Coforge

July 06, 2023

The Manager, Department of Corporate Services BSE Limited Floor 25, P.J. Towers, Dalal Street, Mumbai – 400 001 BSE Scrip code – [532541] Equity ISIN INE591G01017 Non-Convertible Bond ISIN INE591G08012 **The General Manager, Department of Corporate Services The National Stock Exchange of India Limited** Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra, Mumbai – 400 051 NSE Symbol – [COFORGE]

<u>Subject: Details of voting results of the 31st Annual General Meeting of the Company as per</u> <u>Regulation 44(3) of the SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015</u> <u>& amendments thereto</u>

Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find details of the Voting Results of the 31st Annual General Meeting of the Company held on Thursday, July 06, 2023 at 09:00 A.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Mode (OAVM) in compliance with the General Circulars issurd by the Ministry of Corporate Affairs ("MCA) and Circulars issued by Securities and Exchange Board of India ("SEBI"), and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

We are also enclosing the consolidated report of the Scrutinizer on remote e-voting prior and during the AGM. The above are also being uploaded on the Company's website <u>www.coforge.com</u> and on the website of National Securities Depository Limited <u>www.evoting.nsdl.com</u>.

S.No.	Particulars of Business	Nature of Business
1.	 To receive, consider and adopt: a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 including Balance Sheet as at March 31, 2023, the Statement of Profit and Loss for the year ended on that date, together with the Reports of the Board of Directors and Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, the Statement of Profit and Loss for the year ended on that date, together with the Reports of the Board of Directors and Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 including Balance Sheet as at March 31, 2023, the Statement of Profit and Loss for the year ended on that date, together with Report of the Auditors thereon; 	Ordinary
2.	To confirm Interim Dividend aggregating to INR 64 per equity share of the face value of INR 10 each for the Financial Year 2022-23.	Ordinary
3.	To appoint a Director in place of Mr. Sudhir Singh (DIN: 07080613) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
4.	To appoint a Director in place of Mr. Kenneth Tuck Kuen Cheong (DIN: 08449253) who retires by rotation and being eligible, offers himself for re- appointment.	Ordinary

Registered office:

8, Balaji Estate, Third Floor, Guru Ravi Das Marg Kalkaji, New Delhi -110019, India T: +91 11 41029 297 | F: +91 11 2641 4900



5.	To approve commission payable to Mr. Basab Pradhan (DIN: 00892181) as an Independent Director of the Company and as Chairperson of the Board.	Special
6.	To consider and approve remuneration to Mr. Sudhir Singh (DIN: 07080613) as an Executive Director of the Company.	Special

Please take note of the above and acknowledge the receipt.

Yours faithfully

For Coforge Limited

Barkha Sharma Company Secretary

Encl: as above

Registered office:



Report of Scrutinizer

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, as amended from time to time and as per MCA General Circular No. 14/2020 dated 08.04.2020, General Circular No. 17/2020 dated 13.04.2020, General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2021 dated 13.01.2021, General Circular No. 19/2021 dated 08.12.2021, General Circular No. 21/2021 dated 14.12.2021, General Circular No. 2/2022 dated 05.05.2022, General Circular No. 21/2021 dated 14.12.2022, General Circular No. 2/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022 and other relevant circulars issued by the Ministry of Corporate Affairs and /pursuant to SEBI circular no. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated 12.05. 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15.01.2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05.2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023]

To, The Chairman **Coforge Limited** 8, Balaji Estate, Third Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110019

Subject: Consolidated Report of Scrutinizer on voting through e-voting system and through remote e-voting

Dear Sir,

I, Nityanand Singh, Proprietor of M/s. Nityanand Singh & Co., Practicing Company Secretaries, having office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, has been appointed as Scrutinizer by the Board of Directors of pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, to conduct the remote e-voting and e-voting process in respect of the resolutions contained in the notice of 31st Annual General Meeting ("AGM") of Coforge Limited (The 'Company') held on Thursday, July 06, 2023 at 09:00 A.M. through VC / OAVM.

The notice dated June 01, 2023, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, pursuant to the aforementioned MCA Circulars and SEBI Circulars.

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting and e-voting by the Shareholders of the Company.



HO: 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029 | T: 011-43584644
 BO: 73, GF, Amber Enclave, Sector-19 Dwarka, New Delhi-110075 | T: 011-42430736
 E: officenns@gmail.com | info@nnsandco.com | W: www.nnsandco.com

The voting period for remote e-voting commenced on Sunday, July 02, 2023 at 09:00 A.M. (IST) and ended on Wednesday, July 05, 2023 at 05:00 P.M. (IST) and the remote e-voting module shall be disabled by NSDL for voting thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Thursday, June 29, 2023 were entitled to vote on the resolutions as contained in the Notice of the AGM.

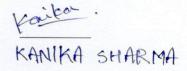
I have scrutinized and reviewed the remote e-voting prior and e-voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior and e-voting during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

After the Conclusion of the 31st Annual General Meeting and closure of e-voting at the Annual General Meeting, the votes cast by the members present through VC/OAVM through e-voting system and through remote e-voting facility were downloaded on July 06, 2023 at around 10.12 A.M. in the presence of two witness Ms. Kirti Tanwer R/o D-52, Dilip Vihar, New Delhi-110041 and Ms. Kanika Sharma R/o RZH 180, Street No. 6, Raj Nagar-II, Palam Colony, New Delhi-110077 who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence.

KIRTI TANWER



I now submit my consolidated Report as under on the result of the remote e-voting and e-voting in respect of the said resolutions.

1) Ordinary Business

To receive consider and adopt

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2023, including Balance Sheet as at March 31, 2023, the statement of profit and loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, including Balance Sheet as at March 31, 2023, the statement of profit and loss for the year ended on that date together with Reports of the Auditors thereon.



Summary of votes cast through remote e-voting and e-voting in favour and against the **Ordinary Resolution** is as under:

S. No.	Particulars	No. of members who cast valid votes	Number of Valid Votes cast by them	% of total number of valid votes cast
1	Total number of votes cast in favour of the Resolution	717	5,05,26,726	98.6995
2	Total number of votes cast against the Resolution	10	6,65,765	1.3005
	Total	727	5,11,92,491	100

Invalid Votes - NIL

2) Ordinary Business

To confirm interim dividend aggregating to INR 64 per equity share of the face value of INR 10 each for the financial year 2022-23.

Summary of votes cast through remote e-voting and e-voting in favour and against the **Ordinary Resolution** is as under:

S. No.	Particulars	No. of members who cast valid votes	Number of valid votes cast by them	% of total number of valid votes cast
1	Total number of votes cast in favour of the Resolution	721	5,11,92,464	100.0000
2	Total number of votes cast against the Resolution	2	13	0.0000
	Total	723	5,11,92,477	100

Invalid Votes - NIL

3) Ordinary Business

To appoint a Director in place of Mr. Sudhir Singh (DIN: 07080613) who retires by rotation and being eligible, offers himself for re-appointment.

Summary of votes cast through remote e-voting and e-voting in favour and against the **Ordinary Resolution** is as under:

S. No.	Particulars	No. of members who cast valid votes	Number of valid votes cast by them	% of total number of valid votes cast
1	Total number of votes cast in favour of the Resolution	701	4,99,95,998	97.6628
2	Total number of votes cast against the Resolution	23	11,96,479	2.3372
	Total	724	5,11,92,477	100

Invalid Votes - NIL



4) Ordinary Business

To appoint a Director in place of Mr. Kenneth Tuck Kuen Cheong (DIN: 08449253) who retires by rotation and being eligible, offers himself for re-appointment.

Summary of votes cast through remote e-voting and e-voting in favour and against the **Ordinary Resolution** is as under:

S. No.	Particulars	No. of members who cast valid votes	Number of valid votes cast by them	% of total number of valid votes cast
1	Total number of votes cast in favour of the Resolution	511	3,84,41,411	75.0911
2	Total number of votes cast against the Resolution	220	1,27,51,631	24.9089
	Total	731	5,11,93,042	100

Invalid Votes - NIL

5) Special Business

To approve commission payable to Mr. Basab Pradhan (DIN: 00892181) as an Independent Director of the Company and as Chairperson of the Board.

Summary of votes cast through remote e-voting and e-voting in favour and against the **Special Resolution** is as under:

S. No.	Particulars	No. of members who cast valid votes	Number of valid votes cast by them	% of total number of valid votes cast
1	Total number of votes cast in favour of the Resolution	618	4,40,26,078	92.6448
2	Total number of votes cast against the Resolution	108	34,95,277	7.3552
	Total	726	4,75,21,355	100

Invalid Votes - NIL

6) Special Business

To consider and approve remuneration to Mr. Sudhir Singh (DIN: 07080613) as an Executive Director of the Company

Summary of votes cast through remote e-voting and e-voting in favour and against the **Special Resolution** is as under:

S. No.	Particulars	No. of members who cast valid votes	Number of valid votes cast by them	% of total number of valid votes cast
1	Total number of votes cast in favour of the Resolution	706	5,10,86,585	99.7938
2	Total number of votes cast against the Resolution	17	1,05,580	0.2062
	Total	723	5,11,92,165	100

Invalid Votes - NIL



The voting results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 are enclosed with this report as an Annexure I.

Thanking you, Yours truly

For Nityanand Singh & Co. (Company Secretaries)

Kin Nityanand Singh (Prop.)-

C.P. No.: 2388 Membership No.: 2668 UDIN: F002668E000560280

Place: New Delhi Date: 06th July, 2023

For Coforge Limited Company Secretary Counter signed by



* E-voting includes remote e-voting

Public- Institutional holders Public- Others Promoter and Promoter Group Whether Promoter/ Promoter Group interested in the agenda/ resolution: Promoter/ Promoter Group of the Company are not, in anyway concerned or interested year ended on that date together with Reports of the Auditors thereon. that date together with the Reports of the Board of Directors and the Auditors thereon; and Resolution 1: To receive, consider and adopt : financially or otherwise, in the resolution, except to the extent of their shareholding in the Company. **Resolution required :Ordinary Resolution** Category Grand Total Mode of Voting Postal Ballot Postal Ballot Postal Ballot E-voting* E-voting* E-voting* Total Poll Total Total Poll Poll No. of shares held 61,096,751 37,840,943 37,840,943 16,271,260 6,984,548 16,271,260 6,984,548 ч No. of votes polled 34,858,317 51,192,491 16,271,260 34,858,317 16,271,260 N 62,914 62914 % of votes polled on outstanding shares 3=(2/1)*100 100.0000 92.1180 100.0000 83.7892 0.9008 92.1180 0.9008 No. of Votes-In favour 50,526,726 34,192,565 34,192,565 16,271,260 16,271,260 4 62,901 62,901 No. of Votesagainst S 665,765 665,752 665,752 13 13 favour on votes % of Votes in 6=(4/2)*100 polled 100.0000 99.9793 98.0901 98.0901 100.0000 98.6995 99.9793

% of Votes against on votes polled

7=(5/2)*100

0.0000



1.3005 0.0207 0.0207 1.9099 0.0000

1.9099

Voting reults as per regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements), 2015

a. the Audited Financial Statements of the Company for the financial year ended March 31, 2023, including Balance Sheet as at March 31, 2023, the statement of profit and loss for the year ended on

b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, including Balance Sheet as at March 31, 2023, the statement of profit and loss for the

Annexure-I Coforge Limited

Resolution 2: To confirm interim dividend aggregating to INR 64 per equity share of the face value of INR 10 each for the financial year 2022-23

Resolution required :Ordinary Resolution Whether Promoter/ Promoter Group interested in the agenda/ resolution: Promoter/ Promoter Group of the Company are not, in anyway concerned or interested , financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

0 100.0000 0.0000 3 99.9793 0.0207 	13						
100.0000 99.9793 - -		62,887	0.9006	62,900	6,984,548	Total	
100.0000 99.9793 -						Postal Ballot	
100.0000 99.9793			-	-	6,984,548	Poll	Public- Others
100.0000	13	62,887	0.9006	62,900		E-voting*	
	0	34,858,317	92.1180	34,858,317	37,840,943	Total	
1		-	-	-		Postal Ballot	
		-	-	-	37,840,943	Poll	Public-Institutional holders
100.0000 0.0000	0	34,858,317	92.1180	34,858,317		E-voting*	
100.0000 0.0000	0	16,271,260	100.0000	16,271,260	16,271,260	Total	
		-	-	-		Postal Ballot	
		-	-	-	16,271,260	Poll	Promoter and Promoter Group
100.0000 0.0000	0	16,271,260	100.0000	16,271,260		E-voting*	
6=(4/2)*100 7=(5/2)*100	5	4	3=(2/1)*100	2	1		
	against	In favour	% of votes polled on outstanding shares	polled			
% of Votes in % of Votes against	No. of Votes-	No. of Votes-		No. of votes	No. of shares held	Mode of Voting	Category



Resolution 3: To appoint a Director in place of Mr. Sudhir Singh (DIN: 07080613) who retires by rotation and being eligible, offers himself for re-appointment

Resolution required :Ordinary Resolution Whether Promoter/ Promoter Group interested in the agenda/ resolution: Promoter/ Promoter Group of the Company are not, in anyway concerned or interested,

	97.6628	1,196,479	49,995,998	83.7892	51,192,477	61,096,751		Grand Total
3.8585	96.1415	2,427	60,473	0.9006	62,900	6,984,548	Total	
		-					Postal Ballot	
			1			6,984,548	Poll	Public- Others
3.8585	96.1415	2,427	60,473	0.9006	62,900		E-voting*	
6 3.4254	96.5746	1,194,052	33,664,265	92.1180	34,858,317	37,840,943	Total	
-			-	-	-		Postal Ballot	
		-			-	37,840,943	Poll	Public- Institutional holders
6 3.4254	96.5746	1,194,052	33,664,265	92.1180	34,858,317		E-voting*	
0 0.0000	100.0000	0	16,271,260	100.0000	16,271,260	16,271,260	Total	
-			-	-	-		Postal Ballot	
			1	-	1	16,271,260	Poll	Promoter and Promoter Group
0.0000	100.0000	0	16,271,260	100.0000	16,271,260	1	E-voting*	
7=(5/2)*100	6=(4/2)*100	5	4	3=(2/1)*100	2	1		
% of Votes against on votes polled	% of Votes in favour on votes polled	No. of Votes- against	No. of Votes- In favour	% of votes polled on outstanding shares	polled	NO. OI SIIARES IIEID		
					in the Company.	nt of their shareholdin	on, except to the exter	financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.



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* E-voting includes remote e-voting

24.9089	75.0911	12,751,631	38,441,411	83.7901	51,193,042	61,096,751		Grand Total
3.8242	96.1758	2,427	61,038	0.9086	63,465	6,984,548	Total	
1	1	-	-	-	-		Postal Ballot	
1	1	-		-	-	6,984,548	Poll	Public- Others
3.8242	96.1758	2,427	61,038	0.9086	63,465		E-voting*	
36.5744	63.4256	12,749,204	22,109,113	92.1180	34,858,317	37,840,943	Total	
	1		-	-	-		Postal Ballot	
1	1			-	-	37,840,943	Poll	Public- Institutional holders
36.5744	63.4256	12,749,204	22,109,113	92.1180	34,858,317		E-voting*	
0.0000	100.0000	0	16,271,260	100.0000	16,271,260	16,271,260	Total	
-	1	-	-	-	-		Postal Ballot	
-	-	-	-	-	-	16,271,260	Poll	Promoter and Promoter Group
0.0000	100.0000	0	16,271,260	100.0000	16,271,260		E-voting*	
7=(5/2)*100	6=(4/2)*100	5	4	3=(2/1)*100	2	1		
% of Votes against on votes polled	% of Votes in favour on votes polled	No. of Votes- against	No. of Votes- In favour	% of votes polled on outstanding shares	No. of votes polled	No. of shares held	Mode of Voting	Category
	ed,	proerned or interest	tre not, in anyway co	up of the Company a	iter/ Promoter Groug in the Company.	<pre>da/ resolution: Promo it of their shareholdin</pre>	nterested in the agencon, except to the exten	Whether Promoter/ Promoter Group interested in the agenda/ resolution: Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.
							9	Resolution required :Ordinary Resolution

Resolution 4:To appoint a Director in place of Mr. Kenneth Tuck Kuen Cheong (DIN: 08449253) who retires by rotation and being eligible, offers himself for re-appointment.

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Resolution required :Special Resolution Whether Promoter/ Promoter Group interested in the agenda/ resolution: Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

7.3552	92.6448	3,495,277	44,026,078	77.7805	47,521,355	61,096,751		Grand Total
5.5085	94.4915	3,496	59,969	0.9086	63,465	6,984,548	Total	
-		1	-	-			Postal Ballot	
	-	-	1		-	6,984,548	Poll	Public- Others
5.5085	94.4915	3,496	59,969	0.9086	63,465		E-voting*	
11.1964	88.8036	3,491,781	27,694,849	82.4150	31,186,630	37,840,943	Total	
-	-	-	1	1	-		Postal Ballot	
		-	1	1		37,840,943	Poll	Public-Institutional holders
11.1964	88.8036	3,491,781	27,694,849	82.4150	31,186,630		E-voting*	
0.0000	100.0000	0	16,271,260	100.0000	16,271,260	16,271,260	Total	
		1	1	-	-		Postal Ballot	
-	-	1		-	-	16,271,260	Poll	Promoter and Promoter Group
0.0000	100.0000	0	16,271,260	100.0000	16,271,260		E-voting*	
7=(5/2)*100	6=(4/2)*100	5	4	3=(2/1)*100	2	1		
% of Votes against on votes polled	% of Votes in favour on votes polled	No. of Votes- against	No. of Votes- In favour	% of votes polled on outstanding shares	polled	NO. OT SNAFES NEID	Mode of voting	caregory
				Company.	shareholding in the	to the extent of their	the resolution, except	inveresced, initialization of their shareholding in the Company.



Resolution 6:To consider and approve remuneration to Mr. Sudhir Singh (DIN: 07080613) as an Executive Director of the Company	remuneration to Mr. 9	Sudhir Singh (DIN: 07)	080613) as an Exec	utive Director of the	Company			
Resolution required :Special Resolution								
Whether Promoter/ Promoter Group interested in the agenda/ resolution: Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.	nterested in the agend on, except to the exter	da/ resolution: Prome nt of their shareholdin	oter/Promoter Grogin the Company.	up of the Company a	ire not, in anyway co	ncerned or interest	ted,	
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
	E-voting*		16,271,260	100.0000	16,271,260	0	100.0000	0.0000
Promoter and Promoter Group	Poll	16,271,260	-	1	-	1		-
	Postal Ballot		-	1	1	1		-
	Total	16,271,260	16,271,260	100.0000	16,271,260	0	100.0000	0.0000
	E-voting*		34,858,317	92.1180	34,757,363	100,954	99.7104	0.2896
Public- Institutional holders	Poll	37,840,943		-		-		-
	Postal Ballot		-	-	1	1	,	
	Total	37,840,943	34,858,317	92.1180	34,757,363	100,954	99.7104	0.2896
	E-voting*		62,588	0.8961	57,962	4,626	92.6088	7.3912
Public- Others	Poll	6,984,548	•			-		
	Postal Ballot		-	-		-	-	-
	Total	6,984,548	62,588	0.8961	57,962	4,626	92.6088	7.3912
Grand Total		61,096,751	51,192,165	83.7887	51,086,585	105,580	99.7938	0.2062

