID	
			[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	413670212	413670212	100.0000	413670212	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		413670212	100.0000	413670212	0	100.0000	0.0000	0	
Public Institutions	E-Voting	483474114	371034698	76.7434	370576526	458172	99.8765	0.1235	0	
	Poll		809000	0.1673	809000	0	100.0000	0.0000	0	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		371843698	76.9107	371385526	458172	99.8768	0.1232	0	
Public Non Institutions	E-Voting	63304394	15979299	25.2420	15978191	1108	99.9931	0.0069	0	
	Poll		8013	0.0127	7971	0	99.4759	0.0000	42	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		15987312	25.2547	15986162	1108	99.9931	0.0069	42	
Total		960448720	801501222	83.4507	801041900	459280	99.9427	0.0573	42	



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VINOD KOTHARI & COMPANY

Practising Company Secretaries
 1006-1009, Krishna Building, 224 A.J.C. Bose Road
 Kolkata – 700 017, India
 Phone: +91 – 33 – 2281 7715 | 1276 | 3742
 email: vinod@vinodkothari.com
 Web: www.vinodkothari.com
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Resolution Required : (Special)		8 - Maintenance of Register of Members at the office of the Registrar & Share Transfer Agent instead of Registered Office of the Company							
Whether promoter/ promoter group 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 – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	INVALID
Promoter and Promoter Group	E-Voting	413670212	413670212	100.0000	413670212	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		413670212	100.0000	413670212	0	100.0000	0.0000	0
Public Institutions	E-Voting	483474114	375073045	77.5787	375073045	0	100.0000	0.0000	0
	Poll		809000	0.1673	809000	0	100.0000	0.0000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		375882045	77.7460	375882045	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	63304394	15979611	25.2425	15979137	474	99.9970	0.0030	0
	Poll		8013	0.0127	7971	0	99.4759	0.0000	42
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		15987624	25.2552	15987108	474	99.9970	0.0030	42
Total		960448720	805539881	83.8712	805539365	474	99.9999	0.0001	42



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