

July 14, 2017

Asst. Vice President, Listing Deptt. National Stock Exchange of India Ltd., Exchange Plaza, Plot C/1, G Block Bandra Kurla Complex, Bandra (E), MUMBAI - 400 051 Scrip Code: HEROMOTOCO The Secretary, **BSE Limited** 25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI - 400 001 Scrip Code: 500182

## Sub: Proceedings of AGM, Voting Results and Consolidated Scrutinizer's Report.

Dear Sir,

We wish to inform that the 34<sup>th</sup> Annual General Meeting of the company was held today, viz. July 14, 2017. Accordingly, in this regard, please find attached herewith the following:

- 1. Proceedings of Annual General Meeting in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2. Voting Results of the Annual General Meeting in compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 3. Consolidated Scrutinizer's Report in compliance with Rule 20 of Companies (Management and Administration) Rules, 2014.
- 4. Annual Report for the financial year 2016-17 as required under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, duly approved and adopted by the members at the AGM.

This is for your information and further dissemination.

Thanking You,

For Hero MotoCorp Ltd.

(Neerja Sharma) Company Secretary

Encl.: as above

#### Hero MotoCorp Ltd.

# SANJAY GROVER & ASSOCIATES COMPANY SECRETARIES

B-88, 1<sup>st</sup> Floor, Defence Colony, New Delhi - 110 024 Tel. : (011) 4679 0000, Fax : (011) 4679 0012 e-mail: contact@cssanjaygrover.in website : www.cssanjaygrover.in

#### Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman Hero Motocorp Limited (CIN: L35911DL1984PLC017354) 34, Community Centre, Basant Lok, Vasant Vihar New Delhi -110057

Dear Sir.

I, Sanjay Grover, Practicing Company Secretary, Managing Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing Annual General Meeting (AGM) and voting process i.e. remote e-Voting and voting through ballot paper (Poll) at AGM, under the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended till date) on the resolution(s) mentioned in Notice dated May 10, 2017 for 34th AGM of the Equity Shareholders of the Company held on 14<sup>th</sup> day of July 2017 at 10:30 A.M. at Air Force Auditorium, Subroto Park, New Delhi-110010.

I submit my report as under:-

1. The remote e-voting period commenced on Tuesday, July 11, 2017 at 09:00 A.M. and ended on Thursday, July 13, 2017 at 05:00 P.M. on the designated website via Karvy evoting platform.

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2. The Shareholders of the Company as on the "cut off" date i.e. Friday, July 07, 2017 were entitled to avail the facility of remote e-voting as well as voting through polling papers at the Annual General Meeting on the proposed resolutions (item no. 1 to 5) as set out in the Notice dated May 10, 2017.

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- 3. The total paid up Equity Share Capital of the Company as on July 07, 2017 was Rs. 39,93,93,676/- (Rupees Thirty Nine Crores Ninety Three Lakhs Ninety Three Thousand Six Hundred and Seventy Six Only) divided into 19,96,96,838 (Nineteen Crores Ninety Six Lakh Ninety Six Thousand Eight Hundred and Thirty Eight) equity shares of Rs. 2/- (Rupees Two Only) each.
- 4. The Chairman ordered for poll at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended up to date.
- 5. Two ballot boxes were kept for polling and the ballot boxes were locked in my presence.
- 6. After completion of Poll at the AGM at 11:18 A.M. the ballot boxes were opened in my presence and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/ Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in poll at AGM.
- 7. The ballots, which were incomplete and/ or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
- 8. Thereafter, the votes cast through remote e-voting were unblocked after completion of poll at the AGM in the presence of two witnesses, Ms. Suruchi Jassi R/o 80/301, Sector-I, Gole Market, DIZ Area, New Delhi-110001 and Mr. Viresh Luthra R/o C-41, Hari Nagar Clock Tower, New Delhi-110064 who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

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Suruchi Jassi

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Viresh Luthra



- 9. The number of promoter shareholders for this report isconsidered on the basis of their PAN and not on the basis of number of folio(s) held by them.
- 10. The consolidated summary of results of remote e-voting and poll at AGM are as under: <u>Resolution No. 1</u>- To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017 together with the reports of the Directors' and Auditors' thereon and the consolidated audited financial statements of the Company for the financial year ended March 31, 2017.

Ordinary Resolution					
	N	umber of Valid Vo	ites		
Particulars	Poll	Percentage			
Assent	2,15,668	16,38,69,262	16,40,84,930	100.0000	
Dissent	1	1	2	,0.0000	
Total	2,15,669	16,38,69,263	16,40,84,932	100.0000	

Therefore, the resolution No. 1 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in <u>Annexure- A.</u>

**Resolution No.2**- To confirm payment of interim dividend of Rs. 55/- per equity share and to declare a final dividend of Rs. 30/- per equity share for financial year 2016-17

	O	rdinary Resolution	n	
Deutieuleure	N	Percentage		
Particulars	Poll	e-Votes	Total	Fercentage
Assent	2,15,668	16,39,08,100	16,41,23,768	100.0000
Dissent	1	5	6	0,0000
Total	2,15,669	16,39,08,105	16,41,23,774	100.0000

Therefore, the resolution No. 2 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in <u>Annexure B.</u>

Resolution No. 3- Re-appointment of Mr. Vikram Sitaram Kasbekar (DIN: 00985182), Director, liable to retire by rotation

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	Or	dinary Resolutio	ņ			
	N	Number of Valid Votes				
Particulars	ars Poll e-Votes Total					
Assent	2,15,668	16,27,10,905	16,29,26,573	99.2706		
Dissent	1	11,97,170	11,97,171	0.7294		
Total	2,15,669	16,39,08,075	16,41,23,744	100,0000		

Therefore, the resolution No. 3 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in <u>Annexure C.</u>

<u>Resolution No. 4-</u> Appointment of M/s BSR & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), Statutory Auditors of the Company for a period of five years and to fix their remuneration.

Ordinary Resolution					
Deutlaurieur	N	Number of Valid Votes			
Particulars	Poll	Percentage			
Assent	2,15,668	16,28,59,738	16,30,75,406	99.3612	
Dissent	1	10,48,367	10,48,368	0.6388	
Total	2,15,669	16,39,08,105	16,41,23,774	100.0000	

Therefore, the resolution No. 4 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in <u>Annexure-D</u>.



	Ordinary Resolution						
	Nı	Number of Valid Votes					
Particulars	Poll	Percentage					
Assent	2,15,668	16,39,08,100	16,41,23,768	100.0000			
Dissent	1	5	6	0.0000			
Total	2,15,669	16,39,08,105	16,41,23,774	100.0000			

Resolution No. 5- Ratification of remuneration of Cost Auditors for financial year 2017-18.

Therefore, the resolution No. 5 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in <u>Annexure-E.</u>

11. The register and all other papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the company.

Thank you,

For SANJAY GROVER & ASSOCIATES COMPANY SEGRETARIES



Sanjay Groveř Scrutinizer CP No 3850

ON OW

July 14, 2017 New Delhi **Countersigned by** 

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Chairman

July 14, 2017 New Delhi

#### Annexure - A

Details of poll at AGM & remote e-voting for Resolution No.-1 are as under:

## A1. VOTING THROUGH POLL:

Particulars	No, of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rsi)
a)Total votes received	91	2,15,669	4,31,338
b)Less: Invalid Votes	0	0	0
c) Net Valid votes cast	91	2,15,669	4,31,338
d) Votes with assent	90	215,668	4,31,336
e) Votes with dissent	1	1	2

# A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(lh R <del>s.</del> )
a)Total votes received	877	16,38,69,263	32,77,38,526
b)Less: Invalid Votes	0	.0	0
c) Net Valid votes cast	877	16,38,69,263	32,77,38,526
d) Votes with assent	877	16,38,69,262	32,77,38,524
e) Votes with dissent	1	1	2



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#### Annexure - B

Details of poll at AGM & remote e-voting for Resolution No.- 2 are as under:

## **B1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a)Total votes received	91	2,15,669	4,31,338
b)Less: Invalid Votes	0	0	0
c) Net Valid votes cast	91	2,15,669	4,31,338
d) Votes with assent	90	2,15,668	4,31,336
e) Votes with dissent	1	1	2

#### B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No, of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a)Total votes received	877	16,39,08,105	32,78,16,210
b)Less: Invalid Votes	0	0	0
c) Net Valid votes cast	877	16,39,08,105	32,78,16,210
d) Votes with assent	875	16,39,08,100	32,78,16,200
e) Votes with dissent	2	5	10

## Annexure - C

Details of poll at AGM & remote e-voting for Resolution No.-3 are as under:

## C1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Pald-up value of the Equity Shares (In Rs.)
a)Total votes received	91	2,15,669	4,31,338
b)Less: Invalid Votes	0	0	0
c) Net Valid votes cast	91	2,15,669	4,31,338
d) Votes with assent	90	2,15,668	4,31,336
e) Votes with dissent	1	1	2

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## C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a)Total votes received	876	16,39,08,075	32,78,16,150
b)Less: Invalid Votes	. 0	0	0
c) Net Valid votes cast	876	16,39,08,075	32,78,16,150
d) Votes with assent	.864	16,27,10,905	32,54,21,810
e) Votes with dissent	12	11,97,170	23,94,340



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## Annexure -D

Details of poll at AGM & remote e-voting for Resolution No.-4 are as under:

## D1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
		<b>Milai co</b>	(In Rs.)
a)Total votes received	91	2,15,669	4,31,338
b)Less: Invalid Votes	0	0	0
c) Net Valid votes cast	91	2,15,669	4,31,338
d) Votes with assent	90	2,15,668	4,31,336
e) Votes with dissent	1	1	2

#### D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equit Shares		
			(In Rs.)		
a)Total votes received	877	16,39,08,105	32,78,16,210		
b)Less: Invalid Votes	0	0	0		
c) Net Valid votes cast	. 877	16 <u>,</u> 39,08,105	32,78,16,210		
d) Votes with assent	866	16,28,59,738	32,57,19,476		
e) Votes with dissent	11	10,48,367	20,96,734		



#### Annexure -E

Details of poll at AGM & remote e-voting for Resolution No.-5 are as under:

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## E1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)		
a)Total votes received	91	2,15,669	4,31,338		
b)Less: Invalid Votes	0	0	0		
c) Net Valid votes cast	91	2,15,669	4,31,338		
d) Votes with assent	90	2,15,668	4,31,336		
e) Votes with dissent	1	1	2		

# E2. VOTING THROUGH REMOTE E-VOTING:

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Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a)Total votes received	877	16,39,08,105	32,78,16,210
b)Less: Invalid Votes	0	0	0
c) Net Valid votes cast	877	16,39,08,105	32,78,16,210
d) Votes with assent	875	16,39,08,100	32,78,16,200
e) Votes with dissent	2	5	10



## Summary of Proceedings of 34th Annual General Meeting of Hero MotoCorp Limited

The 34<sup>th</sup> Annual General Meeting (AGM) of members of the Company was held on July 14, 2017 at 10:30 a.m. at Air Force Auditorium, Subroto Park, New Delhi 110 010. Mr. Pawan Munjal, Chairman, Managing Director and CEO of the Company, took the chair, welcomed the members and started the formal proceedings. He introduced the Board members present at the meeting, viz. Mr. Vikram Sitaram Kasbekar, Mr. Suman Kant Munjal, Gen. (Retd.) V. P. Malik, Mr. Pradeep Dinodia, Mr. M. Damodaran, Ms. Shobana Kamineni, Mr. Ravi Nath and Dr. Pritam Singh. The Chairman further confirmed the presence of Statutory Auditors and Company Secretary, Ms. Neerja Sharma at the meeting.

Quorum being present, the meeting was called to order by the Chairman. The Chairman informed that the statutory registers under the Companies Act, 2013 and other documents as referred in the AGM Notice are available for inspection by the members at the meeting. It was further informed that there are no qualifications in the Auditors' report. The Notice of AGM and the Auditors' report were taken as read with the permission of members present. Further, as the copy of Chairman's speech was made available to the members, the same was also taken as read with the permission of members.

Members were then invited to ask queries/ raise their concerns (if any) which were duly responded to by the Chairman.

The business items placed before the members for approval as per the Notice of the meeting were then summarized by the Chairman. He also informed the gathering that the Company had provided an option to the members for voting through electronic mode viz. remote e-voting which remained open from July 11, 2017 to July 13, 2017. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes through poll. The following business was then transacted at the meeting by voting through poll:

Ordin	ary Business
1	Adoption of audited financial statements of the Company for the financial year ended March 31, 2017 together with the reports of the Directors' and Auditors' thereon and consolidated financial statements of the Company for the financial year ended March 31, 2017.
2	Confirmation of payment of Interim dividend of Rs. 55/- per equity share and declaration of a final dividend of Rs. 30/- per equity share for the financial year ended March 31, 2017.

3	Re-appointment of Mr. Vikram Sitaram Kasbekar (DIN 00985182), Director
	retiring by rotation.
4.	Appointment of Statutory Auditors of the Company and to fix their remuneration.
Specia	Business
5.	Ratification of remuneration of Cost Auditors for financial year 2017-18.

The Chairman further informed the members that the Board of Directors has appointed Mr. Sanjay Grover, Practising Company Secretary, as Scrutinizer to scrutinize the remote evoting process and voting through poll at the AGM in a fair and transparent manner.

The Chairman announced that the results of voting shall be announced within 48 hours of conclusion of meeting. He thanked the members for attending the meeting.

Thanking you,

Yours sincerely, For Hero MotoCorp Limited

(Neerja Sharma) **Company Secretary** 

Voting Results of AGM				
Details of poll at AGM and e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:				
Date of the AGM	14.07.2017			
Total number of shareholders on record date	94,642			
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: 16 Public: 1112 No. of Shareholders attended the meeting through Video Conferencing	1128			
Promoters and Promoters Group: Public:	NA			

1. Ordinary Resolution: To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017 together with the reports of the Directors' and Auditors' thereon and the consolidated audited financial statements of the Company for the financial year ended March 31, 2017;

inclusion promotely promo	ter group are intersted in the	a Agenda/Tesolution						No	
Category	Mode of Voting	No. of shares held	No of Valid 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	
<u>`</u>		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	{7}=(5)/(2)*100	
Promoters and Promoter	E-voting		69,133,582	99.9530	69,133,582	0	100.0000	0.0000	
Group	Poll	69,166,082		0.0000		0	0.0000	0.0000	
	Total		59,133,582	99.9530	69,133,582	0	100.0000	0.0000	
Public-Institutions Poll	E-voting	[	92,173,035	84.9301	92,173,035	0	100.0000	0.0000	
	Pol1	108,528,057 [	0	0.0000	0	0	0.0000	0.0000	
	Total		92,173,035	84.9301	92,173,035	·0	100.0000	0.0000	
	E-voting		2,562,645	11.6470	2,562,645	1	100.0000	0.0000	
Public-Non Institutions	Poll	22,002,689 [	215,669	0.9802	215,668	1	99.9995	0.0005	
	Total		2,778,315	12.6272	2,778,313	2	99.9999	0.0001	
Total		199,696,838	164,084,932	82.1670	154,084,930	2	100,0000	0.0000	



Vhether promoter/ promo	No							
Category	Mode of Voting	No. of shares held	No of Valid 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 of Votes Polled
		(1)	(2)	(3)=(2)/(1)+100	(4)	(5)	(6)=(4)/(2)=100	(7)=(5)/(2)*100
Promoters and Promoter	E-voting	69,166,082	69,133,582	99,9530	69,133,582	0	100.0000	0.0000
Group	Poll		0	0.0000	0	Ó Ó	0.0000	0.0000
	Group Poll Total E-voting Poll Poll		69,133,582	99.9530	69,133,582	0	100.0000	0.0000
	<u>E-vo</u> ting		92,211,877	84.9659	92,211,877	0	100.0000	0.0000
Public-Institutions		108,528,057	0	0.0000	0	0	0.0000	0.0000
	Total		92,211,877	84.9659	92,211,877	0	100.0000	0.0000
	E-voting	· · ·	2,562,646	11.6470	2,562,641	5	99.9998	0.0002
Public-Non Institutions	Poli	22,002,689	215,669	0.9802	215,668	1	99.9995	0.0005
	Total		2,778,315	12.6272	2,778,309	6	99.9998	0.000Z
Total		199,696,838	164,123,774	82.1865	164,123,768	6	100.0000	0.0000

vnether promoter/ promo	hether promoter/ promoter group are intersted in the Agenda/resolution							
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter	E-voting	69,165,082	69,133,582	99.9530	69,133,582	0	100.0000	0.0000
Group Total	Poll		0	0.0000	0	0	0.0000	0.0000
			69,133,582	99.9530	69,133,582	0	100.0000	0.0000
	E-voting		92,211,877	84.9659	91,014,712	1,197,165	98,7017	1.2983
Public-Institutions	Poll	108,528,067	0	0.0000	0	0	0.0000	0.0000
	Total		92,211,877	84.9659	91,014,712	1,197,165	98,7017	1.2983
	E-voting		2,562,615	11.6468	2,562,611	5	99.9998	0.0002
Public-Non Institutions	Poll	22,002,689	215,669	0.9802	215,668	1	99,9995	0.0005
	Total		2,778,285	12.6270	2,778,279	. 6	99,9998	0.0002
Total		199,696,838	164,123,744	82.1865	162,926,573	1,197,171	99.2706	0.7294



4. Ordinary Resolution: Appointment of M/s BSR & Co. LLP, CharteredAccountants (Firm Registration No. 101248 W/W-100022), Statutory Auditors of the Company for a period of five years and to fix their remuneration;

whether promoter/ promo	ter group are intersted in the	Agenda/resolution						No
Category	Mode of Voting	No. of shares held	No of Valld 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
Promoters and Promoter	E-voting		<u> </u>	99.9530	69,133,582	0	100.0000	0.0000
Group	Poll	69,166,082	-	0.0000	-	0	0.0000	0.0000
	Total		69,133,582	99.9530	69,133,582	0	100.0000	0.0000
		108,528,067	92,211,877	84.9659	91,163,519	1,048,358	98.8631	1.1369
Public-Institutions	Public-Institutions Poll Total		0	0.0000	0	0	0.0000	0.0000
			92,211,877	84.9659	91,163,519	1,048,358	100.0000 0,0000 100.0000 8 98.8631 0,0000 8 98.8631 99.9996 99.9995	1.1369
	E-voting		2,562,646	11.6470	2,562,637	9	99,9996	0.0004
Public-Non Institutions	Poll	22,002,689 [	215,669	0.9802	215,668	1		0.0000
	Total		2,778,315	12,6272	2,778,305	10	99.9996	0.0004
Total		199,696,838	154,123,774	82.1865	163,075,406	1048368	99,3612	0.6388

whether promotely promo	ter group are intersted in th	e Agenda/resolution					No		
Category	Mode of Voting	No. of shares held	No of Valid 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 or Votes Polled	
	·	(1)	(2)	(3)=(2)/(1)*100	(4)	(5) '	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
Group	E-voting		69,133,582	99.9530	69,133,582	0	100,0000	0.0000	
	Poll	69,166,082	0	0.0000	0	0	0.0000	0.0000	
	Total		69,133,582	99.9530	69,133,582	0	100.0000	0,0000	
	E-voting		92,211,877	84.9659	92,211,877		100.0000	0.0000	
Public-Institutions	Poil	108,528,067	0	0.0000	0	0	0.0000	0.0000	
	Total		92,211,877	84.9659	92,211,877		100.0000	0.0000	
	E-voting		2,562,646	11.6470	2,562,641	5	99.9998	0.0002	
Public-Non Institutions	Poll	22,002,689	215,669	0.9802	215,668	1	99.9995	0.0002	
	Total	(	2,778,315	12.6272	2,778,309	6	99.9998	0.0003	
Total		199,696,838	164,123,774	82,1865	164,123,768	6	100.0000	0.0002	

