

Bata



ANNUAL REPORT 2011

BATA INDIA LIMITED

Board of Directors

Uday Khanna	<i>Chairman</i>	<i>w.e.f. 28.06.2011</i>
R Gopalakrishnan	<i>Managing Director</i>	<i>w.e.f. 01.10.2011</i>
R Mathur	<i>Director – Finance</i>	<i>Appointed w.e.f. 29.02.2012</i>
J Carbajal		
J G N Clemons		
A Singh		
A Chudasama		
P M Sinha	<i>Chairman</i>	<i>Resigned w.e.f. 28.06.2011</i>
M Villagran	<i>Managing Director</i>	<i>Resigned w.e.f. 30.09.2011</i>
F M Hussein	<i>Director – Finance</i>	<i>Resigned w.e.f. 15.02.2012</i>
N Sankar		<i>Resigned w.e.f. 28.07.2011</i>

Audit Committee

A Singh	<i>Chairman</i>
Uday Khanna	<i>Member</i>
J Carbajal	<i>Member</i>
J G N Clemons	<i>Member</i>
A Chudasama	<i>Member</i>

Nomination, Governance and Compensation Committee

Uday Khanna	<i>Chairman</i>
J Carbajal	<i>Member</i>
J G N Clemons	<i>Member</i>
A Singh	<i>Member</i>
A Chudasama	<i>Member</i>

Shareholders / Investors Grievance Committee

Uday Khanna	<i>Chairman</i>
R Gopalakrishnan	<i>Member</i>
R Mathur	<i>Member</i>

Vice-President & Company Secretary & Compliance Officer

A B Anand

Executive Committee

R Gopalakrishnan
R Mathur
E Tonolli
R S Gautam
R K Gupta
A Nandy
K Sambhav

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**Auditors**

S R Batliboi & Co.
Chartered Accountants
Golf View Corporate Tower-B
Sector - 42, Sector Road
Gurgaon - 122 002

Cost Auditors

Mani & Co.
Cost Accountants
"Ashoka", 111, Southern Avenue
Kolkata 700 029.

Bankers

State Bank of India
HDFC Bank Ltd.

Investor Relations Manager

J Banerjee

Share Department

27B, Camac Street, 1st Floor, Kolkata - 700 016
Telephone : (033) 2289 5796; (033) 3980 2021
E-mail : share.dept@bata.co.in

Registrar & Share Transfer Agent

R&D INFOTECH PVT. LIMITED
1st Floor, 7A, Beltala Road,
Kolkata - 700 026.
Telephone : (033) 2419 2641/2642
Fax : (033) 2419 2642
E-mail : rd.infotech@vsnl.net; bata@rdinfotech.in

Corporate Office

Bata House
418/02, M G Road, Sector - 17
Gurgaon 122 002
Telephone : (0124) 4120100/3990300
Fax : (0124) 4120116

Registered Office

6A, S.N. Banerjee Road
Kolkata 700 013.
Telephone : (033) 3982 9412/425/426
Fax : (033) 2289 5748 / 5859
E-mail : amarbir.anand@bata.co.in
Website : www.bata.in



BATA INDIA LIMITED

Registered Office: 6A, S.N. Banerjee Road, Kolkata - 700 013.

NOTICE CONVENING THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy Ninth Annual General Meeting of the Members of Bata India Limited will be held on **Wednesday, May 30, 2012 at 10.30 a.m.** at 'KALAMANDIR,' 48, Shakespeare Sarani, Kolkata - 700 017, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as on December 31, 2011, the Profit & Loss Account for the year ended on that date, Schedules and Notes on Accounts, Auditors' Report and Directors' Report thereon.
2. To declare dividend.
3. To elect Directors in place of those who retire by rotation. Mr. J. Carbajal and Mr. J. Clemons retire by rotation and being eligible, offer themselves for re-election.
4. To appoint Auditors and to fix their remuneration and to pass, with or without modification(s), the following resolution, which will be proposed as an Ordinary Resolution:

"RESOLVED THAT Messrs. S. R. Batliboi & Co., Chartered Accountants (Regn. No.:301003E), be and are hereby re-appointed as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and that the Audit Committee of the Board of Directors be and is hereby authorised to determine the remuneration payable to the Auditors."

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification(s), the following Resolutions:

5. (As an Ordinary Resolution)
"RESOLVED THAT Mr. Ranjit Mathur be and is hereby appointed a Director of the Company pursuant to Section 257(1) of the Companies Act, 1956."
6. (As an Ordinary Resolution)
"RESOLVED THAT subject to the approval of the Central Government, if required and such other consents, permissions and approvals as may be required and pursuant to the provisions of Section 198, 269, 309, 310 and 311 and all other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as "the Act") read with Schedule XIII to the Act as amended, the Company hereby accords its approval to the appointment and terms of remuneration of Mr. Ranjit Mathur (Mr. Mathur) as Director Finance of the Company (with such other designation or designations as the Board of Directors of the Company may determine and deem fit to give to Mr. Mathur from time to time) for a period of five years with effect from February 29, 2012 on such terms and conditions as set out in the Agreement executed between the Company and Mr. Mathur, which Agreement be and is hereby specifically approved with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or Agreement in such manner as may be mutually agreed upon from time to time within the overall limits approved by the Members by way of a Special Resolution passed at the Seventy-Sixth Annual General Meeting held on May 26, 2009."
7. (As a Special Resolution)
"RESOLVED THAT pursuant to the provisions of Section 31 and all other applicable provisions of the Companies Act, 1956 and Rules framed thereunder, the existing Articles of Association of the Company be amended as under :
 - i) After Article 55 of the Articles of Association of the Company, the following new Article 55A shall be inserted:
55A: The Board may provide video conference facility and/or other permissible electronic mode of communication to the shareholders of the Company for participating in General Meetings of the Company. Such participation by the shareholders at General Meetings of the Company through video conference facility and/or other permissible electronic mode of communication shall be governed by the Rules and Regulations as applicable to the Company for the time being in force.



- ii) After Article 85 of the Articles of Association of the Company, the following new Article 85A shall be inserted:

85A: Directors may participate in Meetings of the Board and/or Committees thereof, through video conference facility and/or other permissible electronic mode of communication. Such participation by the Directors at Meetings of the Board and/or Committees thereof, through video conference facility and/or other permissible electronic mode of communication shall be governed by the Rules and Regulations as applicable to the Company for the time being in force."

"FURTHER RESOLVED THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee or any person which the Board may nominate/constitute to exercise its powers, including the powers by this Resolution) be and is hereby authorized to carry out the abovementioned amendments in the existing Articles of Association of the Company and that the Board may take all such steps as may be necessary to give effect to this Resolution."

By Order of the Board

Gurgaon,
Date: February 29, 2012

A B ANAND
Vice-President & Company Secretary

NOTES

1. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in relation to the Special Business of the Meeting is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. The Share Transfer Books and Register of Members of the Company will remain closed from Wednesday, May 16, 2012 to Wednesday, May 30, 2012 (both days inclusive).
4. Members are requested to produce the Attendance Slip duly signed as per the specimen signature recorded with the Company/Depository Participant for admission to the meeting hall.
5. Members, who hold shares in de-materialized form, are requested to bring their DP I.D. and Client I.D. No(s). for easier identification of attendance at the meeting.
6. A member desirous of receiving any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
7. Members holding shares in physical form are requested to notify immediately any change in their address along with address proof, i.e. Electric/Telephone Bill, Driving License or a copy of passport and Bank particulars to the Company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the Company/RTA without any delay.
8. In all correspondence with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialized form, they must quote their DP I.D. and Client I.D. No(s).
9. Members holding shares in physical form can avail the facility of nomination in respect of shares held by them pursuant to the amendment in the Companies Act, 1956. The prescribed Form (Form 2B) can be obtained from the Share Department of the Company. Members desiring to avail this facility may send their Nomination Form duly filled in, to the Company/RTA by quoting their respective Folio No(s).
10. Investors/Shareholders are requested to kindly note that if physical documents viz., Demat Request Forms (DRF) and Share Certificates etc. are not received from their DPs by the Registrar within a period of 15 days from the date of generation of the DRN for dematerialization, the DRN will be treated as rejected/cancelled. This step is being taken on the advice of Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) so that no demat request remains pending beyond a period of 21 days. Upon rejection/cancellation of the DRN, a fresh DRF with new DRN has to be forwarded along with the Share Certificates by the DPs to the Registrar. This note is only to caution investors/shareholders that they should ensure that their DP's do not delay in sending the DRF and share certificates to the Registrar after generating the DRN.



11. Information u/s. 205A read with the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 as amended is given below:

- (i) Pursuant to Section 205 of the Companies Act, 1956, all unclaimed/unpaid dividends up to the financial year ended 31.12.1993 have been transferred to the General Revenue Account of the Central Government. Shareholders, who have not yet encashed their dividend warrants for the said period are requested to claim the amount from the Registrar of Companies, West Bengal, 234/4, A.J.C. Bose Road, Kolkata - 700 020, by submitting an application in the prescribed Form.
- (ii) Consequent upon amendment of Section 205A, of the Companies Act, 1956 and introduction of Section 205C by the Companies (Amendment) Act, 1999 the amount of dividend for the subsequent years remaining un-paid or unclaimed for a period of seven years from the date they first become due for payment, shall be transferred to the Investor Education and Protection Fund set up by the Government of India. It may be noted that once the unclaimed dividend amount is transferred to the Fund, the same cannot be claimed by the Members therefrom.

No dividend has been declared for the year ended 31.12.2002 to 31.12.2006.

Members who have not yet encashed their dividend warrant(s) for the financial year ended 31.12.2007 onwards, are requested to claim the amount forthwith from the Company.

- (iii) During the year ended December 31, 2011, the Company has deposited a sum of Rs. 3,16,389 (Rupees Three Lacs Sixteen Thousand Three Hundred Eighty Nine only) to the Investor Education and Protection Fund of the Central Government, on account of unclaimed deposits and unclaimed interest on deposits.

12. Dividend on Equity Shares as recommended by the Directors for the year ended December 31, 2011, when declared at the meeting, will be paid:

- i) to those members whose names shall appear in the Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with the Company/RTA on or before May 15, 2012.
- ii) to those "Beneficial Owners" in respect of shares held in electronic form, whose names shall appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), at the end of business hours on May 15, 2012.

13. The Securities and Exchange Board of India (SEBI) has made it mandatory for all the companies to use bank details furnished by the investors for distributing dividends or other cash benefits to them through National Electronic Clearing Services (NECS), wherever NECS and bank details are available. In the absence of NECS facility, the Companies are required to print the bank details, if available, on payment instrument, for distribution of dividends to the investors. Therefore, members holding shares in physical mode are requested to provide their bank details to the Company/RTA. Members holding shares in demat mode are requested to record the NECS mandate with their Depository Participants concerned.

14. SEBI vide circular ref. no. MRD/DoP/Cir-05/2007 dated April 27, 2007 made Permanent Account Number (PAN) mandatory for all securities market transaction. Thereafter, vide circular no. MRD/DoP/Cir-05/2009 dated May 20, 2009 it was clarified that for securities market transactions and off market/private transaction involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company / RTAs for registration of such transfer of shares.

SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:

- a) deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholder(s).
- b) transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
- c) transposition of shares when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.

15. The Ministry of Corporate Affairs, Government of India has introduced a 'Green initiative in the Corporate Governance' by allowing paperless compliances by the companies for service of documents to their members through electronic mode, which will be in compliance with Section 53 of the Companies Act, 1956.

In terms of the above the Company has already dispatched two written communications to its members on July 15, 2011 and November 18, 2011 requesting them to register their designated email id with the Company/RTA. However, Members who are desirous of obtaining hard copy of the Notice, Postal Ballot, Annual Reports and other documents may forward their written request to the Company/RTA for the same.



ANNEXURE TO THE NOTICE

ITEM NO. 3

Details of Directors seeking re-election at the 79th Annual General Meeting

[Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges]

(A) Re-election of Mr. Jorge Carbajal (Resume)

Mr Jorge Carbajal (Mr. Carbajal), aged 57 years, is the President of Bata Emerging Markets (BEM) responsible for the overall business operations in Asia, Africa & Latin America regions. He started his career in 1976 with Ernst & Young as an Auditor. Mr Carbajal has been with the Bata Organisation since 1988, he has held various Senior Positions in different Bata Companies in Latin America starting from the Chief Finance Officer and Group Finance Officer (Mexico, Bolivia & Ecuador) & in Asia Pacific regions (Sri Lanka & Malaysia, as Managing Director). Subsequently, in 2005 he was made Group Managing Director of Bata Emerging Markets - West, responsible for Africa and Central Asian Regions. In 2009, he became the BEM President of Asia & Africa. Then in 2010, he was made President of all Bata Emerging Markets (BEM) Asia-Africa & Latin America. Mr. Carbajal has a Bachelor in Accounting degree and has also successfully completed the Advanced Management Programme by The Wharton School, University of Pennsylvania, USA in October 2008.

Mr. Carbajal does not hold any Equity Shares in the Company.

The Board recommends the re-election of Mr. Carbajal as a Director of the Company.

None of the Directors is concerned or interested in the re-election of Mr. Carbajal.

Mr. Carbajal may, however, be deemed to be concerned or interested in this Resolution, to the extent of his re-election to the office of a Director on the Board of this Company.

(B) Re-election of Mr. Jack G. N. Clemons (Resume)

Mr. Jack G. N. Clemons (Mr. Clemons), aged 45 years, is the Group Chief Financial Officer of the Bata Shoe Organization (BSO) and President of Bata Brands. Mr. Clemons has over 20 years of experience in developing and implementing strategic planning, financial and governance systems and controls in international business, in particular as a Partner at Deloitte, from 1995 to 2000 and then as Chief Financial Officer at Firststream Group from 2000 to 2004. Subsequently, Mr. Clemons led the restructuring of various activities at SwissLife, prior to joining BSO in 2006.

Mr. Clemons is also President of the Bata Childrens' Foundation which sets up and leads projects to educate and support disadvantaged children in communities throughout Latin America, Africa, India and Asia. Mr Clemons has lived and worked in Europe, Asia, North America and Australia, and currently teaches strategic finance and corporate governance at various European business schools including EPFL and HEC Geneva. He holds an MA from Cambridge University and an MBA from INSEAD and is a Fellow of the Institute of Chartered Accountants in England & Wales.

Mr. Clemons does not hold any Equity Shares in the Company.

The Board recommends the re-election of Mr. Clemons as a Director of the Company.

None of the Directors is concerned or interested in the re-election of Mr. Clemons.

Mr. Clemons may, however, be deemed to be concerned or interested in this Resolution, to the extent of his re-election to the office of a Director on the Board of this Company.

Explanatory Statement under Section 173(2) of the Companies Act, 1956.

ITEM NO. 5

At a Meeting of the Board of Directors of the Company held on February 29, 2012, Mr. Ranjit Mathur (Mr. Mathur), aged 43 years, was appointed as an Additional Director in terms of the provisions of Section 260 of the Companies Act, 1956 and Article 79 of the Articles of Association of the Company.

Mr. Mathur is a finance professional with over 18 years of work experience. After graduating as Bachelor of Commerce from Mumbai University, Mr. Mathur qualified as a Chartered Accountant in 1993.

Mr. Mathur has mainly worked in large multinational companies and has rich international experience having worked in India, South Africa, the UK and the Middle East with exposure to key markets in Asia-Africa and Turkey region. Most of his experience has been with Unilever, where the last position he held was of Category Finance Director for Foods in Asia-Africa based out of South Africa.

Before joining the Board of your Company as Director Finance, Mr Mathur served as Head of Finance at Dow Corning in India.

Mr. Mathur's candidature for Directorship has been proposed by a shareholder pursuant to Section 257 of the Companies Act, 1956 along with a deposit of Rs.500/-. The Board considers that the Company will benefit from the association of Mr. Mathur and recommends the resolution for your approval.



Notice of the shareholder received by the Company, pursuant to Section 257 of the Companies Act, 1956 referred to above is available for inspection during office hours up to the date of the Meeting, at the Registered Office of the Company and also at the Office of the Company at 27B, Camac Street (1st Floor), Kolkata - 700 016 and will also be available at this Annual General Meeting.

Mr. Mathur does not hold any share in the Company.

None of the Directors is concerned or interested in the Resolution.

Mr. Mathur, may however, be deemed to be concerned or interested in this Resolution and his appointment.

ITEM NO. 6

At a meeting of the Board of Directors of the Company held on February 29, 2012, Mr. Ranjit Mathur (Mr. Mathur) was appointed as the Director Finance of the Company for a period of five years with effect from February 29, 2012. At the Nomination, Governance & Compensation Committee Meeting held on February 29, 2012, recommendation was made to the Board of Directors on the remuneration package of Mr. Mathur, which the Board accepted unanimously.

While approving the remuneration of Mr. Mathur, the Board took into consideration the knowledge, experience and expertise of Mr. Mathur in the field of Corporate Finance and also his achievements during his tenure of services with reputed organizations including Unilever Ltd.

The remuneration of Mr. Mathur has been fixed within the overall limits specified in terms of Sections 198, 309, 310 and 311 and Schedule XIII to the Companies Act, 1956 and is within the limits approved by the shareholders of the Company by way of a Special Resolution passed at the Seventy-sixth Annual General Meeting of the Company held on May 26, 2009. In compliance with the requirements of Section 302 of the Companies Act, 1956, the Company shall circulate an abstract from the Agreement entered into between the Company and Mr. Mathur, providing complete details of the remuneration payable to Mr. Mathur, in due course.

The Agreement entered into between Mr. Mathur and the Company shall be available for inspection by the Members at the Registered Office of the Company and also at the Office of the Company at 27B, Camac Street (1st Floor), Kolkata - 700 016 on any working day except holidays observed by the Company during usual business hours up to the date of the Meeting and will also be available at this Annual General Meeting.

The Board recommends passing of this Resolution.

None of the other Directors is interested in this Resolution.

Mr. Mathur, may however, be deemed to be concerned or interested in this Resolution and his appointment and remuneration as Director Finance of the Company.

ITEM NO. 7

The Ministry of Corporate Affairs (MCA), Government of India, New Delhi vide General Circulars No.27/2011 and 28/2011 dated May 20, 2011 and Circular No. 35/2011 dated June 06, 2012 have permitted the companies to hold Board Meetings and Shareholders' Meetings through video conference facility, as part of the Green Initiatives under Corporate Governance. Further, MCA vide Circular No. 72/2011 dated December 27, 2011 made the video conference facility at the Shareholders' Meetings optional to the Company.

In order to provide video conference facility to its Directors and Shareholders, your Company has been advised to carry out necessary amendments in the existing Articles of Association of the Company by inserting enabling provisions. In terms of Section 31 of the Companies Act, 1956, approval of the Members by way of a Special Resolution is required to amend the Articles of Association of the Company.

The Articles of Association with alterations proposed therein as referred to in the Notice shall be available for inspection by the Members at the Registered Office of the Company and also at the Office of the Company at 27B, Camac Street (1st Floor), Kolkata - 700 016 on any working day except holidays observed by the Company during usual business hours up to the date of the Meeting and will also be available at this Annual General Meeting.

Accordingly, your Board recommends passing of the Resolution No.7 as a Special Resolution.

None of the Directors is interested or concerned in this Resolution.

By Order of the Board

Gurgaon,
Date: February 29, 2012

A B ANAND
Vice-President & Company Secretary



FINANCIAL HIGHLIGHTS 2002-2011

(Rs. in '000s)	2002	2003	2004
PROFIT & APPROPRIATIONS			
Sales & Other Income	7,047,905	7,166,985	7,289,930
Profit before Depreciation, Tax & Prior Period Items	18,803	(82,079)	(510,517)
Depreciation	130,788	131,203	124,156
Profit before Tax & Prior Period Items	(111,985)	(213,282)	(634,673)
Taxation	(37,782)	47,219	(7,192)
Profit after Tax & Prior Period Items	(74,103)	(260,501)	(627,481)
Prior Period Items	—	—	—
Net Profit	(74,103)	(260,501)	(627,481)
Dividend & Dividend Distribution Tax	—	—	—
Retained Earnings	—	—	—
ASSETS EMPLOYED			
Fixed Assets — Gross	3,348,913	3,436,779	3,594,903
— Net	1,724,024	1,665,038	1,396,547
Investments	48,564	48,520	48,518
Net Current Assets	1,920,428	1,699,111	1,378,996
	3,693,016	3,412,669	2,824,061
FINANCED BY			
Equity Shares	514,221	514,221	514,221
Reserves	2,560,205	2,265,849	1,066,364
Shareholders' Funds	3,074,426	2,780,070	1,580,585
Loan Funds	618,590	632,599	1,243,476
	3,693,016	3,412,669	2,824,061

2005	2006	2007	2008	2009	2010	2011
7,525,386	8,219,786	9,038,049	10,235,319	11,210,110	12,923,417	16,959,911
255,929	627,996	711,607	908,410	1,281,868	1,755,076	3,605,037
120,018	136,174	160,107	190,009	279,234	325,104	411,008
135,911	491,822	551,500	718,401	1,002,634	1,429,972	3,194,029
11,000	90,310	40,624	111,033	330,362	476,452	935,636
124,911	401,512	510,876	607,368	672,272	953,520	2,258,393
—	—	36,436	—	—	—	—
124,911	401,512	474,440	607,368	672,272	953,520	2,258,393
—	—	150,371	187,963	225,556	299,004	447,141
—	401,512	324,069	419,405	446,716	654,516	1,811,252
3,639,102	3,076,871	3,251,913	3,506,479	3,754,871	4,178,774	5,084,396
1,319,238	802,474	1,042,332	1,178,798	1,309,174	1,534,394	2,270,655
49,768	172,433	172,483	172,483	172,483	172,483	48,513
2,061,994	1,750,393	1,805,052	1,930,059	2,096,404	2,413,232	3,617,931
3,431,000	2,725,300	3,019,867	3,281,340	3,578,061	4,120,109	5,937,099
642,638	642,638	642,638	642,638	642,638	642,638	642,638
1,972,069	1,477,345	1,859,224	2,192,397	2,684,934	3,339,728	5,100,415
2,614,707	2,119,983	2,501,862	2,835,035	3,327,572	3,982,366	5,743,053
816,293	605,317	518,005	446,305	250,489	137,743	194,046
3,431,000	2,725,300	3,019,867	3,281,340	3,578,061	4,120,109	5,937,099