

# PG Electroplast Limited



(CIN: L32109DL2003PLC119416)

Regd. Office: DTJ209, 2nd Floor, DLF Tower-B, Jasola, New Delhi-110025

Corp. Office: P-4/2 TO 4/6, Site B, UPSIDC Industrial Area, Surajpur, Greater Noida, U.P.-201306

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## NOTICE OF POSTAL BALLOT AND E-VOTING

Pursuant to Section 110 of The Companies Act, 2013 read with Rule 22 of The Companies (Management & Administration) Rules, 2014

Dear Member(s),

Notice is hereby given, pursuant to Section 108 & 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), (including any statutory modification or re-enactment thereof for the time being in force), to the members of PG Electroplast Limited ('the Company') seeking consent for the Resolution(s) under Special Business(es) by way of Postal Ballot (including remote e-voting). The said Resolution(s) pursuant to Act and Explanatory Statement setting out the material facts pertaining to the these Resolution(s) as required under Section 102 of the Act and the rules made there under is annexed hereto along with the Postal Ballot Form (the 'Form') for your consideration.

The Board of Directors of the company at its meeting held on December 23, 2019 has appointed Ms. Puja Mishra of M/s Puja Mishra & Co., Practicing Company Secretaries, as Scrutinizer for conducting the postal ballot (physical and e-voting) process in accordance with the law in a fair and transparent manner. The business of the Postal Ballot shall, in addition to physical voting, also be transacted through Electronic Voting System. Accordingly, the Company, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), provides the Members with the facility to exercise their right to vote on the matter set out in the Postal Ballot by electronic means i.e. through electronic voting system of Kfin Technologies Private Limited.

However, those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached. It is pertinent to note that the Shareholder(s) can opt for only one mode of voting, i.e. either by e-voting or voting by physical mode. If you are opting for e-voting, then do not vote by physical Postal Ballot and vice versa. However, in case Shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid. After you vote, the vote cannot be changed subsequently. Members are requested to read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed in the attached self-addressed business reply envelope, so as to reach the Scrutinizer before the close of working hours (5.00 pm) on Sunday, February 09, 2020. Please note that any Postal Ballot Form(s) received after the said date will be treated as if reply from the Member has not been received.

The Scrutinizer will submit his report to the Chairperson/Co-Chairperson or in his absence, any person authorised by him, after the completion of the scrutiny of the Postal Ballots (physical and e-voting). The results of the voting by Postal Ballot will be announced by the Chairperson of the Company or in his absence, any person authorised by him, on or before Tuesday, February 11, 2020 at the Registered Office of the Company. The results of the Postal Ballot, along with the Scrutinizer's report, will on such announcement date, be posted on the Company's website: www.pgel.in and also available on Kfin Technologies e-voting website: <https://evoting.karvy.com> besides communicating to the Stock Exchanges where the Company's shares are listed. The last day specified for receipt of duly completed postal ballot form and e-voting i.e., February 09, 2020, in this postal ballot notice, shall be deemed to be the date of passing of the said resolution subject to the approval of shareholder's by requisite majority.

### SPECIAL BUSINESS

#### Item No. 1. Issuance of equity shares to the persons belonging to promoter category on preferential basis upon conversion of loan for an aggregate amount of upto Rs. 5,00,00,000/- (Rupees Five Crores only)

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **“Companies Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed (**“Stock Exchange(s)”**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**“SEBI”**), as amended including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018, as amended (**“SEBI (ICDR) Regulations”**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, Reserve Bank of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the board of directors of the Company

(hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the company be and is hereby accorded for conversion of loan, for an aggregate amount not exceeding Rs. 5,00,00,000/- (Five Crores only), into Equity Shares of the Company of Rs. 10/- each by way of creation, issuance and allotment of upto 10,00,000 Equity Shares of face value of Rs. 10/- (Rupees Ten only) each on a preferential basis, to be issued at Rs. 50/- (Rupees Fifty Only) or at such price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations whichever is higher, on such terms and conditions as the Board may think fit, by way of preferential allotment to the following allottees forming part of the promoter group of the Company (hereinafter referred to as the "Proposed Allottees"):

S. No.	Name of the Proposed Allottees	Max. no. of shares to be issued	Outstanding loan to be converted (in Rs.)
1.	Sudesh Gupta	2,50,000	upto 1,25,00,000/-
2.	Anurag Gupta	2,50,000	upto 1,25,00,000/-
3.	Vishal Gupta	2,50,000	upto 1,25,00,000/-
4.	Vikas Gupta	2,50,000	upto 1,25,00,000/-
	<b>Total</b>	<b>Upto 10,00,000</b>	<b>upto 5,00,00,000/-</b>

**"RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for the determination of issue price of Equity Shares shall be January 10, 2020 being the date 30 (Thirty) days prior to the date on which this resolution is deemed to have been passed, i.e., the last date specified for receipt of the duly completed Postal Ballot Forms/ e-voting".

**"RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- No consideration shall be payable by proposed allottees at the time of allotment of Equity Shares as entire consideration so payable shall be adjusted against the outstanding unsecured loan, held in the name of proposed allottees, at the time of subscription of Equity Shares.
- The pre-preferential shareholding of the Proposed Allottees and Equity Shares to be allotted to the Proposed Allottees shall be under lock in for such period as may be prescribed under Chapter V of the SEBI (ICDR) Regulations.
- The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- Allotment of Equity Shares shall only be made in dematerialized form".

**"RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted shall rank pari- passu in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the Company".

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders".

**"RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects".

By order of the Board of Directors  
For **PG ELECTROPLAST LIMITED**

Sd/-

Sanchay Dubey  
Company Secretary

Place : Greater Noida  
Date : December 23, 2019

#### NOTES

- Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the resolutions are annexed hereto.
- In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes. For this purpose, the Company has engaged Kfin Technologies Private Limited for facilitating e-voting to enable the Members to cast their votes electronically instead of through Postal Ballot Form.

- 3) This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on January 03, 2020 i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on January 03, 2020. E-voting is optional for members.
- 4) Members who have registered their e-mail id either with the Depositories or with the Company are being sent Postal Ballot Notice through e-mail and Members who have not registered their e-mail id will receive Postal Ballot Notice along with Postal Ballot Form through prescribed mode under the Act.

Members who have not received Postal Ballot forms or who are desirous of obtaining printed postal ballot form may obtain a copy thereof by writing a letter addressed at Kfin Technologies Private Limited, Unit: PG Electroplast Limited, Kfin Technologies Private Limited, Karvy Selenium, Tower- B, Plot No. 31 & 32, Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana-500032 or to Registered Office of the Company i.e. PG Electroplast Limited, DTJ-209, DLF Tower, Jasola, New Delhi, Delhi, 110025 or by sending an email to investors@pgel.in.

- 5) Members desiring to exercise vote by Physical Postal Ballot are requested to read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed postage prepaid business reply envelope to the Scrutinizer so as to reach at address mentioned on said reply envelope on or before the close of working hours i.e. 5:00 pm on February 09, 2020. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Assent / Dissent received after 5.00 pm on February 09, 2020 would be strictly treated as if reply from the Members has not been received.
- 6) All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection to the Members at the Registered Office of the Company between 10.00 a.m. to 12.00 p.m. on all working days except Saturdays, Sundays and National Holidays from the date hereof upto February 09, 2020.

7) **Instructions for E Voting:**

- i. The e-voting period begins on Saturday, January 11, 2020 (10.00 a.m.) and ends on Sunday, February 09, 2020 (5.00 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date January 03, 2020, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
- ii. Use the following URL for e-voting: <https://evoting.karvy.com>
- iii. Enter the login credentials, i.e., user id and password mentioned in your email/notice. Your Folio No/DP ID Client ID will be your user ID. However, if you are already registered with Kfin Technologies for e-voting, you can use your existing User ID and Password for casting your votes.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the Password change menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT, i.e., PG Electroplast Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cutoff date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, then enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR'/'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/Institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through e-mail: [cspujamishra@gmail.com](mailto:cspujamishra@gmail.com) or to the Company through e-mail: [investors@pgel.in](mailto:investors@pgel.in). They may also upload the same in the e-voting module in their login.

In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Kfin Technologies website <https://evoting.karvy.com> or contact at 1-800-3454-001. Members may also write mail to compliance officer of the Company - Mr. Sanchay Dubey at e-mail: [investors@pgel.in](mailto:investors@pgel.in). Members who have cast their votes by remote e-voting shall not be entitled to cast their vote by post. If a member cast votes by both modes, then voting done through e-voting shall prevail and voting done by post will be treated invalid. Please keep your most updated email id registered with the company / your DP, to receive timely communications.

**EXPLANATORY STATEMENT  
(Pursuant to Section 102 of the Companies Act, 2013)**

**Item No.1**

The Special Resolution contained in Item No. 1 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, to issue and allot upto 10,00,000 Equity shares of face value of Rs. 10/- each towards conversion of loan to the extent of Rs. 5 crores, to the persons forming part of the promoter group of the Company at an Issue Price of Rs. 50/- or at such price as may be determined in accordance with Chapter V of SEBI (ICDR) Regulations, whichever is higher.

The said proposal has been considered and approved by the Board in their meeting held on December 23, 2019. Further, the said private placement of Equity shares will be made through letter of offer in the form PAS 4.

The details of the issue and other particulars as required in terms of Regulation 163 of the SEBI (ICDR) Regulations, 2018 and other applicable statutes in relation to the proposed Special Resolution are given hereunder:

**1. Objects of the Preferential Issue**

The Company proposes to issue such number of Equity Shares on preferential basis in order to restructure the said unsecured loans held in the names of proposed allottee(s) namely, Mrs. Sudesh Gupta, Mr. Anurag Gupta, Mr. Vishal Gupta and Mr. Vikas Gupta to the extent of Rs. 5,00,00,000/- (Five Crores only) and to strengthen the Capital structure of the Company.

**2. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and maximum number of Equity Shares proposed to be allotted**

The Intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer is as follows:

S. No.	Name of the Proposed Allottees	Outstanding loan proposed to be converted (in Rs.)	Maximum no. of Equity Shares proposed to be allotted	Category
1.	Sudesh Gupta	Upto 1,25,00,000/-	2,50,000	Promoter Group
2.	Anurag Gupta	Upto 1,25,00,000/-	2,50,000	Promoter cum Executive Director
3.	Vishal Gupta	Upto 1,25,00,000/-	2,50,000	Promoter cum Executive Director
4.	Vikas Gupta	Upto 1,25,00,000/-	2,50,000	Promoter cum Executive Director
<b>Total</b>		<b>Upto 5,00,00,000/-</b>	<b>10,00,000</b>	

The actual number of Equity Shares to be issued will depend on the basis of issue price, as may be determined, on the Relevant date (i.e., January 10, 2020), in accordance with Chapter V of SEBI (ICDR) Regulations.

**3. The Shareholding Pattern of the issuer before and after the preferential issue:**

The shareholding pattern of the Company before and after the proposed preferential issue to promoters is likely to be as follows:

PG Electroplast Limited (Pre and Post Shareholding Structure)						
Sl. No	Category of Shareholder	Pre-Issue Shareholding Structure		Max. no of Equity Shares Proposed to be Allotted	# Post Issue Shareholding (Refer note below)	
		No. of Shares	%		No. of Shares	%
A	<b>Promoters and Promoter Group</b>					
	1 (a) Indian Promoters					
	Individuals	1,24,09,332	66.52	10,00,000	1,34,09,332	68.23
	Body Corporate	0	0.00	0	0	0.00
	(b) Foreign Promoters	0	0.00	0	0	0.00
	Total Promoter Shareholding	1,24,09,332	66.52	10,00,000	1,34,09,332	68.23

PG Electroplast Limited (Pre and Post Shareholding Structure)						
Sl. No	Category of Shareholder	Pre-Issue Shareholding Structure		Max. no of Equity Shares Proposed to be Allotted	# Post Issue Shareholding (Refer note below)	
		No. of Shares	%		No. of Shares	%
B	<b>Non Promoter</b>					
B1	Institutional Investors	97,901	0.52	0	97,901	0.50
B2	Central Govt./State Govt./POI	0	0.00	0	0	0.00
B3	Non-Institutional Investors					
	Individuals	41,75,717	22.38	0	41,75,717	21.25
	Bodies Corporate	12,09,493	6.48	0	12,09,493	6.15
	Others (Including NRI)	7,61,889	4.08	0	7,61,889	3.88
	<b>Total Public Shareholding B=B1+B2+B3</b>	<b>62,45,000</b>	<b>33.48</b>	<b>0</b>	<b>62,45,000</b>	<b>31.77</b>
C	Non Promoter - Non Public	0	0.00	0	0	0.00
	<b>Grand Total (A+B+C)</b>	<b>1,86,54,332</b>	<b>100.00</b>	<b>10,00,000</b>	<b>1,96,54,332</b>	<b>100.00</b>

Note: (i) The post shareholding will change in tandem depending upon the actual number of Equity Shares to be allotted, on the basis of the issue price, as may be determined, on the Relevant date (i.e., January 10, 2020), in accordance with Chapter V of SEBI (ICDR) Regulations.

(ii) Post shareholding structure may change depending upon any other corporate action in between.

#### 4. Proposed time limit within which the allotment shall be complete:

In terms of Regulation 170 of the SEBI (ICDR) Regulations, preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at item nos. 1. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

#### 5. Number of securities to be issued, particulars of the proposed allottee(s), the identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

Identity of the Proposed Allottee(s) the percentage of post preferential issue capital that may be held by them:

Sl. No	Name of the Allottee	Pre-Issue Shareholding		Max. No. of Equity Shares Proposed to be Allotted	Post Issue Shareholding (Refer note below)		Name of ultimate beneficial owners
		No. of Shares	%		No. of Shares	%	
1.	Vishal Gupta	25,98,345	13.93	2,50,000	28,48,345	14.49	N.A.
2.	Vikas Gupta	25,94,055	13.91	2,50,000	28,44,055	14.47	N.A.
3.	Sudesh Gupta	*45,41,667	24.35	2,50,000	47,91,667	24.38	N.A.
4.	Anurag Gupta	22,07,555	11.83	2,50,000	24,57,555	12.50	N.A.

\*Inclusive of 5,00,001 Equity Shares held in the name of Late Mr. Promod Gupta, which are under the process of transmission in the name of his nominee, Mrs. Sudesh Gupta (Spouse of Late Mr. Promod Gupta)

Note: (i) The post shareholding will change in tandem depending upon the actual number of Equity Shares to be allotted, on the basis of the issue price, as may be determined, on the Relevant date (i.e., January 10, 2020), in accordance with Chapter V of SEBI (ICDR) Regulations.

(ii) Post shareholding structure may change depending upon any other corporate action in between.



**6. Consequential Changes in the Voting Rights and Change in Management:**

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

**7. Lock-in Period:**

- i. The Equity Shares so allotted, shall be subject to 'lock-in' in accordance with Regulation 167 (1) of the SEBI (ICDR) Regulations.
- ii. The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Regulation 167 (6) of the SEBI (ICDR) Regulations.

**8. Re-computation of Issue Price:**

The Board of Directors of the Company undertakes that: Since the Company's Equity Shares are listed and traded for a period more than twenty six weeks; therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations.

**9. Auditor's Certificate:**

The certificate from M/s Chitresh Gupta & Associates., Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI (ICDR) Regulations shall be available for inspection at the registered office of the Company during 10:00 A.M. to 5:00 P.M. (office hours) up to the date of declaration of results.

**10. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of wilful defaulter as issued by RBI.**

The Company, its promoters and its directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

**11. Report of registered valuer:**

No report of registered valuer is required for the offer, issue and allotment of the Equity Shares under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

**12. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.**

Mr. Anurag Gupta, Mr. Vishal Gupta and Mr. Vikas Gupta being Promoters cum Executive Directors and Mrs. Sudesh Gupta, being a person belonging to Promoter Group are deemed to be concerned or interested in the above resolution, except them none of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolution.

The Board of Directors recommends the resolution as set out in item no. 1 of this notice for the issue of Equity Shares, on a preferential basis, to the promoters by way of Special Resolution.

By order of the Board of Directors  
For **PG ELECTROPLAST LIMITED**

Sd/-  
Sanchay Dubey  
Company Secretary

Place : Greater Noida  
Date : December 23, 2019



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