

#### NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of the Company will be held on Wednesday, the 29<sup>th</sup> day of November, 2017 at 11.00 a.m. at NATCO House, Road No. 2, Banjara Hills, Hyderabad, 500034 to transact the following special business:

### **SPECIAL BUSINESS:**

#### Item No. 1: Further Issue of Securities

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 23, 41, 42, 62(1)(c) and 71 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules enacted thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof, the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("SEBI ICDR Regulations"), the provisions of the Foreign Exchange Management Act, 1999 as amended and rules and regulations framed there under including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India dated August 28, 2017, the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 or the Depository Receipts Scheme, 2014, as amended from time to time and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the listing agreements entered into with the stock exchanges on which the equity shares of the Company are listed and subject to other applicable rules, regulations, guidelines, notifications and circulars issued by the Ministry of Corporate Affairs ("MCA"), the Registrar of Companies, Andhra Pradesh and Telangana, Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("GOI"), the BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges"), and / or any other competent governmental or regulatory authorities (herein referred to as "Applicable Regulatory Authorities"), from time to time to the extent applicable and subject to such approvals, permissions, consents and sanctions as may be necessary from Applicable Regulatory Authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and sanctions which may be agreed to by the board of directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Special Resolution), consent, authority and approval of the Company be and is hereby accorded to create, offer, issue and allot (including with permitted provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted) such number of equity shares of face value of Rs. 2/- each ("Equity Shares") or Global Depository Receipts ("GDRs") or American Depository Receipts ("ADRs") or Foreign Currency Convertible Bonds ("FCCBs") or fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, or any other security or financial instruments convertible into Equity Shares or securities linked to Equity Shares or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (collectively referred to as "Securities") or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in one or more foreign markets and/or domestic market, by way of one or more public or private offerings, qualified institutions placement ("QIP") or any combination thereof, through issue of prospectus or placement document or other permissible offer documents to any eligible person, including Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign or resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds or any other categories of investors, whether they be holders of equity shares of the Company or not (collectively referred to as the "Investors") as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding Rs. 15,000 million (Rupees fifteen thousand million) or equivalent thereof inclusive of such premium as may be decided by the Board and at such price or prices, at a discount or premium to market price permitted under applicable laws in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or financial advisors and/or legal advisors and/or other advisor(s) appointed and / or to be appointed by the Company (the "Issue").

#### **RESOLVED FURTHER THAT** in pursuance of the aforesaid resolution:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (b) the Equity Shares that may be issued by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects, including entitlement of dividend, if any; and
- (c) Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organisation or restructuring.

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as the "**Eligible Securities**" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be fully paid up and completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time.

**RESOLVED FURTHER THAT** the Eligible Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations. The total amount raised in such manner through the QIP, together with other QIP(s) made in the same financial year, if any, should not, exceed five times the net worth of the Company as per the audited balance sheet of the previous financial year.

**RESOLVED FURTHER THAT** any issue of the Eligible Securities made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations (the "QIP Floor Price"). The Company may, however, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the QIP Floor Price.

**RESOLVED FURTHER THAT** in the event that Equity Shares are issued to QIBs by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed QIP and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board.

**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depositary Receipt Mechanism) Scheme, 1993, or the Depositary Receipt Scheme, 2014, as the case may be (including any amendments thereto or re-enactment thereof, for the time being in force) or as may be permitted under applicable law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Securities or equity shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or equity shares as the case may be, on one or more stock exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to finalize all the terms and conditions and the structure of the proposed issue of Securities, to take such steps and to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue, and execute all such deeds, documents, instruments and writings and accept any alterations or modification(s) as it may deem fit and proper including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, finalization of the dates and timing of the Issue, identification and class of the investors to whom the Securities are to be offered, determining the issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, offer and allotment of Securities, execution of various transaction documents, signing of declarations, creation of mortgage/charge, utilization of the issue proceeds, and to take such steps and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company, without

being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any director(s) of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board For **NATCO Pharma Limited** 

M . Adinarayana

Place : Hyderabad Company Secretary & Vice President (Legal & Corp. Affairs)

#### **NOTES**

- 1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
- 2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS EXTRA-ORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF and Proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the meeting. A person may act as Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a member holding more than ten percent of the total voting share capital may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- 3. The Members are requested to bring their copies of notice of the meeting, and handover the attendance slips at the Venue of the meeting.
- 4. Corporate Members are requested to send a duly certified copy of the Board Resolution/power of attorney authorizing their representative to attend and vote on their behalf at the EGM.
- 5. Relevant documents referred to in Notice are open for inspection by the members at the Registered Office of the company on all working days, from 10.00 a.m. to 1.00 p.m. up to the date of the meeting.
- 6. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members' the facility to vote at the EGM by electronic means from 26<sup>th</sup> November, 2017 (9 a.m. IST) to 28<sup>th</sup> November, 2017 (5 p.m. IST) through e-voting services provided by CDSL.
- 7. During the remote e-voting period, shareholders of the company, holding shares either in physical form or in dematerialised form, as on 23<sup>rd</sup> November, 2017 ("**cut-off date**") may cast their vote electronically.
- 8. The facility of voting is also available at the Meeting and the members attending the Meeting, who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting and the members who have already cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again at the meeting.
- 9. Refer Page No 6 for detailed e-voting instructions.
- 10. The Company has appointed CS Vasudeva Rao Devaki, Practicing Company Secretary, (CP No.12123) as a Scrutinizer(s) to scrutinize the e-voting process for Extra-ordinary General Meeting in a fair and transparent manner

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

## ITEM 1

#### Item No. 1: Further Issue of Securities

The Company requires funds for various purposes including capital expenditure, repayment/prepayment of borrowings, working capital and general corporate purposes. For this purpose, the Company has been exploring various options for

raising funds by way of issue of Equity Shares or Global Depository Receipts ("GDRs") or American Depository Receipts ("ADRs") or Foreign Currency Convertible Bonds ("FCCBs") or fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, or any other security or financial instruments convertible into Equity Shares or securities linked to Equity Shares or any combination thereof (collectively referred to as "Securities") through a public offer or a private placement including a qualified institutions placement in accordance with the provisions of Chapter VIII of the SEBI ICDR Regulations (the "QIP") or any combination thereof for an amount aggregating up to Rs 15,000 million (Rupees fifteen thousand million). The special resolution seeks to empower the Board to issue Securities as aforesaid including through an issue of prospectus or placement document to any eligible person, including Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations in accordance with Chapter VIII of the SEBI ICDR Regulations, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its sole discretion and in accordance with applicable laws.

In case of QIP, since the pricing and other terms of the offering cannot be decided, except at a later stage, an enabling resolution is proposed, to give adequate flexibility and discretion to the Board to finalize the terms. However, the same would be in accordance with the SEBI ICDR Regulations or any other guidelines / regulations as may be applicable in case of an issue of the Securities to the Investors. The issue of Securities as aforesaid may be consummated in one or more tranches at such time or times at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and other experts subject to SEBI ICDR Regulations and other applicable law, regulations, rules and guidelines. The Board may at its discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated above without the need for further approval from the members of the Company.

Further, if any issue of securities is made by way of a QIP the Board may also offer a discount of not more than 5% or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holder of Eligible Securities becomes eligible to apply for Equity Shares, as may be determined by the Board.

Since the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs, the SEBI ICDR Regulations and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The resolutions contained in Item No. 1 of the accompanying Notice, accordingly, seek shareholders' approval through Special Resolution for raising funds as above through issue of Equity Shares and this special resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Equity Shares to the investors who may or may not be the existing shareholders of the Company. The Equity Shares, if any, shall rank in all respects pari passu with the existing equity shares of the Company, including entitlement of dividends, if any.

None of the promoters will subscribe to the Issue, if made under Chapter VIII of the SEBI ICDR Regulations.

The proposed Issue is in the best interest of the Company and your Directors recommend the resolution for your approval.

None of the promoters, directors and key managerial personnel of the Company and their relatives are concerned or interested in the proposed resolution except to the extent of their shareholding in the Company.

By Order of the Board For **NATCO Pharma Limited** 

M . Adinarayana
Company Secretary &
Vice President (Legal & Corp. Affairs)

Place : Hyderabad

Date: 2<sup>nd</sup> November, 2017





# **Registered Office:**

NATCO House, Road # 2, Banjara Hills, Hyderabad 500034, Telangana Email id: investors@natcopharma.co.in, website: www.natcopharma.co.in Phone No.040-23547532 Fax No.040-23548243

CIN: L242301981PLC003201

### ATTENDANCE SLIP

### PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE VENUE

DP ID		Reg. Folio No.	
Client ID		No. of Shares	
NAME AND	ADDRESS OF THE REGISTERED SHAREH	HOLDER	
I/We hereby r	record my/our presence at the Extraordinary Ge	eneral Meeting of the	e Company to be held on Wednesday, the 29th day of
November, 20	017 at 11.00 a.m.at Natco House, Road # 2, Ba	ınjara Hills, Hyderab	ad 500034, Telangana.



Signature of Shareholder/Proxy

#### **E-VOTING INSTRUCTIONS**

- (i) The shareholders should log on to the e-voting website <a href="https://www.evotingindia.com">www.evotingindia.com</a>. Click on Shareholders. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID; b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (ii) Next enter the Image Verification as displayed and Click on Login.
- (iii) If you are holding shares in demat form and had logged on to <a href="https://www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier voting of any company, then your existing password is to be used.
- (iv) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<ul> <li>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<ul> <li>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xvi) Note for Non Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <a href="https://www.evotingindia.com">www.evotingindia.com</a> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <u>helpdesk.evoting@cdslindia.com</u>.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they
  would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <a href="https://www.evotingindia.com">www.evotingindia.com</a>, under help section or write an email to <a href="https://example.com">help desk.evoting@cdslindia.com</a>





## **Registered Office:**

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CIN: L242301981PLC003201

Form No. MGT-11

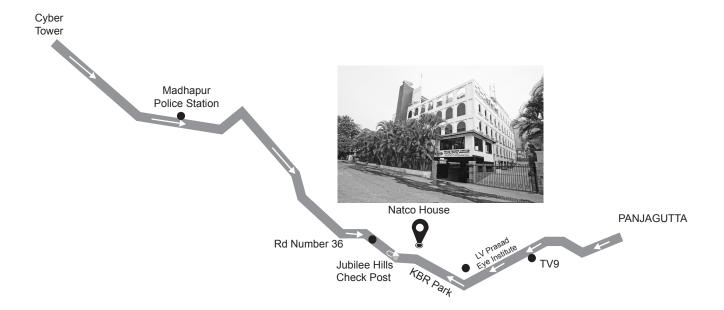
### **PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the Companies (Management and Administration) Rules. 2014)

			Compai	nies (Manag	ement and	Administ	ratio	n) Rules, 2014	)	
Na	ame of the membe	r(s)								
Re	gistered Address									
Email Id										
Folio No./Client ID				DP I	ID					
I/W	e, being the memb	per (s) of				shares	s of th	ne above name	d company, her	eby appoint
1	Name									
	Address									
	E-mail Id					0: 1				
	or failing him					Signature				
2	Name						,			
	Address									
	E-mail Id					Cianatu				
	or failing him					Signature				
3	Name									
	Address									
	E-mail Id					Signatu	re			
_										
Resolutions							For	Against		
1.	Further issue of Se	curities								
Sig	ned this	day of_		2017.				,		
Signature of shareholder:					Affix a 1					
Signature of Proxy holder(s):							Rupee Revenue Stamp			

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

# **ROUTE MAP TO THE VENUE**



# **VENUE**

NATCO House, Road # 2, Banjara Hills, Hyderabad 500034, Telangana.

# PROMINENT LAND MARK

Jubilee Hills Check Post



# **Registered Office:**

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