

Date: May 22, 2022

1. The Manager- Listing
National Stock Exchange of India Limited
(Scrip Code: NAUKRI)

2. The Manager- Listing
BSE Limited
(Scrip Code: 532777)

Subject: Results of Postal Ballot & Remote E-voting as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”)

Dear Sir/Madam,

This is in reference to our letter dated April 21, 2022, wherein we enclosed the Notice of Postal Ballot along with the explanatory statement annexed thereto, seeking consent of the members by way of Postal Ballot through Remote e-voting with respect to the following business (es):

Item No.	Special Business (es)	Resolution Type
1	Approval under section 186 of the Companies Act, 2013	Special Resolution
2	To approve entering into Material Related Party Transactions with Info Edge Venture Fund (for investment in its first scheme namely, IE Venture Fund I), a Related Party of the Company	Ordinary Resolution
3	To approve entering into Material Related Party Transactions with Info Edge Venture Fund (for investment in its second scheme namely, IE Venture Fund Follow-on I), a Related Party of the Company	Ordinary Resolution
4	To approve entering into Material Related Party Transactions with Info Edge Capital (for investment in its scheme namely, IE Venture Investment Fund II), a Related Party of the Company	Ordinary Resolution
5	To approve entering into Material Related Party Transactions with Capital 2B (for investment in its proposed scheme namely Capital 2B Fund I), a Related Party of the Company	Ordinary Resolution

The Company, vide its letter dated April 21, 2022, had also informed that in compliance with the provisions of General Circular No.20/2021 dated December 08, 2021 read with General Circular No 14/2020 dated April 08, 2020 and General Circular No 17/2020 dated April 13, 2020 (“MCA Circulars”) issued by Ministry of Corporate Affairs, the Company had sent Postal Ballot Notice in electronic form only on Thursday, April 21, 2022 to all the members whose names appeared in the Register of Members/List of Beneficial Owners as on Friday, April 15, 2022, being the cut-off date for that Purpose.

In connection with the above, the Company is pleased to inform that the members of the Company have approved the aforesaid resolutions with requisite majority through Remote E-voting Postal Ballot process as set out in the Postal Ballot Notice.



The approval is deemed to have been received on the last date specified by the Company for Remote E-voting, i.e., Saturday, May 21, 2022.

The Scrutinizer's Report is enclosed herewith for your ready reference and the same is also being uploaded on the website of the Company-www.infoedge.in

The summarized voting results of the Postal Ballot through Remote e-voting in the prescribed format under Regulation 44(3) of LODR are also enclosed herewith and will also be uploaded on the Company's website viz. <http://www.infoedge.in> and on website of Link Intime India Pvt. Ltd. viz. <https://instavote.linkintime.co.in>.

You are requested to take the same on record.

Thanking you,

For **Info Edge (India) Limited**,

A handwritten signature in blue ink, appearing to read "Jaya Bhatia", is written over a light blue circular stamp.



Jaya Bhatia
Company Secretary & Compliance Officer

SCRUTINIZERS' REPORT

To,
The Chairman
Info Edge (India) Limited
Ground Floor, GF-12A, 94,
Meghdoot, Nehru Place
New Delhi – 110019

Sub: Scrutinizers' Report on Postal Ballot by way of electronic voting process ("Remote E- voting") conducted in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended in respect of passing of the resolutions contained in the Notice dated April 15, 2022.

Dear Sir,

I, Shashikant Tiwari, Partner, Chandrasekaran Associates, Company Secretaries was appointed as Scrutinizer by the Board of Directors of Info Edge (India) Limited (hereinafter referred to as "Company") for scrutinizing Postal Ballot by way of voting by electronic means in respect of passing of the resolutions contained in the Notice dated April 15, 2022 ("Postal Ballot Notice") in a fair and transparent manner.

I submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder including circular No. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and No. 20/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 08, 2021 respectively issued by the Ministry of Corporate Affairs ("hereinafter collectively referred as MCA Circulars") and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (the 'SEBI Circulars'), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ('SS-2') relating to Postal Ballot by way of electronic voting means.

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2. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the resolutions contained in the Postal Ballot Notice, based on the data downloaded from website of M/s. Link Intime India Pvt. Ltd. ("Linkintime"), authorised agency engaged by the Company to provide remote e-voting facilities till the time fixed for closing of the voting process i.e. on or before 5:00 P.M. (IST) on Saturday, May 21, 2022.
3. The Members of the Company as on the "cut-off date" i.e. Friday, April 15, 2022 were entitled to vote on the proposed resolutions to be passed through postal ballot by way of Remote E-voting means as set-out in the Postal Ballot Notice and their shareholding as on that date has been reckoned for the purpose of arriving at the results of the postal ballot.
4. The Remote E-voting period remained open from Friday, April 22, 2022 at 9:00 a.m. IST and ended at the close of working hours i.e. 5:00 p.m. IST on Saturday, May 21, 2022, on the designated website of LinkIntime i.e. <https://instavote.linkintime.co.in>.
5. On Thursday, April 21, 2022, the Company had completed the dispatch of Postal Ballot Notice to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from Link Intime India Private Limited ("Registrar and Transfer Agent" or "RTA") as on the Cut-off date i.e. Friday, April 15, 2022 and whose e-mail IDs were registered with the Company and Depositories. Pursuant to the MCA Circulars, the Company had dispatched the Notice through e-mails only. The Company has not dispatched the postal ballot Notice to those members whose e-mail IDs were not registered with the Company and/or Depositories.

However, the Company had also given an option to the members to register their e-mail id's with the Company and/ or their depository participants in the Postal Ballot Notice dated April 15, 2022, which was uploaded on the website of the Company ([https:// https://www.infoedge.in](https://www.infoedge.in)), on the website of LinkIntime (www.instavote.linkintime.co.in) and also published newspaper advertisements dated, April 19, 2022 in Business Standard (English and New Delhi Edition Hindi) for registration of e-mail ids' and post successful registration of the

email, the shareholders would get soft copy of the Postal Ballot Notice and the procedure for Remote E-voting.

- 6.** In view of relaxation given by Ministry of Corporate Affairs and Securities and Exchange Board of India, physical ballot were not dispatched and accordingly, voting was done through Remote E-voting only.
- 7.** As per rule 20 read with rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of Listing Regulations, advertisements were published by the Company in Financial Express (English) and Jansatta (New Delhi Edition Hindi), on April 22, 2022 informing about the completion of dispatch of Postal Ballot Notice to the Members, who have registered their e-mail id's with the Company/RTA/ depositories along with other related matters mentioned therein.
- 8.** I had monitored the process of Remote E-voting through the scrutinizer's secured link provided by LinkIntime through its designated website.
- 9.** After completion of Remote E-voting, votes casted by the Members were unblocked in the presence of two witnesses, Ms. Deepti Arora R/o. 9/54, First Floor, Subhash Nagar- 110027 and Ms. Pallavi Kapoor R/o. 412-414/7, Bada Bazaar, Shahdara, Delhi-110032 who are not in the employment of the Company.
- 10.** The particulars of report downloaded from the website of LinkIntime have been entered in a separate register maintained for the purpose of Postal Ballot.
- 11.** Votes casted by the members through Remote E-voting were reconciled with the records maintained by the RTA of the Company and authorizations, if any lodged with the Company.
- 12.** This report is based on votes casted through Remote E-voting, which was downloaded from the website of LinkIntime i.e. <https://instavote.linkintime.co.in>.
- 13.** After ascertaining the votes casted by Remote E-voting, I hereby submit the result as under:

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Item No. 1:

Approval under Section 186 of the Companies Act, 2013 (Special Resolution)

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1061	11,23,93,614
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members abstained from voting	0	0
Less:	Number of Members & Votes not exercised/ partially exercised	10 ^	5,66,645
	No. of Valid Votes Cast	1061 ^	11,18,26,969

^ 10 (Ten) members holding 10,51,454 equity shares have partially exercised their votes in favour for 4,84,808 shares, in against for 1 share and not exercised for 5,66,645 shares.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1039	11,18,26,743	99.9998
Against	23	226	0.0002
Total	1061*	11,18,26,969	100.00

* 1 (One) member has partially exercised his voting rights by exercising 5 votes in favour and 4 votes in against out of total voting entitlement of 9 votes.

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Item No. 2:

To approve entering into Material Related Party Transactions with Info Edge Venture Fund (for investment in its first scheme namely, IE Venture Fund I), a Related Party of the Company (Ordinary Resolution)

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1061	11,23,93,614
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members abstained from voting	11	5,21,64,263
Less:	Number of Members & Votes not exercised/ partially exercised	10 ^	5,66,645
	No. of Valid Votes Cast	1050 ^	5,96,62,706

^ 10 (Ten) members holding 10,51,454 equity shares have partially exercised their votes in favour for 4,84,809 shares and not exercised for 5,66,645 shares.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1026	5,96,62,473	99.9996
Against	24	233	0.0004
Total	1050	5,96,62,706	100.00

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Item No. 3:

To approve entering into Material Related Party Transactions with Info Edge Venture Fund (for investment in its second scheme namely, IE Venture Fund Follow-on I), a Related Party of the Company (Ordinary Resolution)

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1061	11,23,93,614
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members abstained from voting	12	5,24,98,129
Less:	Number of Members & Votes not exercised/ partially exercised	10 ^	5,66,645
	No. of Valid Votes Cast	1049 ^	5,93,28,840

^ 10 (Ten) members holding 10,51,454 equity shares have partially exercised their votes in favour for 4,84,809 shares and not exercised for 5,66,645 shares.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1025	5,93,28,607	99.9996
Against	24	233	0.0004
Total	1049	5,93,28,840	100.00

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Item No. 4:

To approve entering into Material Related Party Transactions with Info Edge Capital (for investment in its scheme namely, IE Venture Investment Fund II), a Related Party of the Company (Ordinary Resolution)

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1061	11,23,93,614
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members abstained from voting	11	5,21,64,263
Less:	Number of Members & Votes not exercised/ partially exercised	10 ^	5,66,645
	No. of Valid Votes Cast	1050 ^	5,96,62,706

^ 10 (Ten) members holding 10,51,454 equity shares have partially exercised their votes in favour for 4,84,809 shares and not exercised for 5,66,645 shares.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1024	5,93,28,605	99.44
Against	26	3,34,101	0.56
Total	1050	5,96,62,706	100.00

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Item No. 5:

To approve entering into Material Related Party Transactions with Capital 2B (for investment in its proposed scheme namely Capital 2B Fund I), a Related Party of the Company (Ordinary Resolution)

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1061	11,23,93,614
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members abstained from voting	11	5,21,64,263
Less:	Number of Members & Votes not exercised/ partially exercised	10 ^	5,66,645
	No. of Valid Votes Cast	1050 ^	5,96,62,706

^ 10 (Ten) members holding 10,51,454 equity shares have partially exercised their votes in favour for 4,84,809 shares and not exercised for 5,66,645 shares.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1025	5,96,62,471	99.9996
Against	25	235	0.0004
Total	1050	5,96,62,706	100.00

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14.Based on the aforesaid results, the resolutions as mentioned above shall be deemed to have been passed with requisite majority, on Saturday, May 21, 2022, being the last date of remote e-voting for the Members of the Company. Therefore the Chairman or any other person authorised by him may accordingly declare the result of above said Postal Ballot.

Thanking You,
Yours faithfully,

Chandrasekaran Associates

Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No.: 1428/2021

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Shashikant Tiwari

Partner

Membership No.: F11919

Certificate of Practice No.: 13050

UDIN: F011919D000362863

Place: Delhi

Date: 22.05.2022

Countersigned by: Chintan Thakkar
Whole-time Director & CFO

For and on behalf of
Info Edge (India) Limited
Chairman or Director /Company
Secretary authorised by him.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the results of voting are as under:

Date of Postal Ballot	Saturday, May 21, 2022 (Last date of Voting)
Total number of Shareholders as on record/cut- off date, i.e. April 15, 2022	3,38,265
No. of Shareholders present in the meeting either in person or proxy	
Promoter and Promoter Group	Not Applicable
Public	
Total	
No. of Shareholders attended the meeting through video conferencing	
Promoter and Promoter Group	Not Applicable
Public	
Total	



Resolution 1								
Resolution Required (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/ resolution			No					
Description of the Resolution Considered			Approval under Section 186 of the Companies Act, 2013					
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=(4)/(2)*100	% of Votes against on votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	49159700	49159700	100.00	49159700	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		49159700	49159700	100.00	49159700	0	100.00
Public-Institutions	E-Voting	64064459	55642330	86.85	55642330	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		64064459	55642330	86.85	55642330	0	100.00
Public- Non Institutions	E-Voting	15559961	7024939	45.15	7024713	226	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		15559961	7024939	45.15	7024713	226	100.00
Total		128784120	111826969	86.83	111826743	226	100.000	0.00

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non Institutions	0



Resolution 2								
Resolution Required (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution			No					
Description of the Resolution Considered			To approve entering into Material Related Party Transactions with Info Edge Venture Fund (for investment in its first scheme namely, IE Venture Fund I), a Related Party of the Company					
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=(4)/(2)*100	% of Votes against on votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	49159700	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		49159700	0	0.00	0	0	0.00
Public- Institutions	E-Voting	64064459	55642330	86.85	55642330	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		64064459	55642330	86.85	55642330	0	100.00
Public- Non Institutions	E-Voting	15559961	4020376	25.84	4020143	233	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		15559961	4020376	25.84	4020143	233	99.99
Total		128784120	59662706	46.33	59662473	233	100.00	0.00

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non Institutions	0



Resolution 3								
Resolution Required (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution			No					
Description of the Resolution Considered			To approve entering into Material Related Party Transactions with Info Edge Venture Fund (for investment in its second scheme namely, IE Venture Fund Follow-on I), a Related Party of the Company					
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=(4)/(2)*100	% of Votes against on votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	49159700	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		49159700	0	0.00	0	0	0.00
Public- Institutions	E-Voting	64064459	55308464	86.33	55308464	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		64064459	55308464	86.33	55308464	0	100.00
Public- Non Institutions	E-Voting	15559961	4020376	25.84	4020143	233	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		15559961	4020376	25.84	4020143	233	99.99
Total		128784120	59328840	46.07	59328607	233	100.00	0.00

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non Institutions	0



Resolution 4								
Resolution Required (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution			No					
Description of the Resolution Considered			To approve entering into Material Related Party Transactions with Info Edge Capital (for investment in its scheme namely, IE Venture Investment Fund II), a Related Party of the Company					
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=(4)/(2)*100	% of Votes against on votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	49159700	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		49159700	0	0.00	0	0	0.00
Public- Institutions	E-Voting	64064459	55642330	86.85	55308464	333866	99.40	0.60
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		64064459	55642330	86.85	55308464	333866	99.40
Public- Non Institutions	E-Voting	15559961	4020376	25.84	4020141	235	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		15559961	4020376	25.84	4020141	235	99.99
Total		128784120	59662706	46.33	59328605	334101	99.44	0.56

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non Institutions	0



Resolution 5								
Resolution Required (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution			No					
Description of the Resolution Considered			To approve entering into Material Related Party Transactions with Capital 2B(for investment in its proposed scheme namely Capital 2B Fund I), a Related Party of the Company					
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=(4)/(2)*100	% of Votes against on votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	49159700	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		49159700	0	0.00	0	0	0.00
Public- Institutions	E-Voting	64064459	55642330	86.85	55642330	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		64064459	55642330	86.85	55642330	0	100.00
Public- Non Institutions	E-Voting	15559961	4020376	25.84	4020141	235	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		15559961	4020376	25.84	4020141	235	99.99
Total		128784120	59662706	46.33	59662471	235	100.00	0.00

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non Institutions	0

