

Bajaj Financial Securities Limited

CIN: U67120PN2010PLC136026

Registered Office:

Bajaj Auto Limited Complex,
Mumbai-Pune Road,
Akurdi, Pune 411 035

Email ID: ravikumar.dugar@bajajfinserv.in

Website: <https://www.bajajfinservsecurities.in/>

Phone: (020) -4857 4488

NOTICE OF 14TH ANNUAL GENERAL MEETING

Notice is hereby given that the fourteenth annual general meeting of the members of Bajaj Financial Securities Limited will be held at shorter notice on Monday, 22 July 2024 at 9.00 a.m. IST at the Hotel Hyatt Regency, Viman Nagar, Pune - 411 014 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the financial statement of the Company for the financial year ended 31 March 2024, together with the Directors' and Auditors' Report thereon.
2. To appoint a director in place of Babu Rao Priya (DIN: 08210342), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Jasmine Chaney (DIN: 07082359) as an Independent Director for a term of five consecutive years w.e.f. 1 May 2024:

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 152 and any other applicable provisions of the Companies Act, 2013 (the 'Act') and the Rules made thereunder read with Schedule IV to the Act (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), Jasmine Chaney (DIN: 07082359) who was appointed by the Board of Directors as an Additional Director in the capacity of an Independent Director under Section 161(1) of the Act and Articles of Association of the Company, and in respect of whom a notice in writing pursuant to Section 160 of the Act has been received proposing her candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years, with effect from w.e.f. 1 May 2024.

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NSE Cash/F&O (Member ID: 90177)
POP: 325022021
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CDSL: 12088600 | NSDL: IN304300
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RESOLVED FURTHER THAT the Board and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

4. Increase in the borrowing limits of the Company:

To consider, and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT in supersession of the special resolution passed by the members at its Extra-Ordinary General Meeting held on 12 January 2024 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board') to borrow from time to time such sum or sums of money as it may deem requisite for the purpose of the business of the Company, inter alia, by way of loan/financial assistance from various bank(s), financial institution(s) and/or other lender(s), issue of debentures/bonds/commercial papers or other debt instruments, with or without security, whether in India or abroad and through acceptance of inter corporate loans (whether in Rupees or in foreign currency), on such terms and conditions as the Board at its sole discretion may deem fit, notwithstanding that the moneys so borrowed together with moneys already borrowed by the Company (including the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount up to which moneys may be borrowed by the Board shall not exceed the sum of Rs. 10,100 crore (Rupees Ten Thousand One Hundred Crore Only) at any point of time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution, without being required to seek any further consent or approval of the Members of the Company."

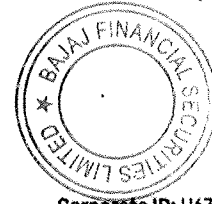
5. Creation of Charge/Security on the Company's Asset with respect to borrowing:

To consider, and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT in supersession of the special resolution passed by the members at its Extra-Ordinary General Meeting held on 12 January 2024 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Company be and is

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hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board') to borrow from time to time such sum or sums of money as it may deem requisite

for the purpose of the business of the Company, inter alia, by way of loan/financial assistance from various bank(s), financial institution(s) and/or other lender(s), issue of debentures/bonds/commercial papers or other debt instruments, with or without security, whether in India or abroad and through acceptance of inter corporate loans (whether in Rupees or in foreign currency), on such terms and conditions as the Board at its sole discretion may deem fit, notwithstanding that the money(ies) so borrowed together with moneys(ies) already borrowed by the Company (including the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount up to which moneys may be borrowed by the Board shall not exceed the sum of Rs. 10,100 crore (Rupees Ten Thousand One Hundred Crore Only) at any point of time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution, without being required to seek any further consent or approval of the Members of the Company."

6. Increase in Investment limits of the Company:

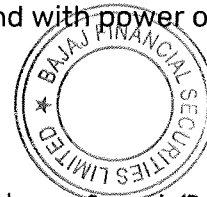
To consider, and if thought fit, to pass, the following resolution, with or without modifications, as a special resolution:

"RESOLVED THAT "RESOLVED THAT in supersession of the special resolution passed by the members at its Extra-Ordinary General Meeting held on 24 January 2024, pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) and the read with Companies (Meetings of Board and its Powers) Rules, 2014, and subject to such approvals as may be required in this regard, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board') to invest the funds of the Company (acquire by way of subscription, purchase or otherwise, the securities of any other body corporate), in excess of limits prescribed in Section 186 of the Act but subject to maximum limit of Rs. 1200 crore (Rupees Twelve Hundred Crore Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to negotiate and finalise the terms and conditions, agreements, deeds and documents for purpose of purchase/sale of investment and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the

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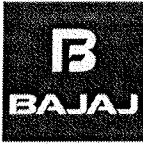
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Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution and to sign and execute all deeds, application

and documents, without being required to seek any further consent or approval of the Members of the Company.”

By order of the Board
For **Bajaj Financial Securities Limited**

Ravikumar Dugar
Company Secretary
Membership No.: 39275
Place: Pune
Date: 19 July 2024



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NOTES:

- 1) A MEMBER ENTITLED TO ATTEND, AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. PROVIDED THAT A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING OF MEETING.
- 2) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
- 3) A statement setting out material facts pursuant to the provisions of section 102 of the Act in respect of special businesses stated at item no. 3 is annexed hereto.
- 4) The Notice of AGM is available on the Company's website <https://www.bajajfinservsecurities.in/download>
- 5) Documents referred in this notice and the statement annexed to this notice will be kept open for inspection by the members at the registered office as well as at the corporate office of the Company from Monday to Friday during 10:00 a.m. to 12:30 p.m., except holidays, up to the date of the AGM and also at the AGM. The following registers and certificate shall remain open for inspection as per the period specified above and be accessible to any member during the continuance of the meeting:
 - a) Register of contracts with related party and contracts and bodies etc. in which directors are interested under Section 189 of the Act.
 - b) Register of directors and key managerial personnel and their shareholding under Section 170 of the Act.
- 6) Corporate members are requested to send in advance a duly certified copy of board resolution/power of attorney authorising their representative to attend the annual general meeting.
- 7) Members/proxies are requested to bring the attendance slip duly filled and signed along with the identity proof at the meeting for the purpose of identification.

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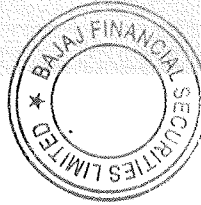


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- 8) At the AGM, a resolution put to the vote at the meeting shall, unless a poll is demanded under Section 109 of the Act shall be decided on a show of hands.
- 9) Since the Company is a wholly-owned subsidiary of Bajaj Finance Limited, it is exempt from providing route map as per secretarial standard on General meeting.

By order of the Board
For **Bajaj Financial Securities Limited**

Ravikumar Dugar
Company Secretary
ACS: 39275



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ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE ACT ALONG WITH INFORMATION PURSUANT TO SECRETARIAL STANDARD ON THE GENERAL MEETINGS ('SS-2')

Item no. 2

In accordance with the provisions of the Act and Articles of the Company, Babu Rao Priya (DIN: 08210342) is due to retire by rotation at the forthcoming Annual General Meeting ('AGM'). He has expressed his willingness to step down from the Company on account of other professional commitments and has informed that he will not be offering himself for re-election at the ensuing AGM. Accordingly, he will cease to be Non-Executive Director of the Company at the ensuing AGM scheduled to be held on 22 July 2024.

As per section 152(6)(e) of the Act, at the AGM at which a director retires, the company may fill up the vacancy by appointing the retiring director or some other person thereto. Shareholders may note that post the cessation of Babu Rao Priya, the Board will continue to be in compliance with the composition requirements under the Companies Act, 2013, the Company is not required to fill the vacancy so created. It is proposed to pass an express resolution in terms of section 152(7)(a) of the Act, to not fill the vacancy created.

The Board has taken note of the resignation letter of Babu Rao Priya, requirements of the law and have resolved, subject to approval of members, not to fill the resulting vacancy on the Board, post the cessation of Babu Rao Priya as a director after the conclusion of the 14th Annual General Meeting.

None of the directors or key managerial personnel or their relatives, except Babu Rao Priya is directly or indirectly concerned or interested, financially or otherwise, except to the extent of his shareholding, if any, in the Company.

The Board recommends this ordinary resolution set out in Item No. 3 of the Notice for consideration and approval of the members.

Statement under Section 102 of the Act:

Item no. 3: Appointment of Jasmine Chaney (DIN: 07082359) as a Non-Executive Director

The Board of Directors, at their meeting held on 16 April 2024, subject to approval of members, appointed Jasmine Chaney as an additional and independent director with effect from 1 May 2024 for a term of five consecutive years, pursuant to provisions of the Companies Act 2013.

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Jasmine Chaney is not disqualified from being appointed as a director in terms of Section 164 of the Act. She has confirmed that she is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company.

The Company has received requisite declaration from Ms. Jasmine Chaney that she meets the criteria of independence as prescribed under Section 149(6) of the Act and other applicable guidelines/circulars issued from time to time. After assessing the same, the Board is of the opinion that Ms. Jasmine Chaney fulfils the conditions for appointment as an Independent Director as specified in the Act.

It is proposed to appoint Jasmine Chaney as an Independent Director on the Board of the Company. The Board is of the opinion that, Ms. Jasmine Chaney is a person of integrity and possesses relevant expertise, experience (including the proficiency) and will be able to provide the commitment of time and efforts required.

She has also registered herself in the Independent Director's databank of Indian Institute of Corporate Affairs as required under Rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014. She will be undertaking an online proficiency self-assessment test, as required under Rule 6(4) of the said rules, within the prescribed timelines.

In connection with the aforesaid appointment, a notice in writing in the prescribed manner as required by Section 160 of the Act and Rules made thereunder, has been received by the Company, proposing candidature of Jasmine Chaney for the office of the director.

Brief Profile:

Jasmine Chaney is a commerce graduate from Sydenham College and master's in management studies in finance from K.J. Somaiya Institute of Management Studies and Research, Mumbai

University. She possesses almost three decades of work experience with CRISIL Limited (now CRISIL Ratings Limited) working on the analytical and business development side.

Other information:

Particulars	Details
Age	53 years
Qualifications	Covered in Brief Profile
Experience	Covered in Brief Profile
Terms and Conditions for appointment	Appointed as a Non-Executive Director
Remuneration last drawn (FY 2024)	Not Applicable

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Remuneration proposed to be paid	As may be decided by the Board from time to time.
Date of first appointment on the Board	1 May 2024
Shareholding in the Company	Nil
Directorships in other companies	LF Retail Private Limited (as an Independent Director) Bajaj Housing Finance Limited ((as a non – independent director) Bajaj Finserv Direct Limited (as an Independent Director)
Membership/Chairmanship of Committees of other Boards	Member in following Committees of Bajaj Housing Finance Limited: 1. Audit Committee 2. Risk Management Committee 3. IT Strategy Committee
Number of Board meetings attended	Not Applicable for FY2024. She was appointed in FY2025 effective 1 May 2024.

She is independent of the Management of the Company. None of the Directors or Key Managerial Personnel or their relatives, except Jasmine Chaney, is directly or indirectly concerned or interested, financially or otherwise, except to the extent of her shareholding, if any, in the Company.

The Board of Directors recommends passing of the ordinary resolution as set out in item no. 3 of this Notice.

Item nos. 4 & 5: Increase in borrowing limits of the Company and Creation of charge/security on the Company’s asset with respect to borrowing

Vide special resolution dated 12 January 2024 passed by the shareholders at its Extra-ordinary General Meeting, the shareholders of the Company had accorded their consent to the Board of

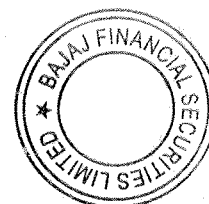
Directors to borrow money(ies) not exceeding Rs. 8,500 crore (including the temporary loans obtained/to be obtained from the Company’s bankers in the ordinary course of business) in

terms of Section 180(1)(c) of the Companies Act, 2013 (‘the Act’) and creation of mortgages, charges, liens, hypothecation and/ or other securities of the Company’s assets and properties,

both present and future, whether movable or immovable, including whole or substantially the whole of the Company’s undertaking or undertakings, for securing the borrowings up to a limit of Rs. 8,500 crore in terms of Section 180(1)(a) of the Act.

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Considering the current business volumes of the Company, the Board of Directors may need to resort to further borrowings from time to time, inter alia, by way of loan / financial assistance from various bank(s)/financial institution(s), holding company and other lender(s), issue of debentures / bonds or other debt instruments and through acceptance of inter corporate loans. These borrowings may also have to be secured by creation of mortgages, charges, liens, hypothecation and/or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of bank(s)/financial institution(s)/other lender(s)/debenture trustee/security trustee.

Pursuant to provisions of Section 180(1) (c) of the Act, the Board of Directors may exercise power to borrow money in excess of paid-up share capital, free reserves, and securities premium with the approval of Members by way of a special resolution. Accordingly, it is proposed to seek approval of the Members to enhance the borrowing limit from Rs. 8,500 crore to Rs. 10,100 crore which is in excess of the limits prescribed under the Act.

Further, in terms of Section 180(1)(a) of the Act, any proposal to sell, lease or otherwise dispose of the whole, or substantially the whole of the undertaking, requires the approval of the Members by way of a special resolution. Accordingly, it is proposed to seek approval of Members by way of an enabling resolution for creating charge/security on the Company's assets with respect to aforesaid borrowings.

The Board recommends passing the special resolution set out in Item nos. 4 & 5 of the Notice for approval by the members.

None of the Directors, key managerial personnel of the Company and their relatives are, concerned or interested, directly or indirectly, financially or otherwise, in these resolutions, except to the extent of their respective shareholding, if any, in the Company.

Item no. 6: Increase in Investment limits of the Company:

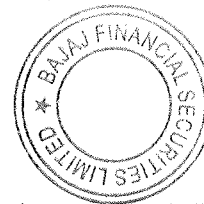
Pursuant to Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), acquisition by way of

subscription, purchase or otherwise, the securities of any other body corporate in excess of 60% of paid-up capital, free reserves and securities premium account; or 100%, of the free reserves and securities premium account, whichever is higher, would require approval of shareholders by way of special resolution.

Vide special resolution dated 24 January 2024 passed by the shareholders at its Extra-ordinary General Meeting, the shareholders of the Company had accorded their consent to the Board of Directors to invest the funds of the Company, in excess of limits prescribed in Section 186 of

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AMFI: 163403 | SEBI (RA): INH000010043

the Act but subject to maximum limit of Rs. 750 crore (Rupees Seven Hundred and Fifty Crore Only).

Considering the availability of funds, business outlook and plans of the Company the Board of Directors may need to resort to further investments in order to achieve greater financial flexibility, enable optimal financial structuring and maintain adequate safeguards, the said limits specified under Section 186. Accordingly, it is proposed to seek approval of the Members to enhance the investment limit from Rs. 750 crore to Rs. 1200 crore, outstanding at any time.

The Board of Directors recommends passing of the special resolution as set out in item no. 6 of this Notice.

None of the Directors, key managerial personnel of the Company and their relatives are, concerned or interested, directly or indirectly, financially or otherwise, in these resolutions, except to the extent of their respective shareholding, if any, in the Company.

By order of the Board of Directors
For **Bajaj Financial Securities Limited**


Ravikumar Dugar
Company Secretary

Place: Pune
Date: 19 July 2024



BAJAJ BROKING

Bajaj Financial Securities Limited

Corporate Office: Bajaj Financial Securities Limited,
1st floor, Unit No. 9, B-Wing, Mantri IT Park,
Viman Nagar, Pune - 411 014, Maharashtra, India

Registered Office: C/o Bajaj Auto Limited complex,
Mumbai - Pune Road, Akurdi, Pune - 411 035,
Maharashtra, India

Tel: 020 - 4857 4444

Email: connect@bajajfinserv.in

Website: www.bajajbroking.in



Corporate ID: U67120PN2010PLC136026
SEBI Reg. No. (Trading): INZ000218931
BSE Cash/F&O (Member ID): 6706
NSE Cash/F&O (Member ID): 90177
POP: 325022021
SEBI Reg. No. (DP): IN-DP-418-2019
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PROXYFORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U67120PN2010PLC136026
 Name of the Company : Bajaj Financial Securities Limited
 Registered office : Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune - 411035

Name of the member(s) :

Registered address :

E-mail ID :

Folio No/Client ID/DP ID :

I/We, being the member(s) of _____ shares of the abovenamed Company, hereby appoint:

(1) Name: _____ Address: _____
 E-mail Id: _____ Signature: _____ or
 failing him

(2) Name: _____ Address: _____
 E-mail Id: _____ Signature: _____ or
 failing him

(3) Name: _____ Address: _____
 E-mail Id: _____ Signature: _____ or
 failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the fourteenth annual general meeting of the Company, to be held on **Monday, 22 July 2024 at 9:00 a.m.** at shorter notice at the Hotel Hyatt Regency, Viman Nagar, Pune - 411 014 and at any adjournment thereof in respect of such resolutions as are indicated below:

	Ordinary Business
1	To consider and adopt the financial statement of the Company for the financial year ended 31 March 2024 together with the Directors' and Auditors' report thereon.

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2	To appoint a director in place of Babu Rao (DIN: 08210342) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for reappointment.
	Special Business
3	Appointment of Jasmine Chaney (DIN: 07082359) as a Non-Executive Independent Director for a term of 5 years w.e.f. 1 May 2024
4	Increase in borrowing limits of the Company
5	Creation of charge/security on the Company's asset with respect to borrowing
6	Increase in Investment limits of the Company

Signed this ____ day of _____ 2024

Affix revenue
Stamp of Rs.1

Signature of member (s)

Signature of Proxy holder(s)

Note:

1. 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.
2. Notwithstanding the above the proxies can vote on such other items which may be tabled at the meeting by the members present

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ATTENDANCE SLIP

Folio No./DP ID Client ID:

Name and address:

Name(s) of joint holder(s), if any:

No. of shares held:

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the fourteenth annual general meeting of the Company held on Monday, 22 July 2024 July 2024 at 9:00 a.m. at shorter notice at Hotel Hyatt Regency, Viman Nagar, Pune - 411 014

Full name of proxy (in case of proxy)

Signature of first holder/proxy

Signature of joint holder(s)

Notes:

1. Please fill and sign this attendance slip and hand it over at the venue of the meeting.
2. Only members of the Company and/or their proxy will be allowed to attend the meeting.

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