



CIN NO: L24304MH2016PLC286140

Certified Company : An ISO 9001 : 2015 - An ISO 14001 : 2015 - AN BS OHSAS 45001 : 2018

MCON RASAYAN INDIA LTD.
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(SERIAL NO. MCON-BMN-04/2025-26)

Date: 19.02.2026

To,
The Board of Directors,
Mcon Rasayan India Limited
Invitees

Dear Sir/Madam,

Sub: Notice and agenda of 04th Board Meeting to be held on Thursday, 26th February 2026 for the FY 2025-26

Notice is hereby given that the 4th Meeting for the financial year 2025-26 of the Board of Directors of the Company shall be held on Thursday, 26th February, 2026 at 02.00 a.m. at the Registered Office of the Company at 101/A, 1st Floor, Maxheal House, Plot-169, CTS-104 Bangur Nagar, Goregaon West, Near Ayyappa Temple, Mumbai MH 400090 to consider the following business:

1. To take note of the Chairman of the Meeting.
2. To grant 'leave of absence', if any.
3. To ascertain the quorum of the meeting.
4. To take note of the minutes of the previous meeting of the Board of Directors of the Company held on November 12, 2025;
5. To take note of the minutes of the Audit Committee meeting of the Company held on November 12, 2025;
6. To take note of the minutes of the Stakeholder & Relationship Committee meeting of the Company held on November 14, 2025;
7. To ratify, confirm and adopt the resolutions passed by circulation to directors on 12th February 2026.
8. To take note on the compliance reporting to the Board regarding adherence to the provisions pertaining to all laws applicable to the listed entity, its associated rules,

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and other relevant regulations from Company Secretary & Compliance Officer of the Company in accordance with Section 205 (1) (a) for the period 1st April, 2025 to 10th February 2026.

9. To take note of the Compliances submitted with NSE under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Regulation 76 of SEBI (Depositories Participants) Regulations, 2018 & Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 for the quarter ended December 31, 2025
10. To conduct the performance evaluation of the board of the company as per the Companies Act, 2013.
11. To take note of the annual report of the Internal Complaints Committee submitted in compliance with the Sexual Harassment of Women at Workplace Act, 2013.
12. To approve postal ballot notice for approving Remuneration of Whole Time Director Mr. Nandan Dilip Pradhan.
13. To consider and approve the appointment of MUFG Intime India Private Limited as service provider for providing services of e-voting facilities for the Postal Ballot.
14. To consider and approve the appointment of CS Payal Gupta, Practicing Company Secretary, as the Scrutinizer for Postal Ballot.
15. To reconstitution of Internal Committee (IC) under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
16. To Annual Review and Strengthening of Internal Controls for Prevention of Insider Trading.
17. Brief Business overview, Business Update and Plan for FY 27.
18. To review the Related Party Transactions Report.
19. To consider and transact any other businesses, if any, which may be placed before the Board with the permission of the Chairman.

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In case any director is unable to attend the said meeting in person, due to his prior commitments, he/she can join the meeting through Video Conferencing or Audio Conferencing. Kindly let us know well in advance your availability and suitability for making further arrangements in that regard.

We request you to make it convenient to attend the Meeting.

You are requested to attend the meeting.

For Mcon Rasayan India Limited,

Aesha Shah
Company Secretary & Compliance Officer
Mem. No.: A62487
Add: B-501 Himachal CHS,
S.V. Road, Malad West, 400064

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**{NOTE PURSUANT TO CLAUSE 1.3.8 OF THE
SECRETARIAL STANDARD (SS-1)}**

AGENDA ITEM NO. 1:

TO TAKE NOTE OF THE CHAIRMAN OF THE MEETING.

Mr. Mahesh Bhanushali shall occupy the Chair and conduct the proceedings of the meeting.

AGENDA ITEM NO. 2:

TO GRANT 'LEAVE OF ABSENCE', IF ANY.

Leave of absence shall be granted to a Director only when a request for such leave has been communicated to the Company Secretary or to the Chairman or to any other person authorised by the Board to issue Notice of the Meeting. The request/s for granting of leave of absence (if any) that may be received by the Company from Directors who may be unable to attend the meeting, shall be placed before the Board for consideration and approval.

AGENDA ITEM NO. 3:

TO ASCERTAIN THE QUORUM OF THE MEETING.

The chairman shall check the total strength of directors present in the meeting and call the meeting in order if the strength of meeting satisfies the provisions contained in Section 174 of the Companies Act, 2013. Quorum shall be present throughout the Meeting.

AGENDA ITEM NO. 4:

**TO TAKE NOTE OF THE MINUTES OF THE PREVIOUS MEETING OF THE
BOARD OF DIRECTORS OF THE COMPANY HELD ON NOVEMBER 12, 2025;**

The Minutes of the previous meeting of the Board of Directors of the Company held on 12th November, 2025 is enclosed herewith for the perusal of the Board.

The Board is requested to consider and take note of the same.

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AGENDA ITEM NO. 5:

TO TAKE NOTE OF THE MINUTES OF THE AUDIT COMMITTEE MEETING OF THE COMPANY HELD ON NOVEMBER 12, 2025;

The Minutes of the previous meeting of the Audit Committee of the Company held on November 12, 2025 is enclosed herewith for the perusal of the Board.

The Board is requested to consider and take note of the same.

AGENDA ITEM NO. 6:

TO TAKE NOTE OF THE MINUTES OF THE STAKEHOLDER & RELATIONSHIP COMMITTEE MEETING OF THE COMPANY HELD ON NOVEMBER 14, 2025;

The Minutes of the previous meeting of the Stakeholder & Relationship Committee of the Company held on November 14, 2025 is enclosed herewith for the perusal of the Board.

The Board is requested to consider and take note of the same.

AGENDA ITEM NO. 7:

TO RATIFY, CONFIRM AND ADOPT THE RESOLUTIONS PASSED BY CIRCULATION TO DIRECTORS ON 12TH FEBRUARY 2026.

The Board of Directors are hereby informed that the Board vide its circular resolution RBC 2/2025-26 dated February 12 2026:

Item No. 1: TO APPLY FOR GOODS AND SERVICE TAX (GST) NUMBER IN THE STATE OF TELANGANA:

“RESOLVED THAT the Board of Directors do hereby appoint Mr. Pankaj Bhanushali, Assistant General Manager - Production of the Company as Authorized Signatory for registration of the Company’s at Plot No. 21, No. 4-60-4/3, Thumkunta, Shamirpet Main Road, Behind Alpine Medicals & Balaji Hardware, Secunderabad – 500078, Telangana, India on the Goods and Service Tax (GST) System Portal and to sign and submit various document electronically and/or physically and to make applications, communications, representations, modifications or alterations on behalf of the Company before the Central GST and/or the concerned State GST authorities as and when required.

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FURTHER RESOLVED THAT Mr. Pankaj Bhanushali, Assistant General Manager - Production of the Company be and is hereby authorized to represent the Company and to take necessary actions on all goods and service tax related issues including but not limited to presenting documents/records etc., on behalf of the Company liaising/representing for registration of the Company under GST and also to make any alterations, additions, corrections, to the documents, papers, forms, etc., filed with other Government authorities as and when required.

FURTHER RESOLVED THAT Mr. Pankaj Bhanushali, Assistant General Manager - Production of the Company be and is hereby authorized on behalf of the company to sign the returns, documents, letters, correspondences etc. and to represent on behalf of the Company, for assessments, appeals or otherwise before the goods and service tax authorities as and when required.”

Item No. 2: ADDITION OF AUTHORISED SIGNATORY ON THE GOODS AND SERVICE TAX (GST) SYSTEM PORTAL:

In light of the operational and compliance requirements under the Goods and Services Tax (GST) regime, the Company is required to ensure timely filing of returns, generation of tax invoices, reconciliation of sales data, and related submissions on the GSTN portal. These responsibilities demand prompt and uninterrupted access by authorised signatories.

Currently, the Company has limited authorised signatories on the GST portal. Considering the growing volume of transactions and the increasing workload on existing authorised persons, it is proposed to add **Mrs. Rupa Bhandarkar**, a General Manager - Accounts & Operations, and **Ms. Shagufta Shaikh Ahmed**, a Senior Manager- Production as an additional authorised signatories.

Mrs. Rupa Bhandarkar and **Ms. Shagufta Shaikh Ahmed** is well-versed with the Company’s invoicing systems and GST compliance processes, having handled day-to-day billing and tax documentation responsibilities in coordination with statutory consultants. Their addition will enhance operational efficiency, reduce dependency on limited personnel, and ensure continuity in GST compliance, especially during the absence or unavailability of existing authorised signatories.

This proposal is in compliance with the GST regulations which allow multiple authorised signatories to be added and managed through the GST portal by the business entity.

The Board is requested to take a note of the resolution passed by circulation.

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AGENDA ITEM NO. 8:

TO TAKE NOTE ON THE COMPLIANCE REPORTING TO THE BOARD REGARDING ADHERENCE TO THE PROVISIONS PERTAINING TO ALL LAWS APPLICABLE TO THE LISTED ENTITY, ITS ASSOCIATED RULES, AND OTHER RELEVANT REGULATIONS FROM COMPANY SECRETARY & COMPLIANCE OFFICER OF THE COMPANY IN ACCORDANCE WITH SECTION 205 (1) (A) FOR THE PERIOD 1ST APRIL, 2025 TO 10TH FEBRUARY 2026.

The Chairman shall take note of the compliance reporting to the Board regarding adherence to the provisions of applicable laws, associated rules, and other relevant regulations as reported by the Company Secretary & Compliance Officer of the company, in accordance with Section 205(1)(A) for the period 1st April 2024 to 10th February 2026.

AGENDA ITEM NO. 9:

TO TAKE NOTE OF THE COMPLIANCES SUBMITTED WITH NSE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, REGULATION 76 OF SEBI (DEPOSITORY PARTICIPANTS) REGULATIONS, 2018 & SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 FOR THE QUARTER ENDED DECEMBER 31, 2025

As a listed company, the Company is required to comply with various regulations and guidelines issued by the Securities and Exchange Board of India (SEBI). The compliance done under SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 and Regulation 76 of SEBI (Depositories Participants) Regulations, 2018 for the quarter, half year ended September 30, 2025 be taken note of. The copy of said documents is being placed before the Board at the Board Meeting.

S. No.	Compliance	Regulation	Date of Submission	Due Date of Submission
i)	Confirmation by RTA	74 (5) of the SEBI (Depositories and Participants) Regulations, 2018	16.01.2026	Within 15 days of receipt of certificates from the issuer/ issuer's agent

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ii)	Integrated Governance	Regulation 13(3): Statement on redressal of investor grievances and 27(2) : Compliance Report on Corporate Governance and few provisions of Regulation 30	21.01.2026	30 days from the end of each quarter
iii)	Reconciliation of Share Capital Audit Report	76 of SEBI (Depositories Participants) Regulations, 2018	21.01.2026	Within 30 days from the end of each quarter
iv)	Non-Applicability of Corporate Governance Report	Regulation 27(2)(a) of SEBI (LODR) Regulations, 2015	16.01.2026	Within 21 days from the end of each quarter

AGENDA ITEM NO. 10:

TO CONDUCT THE PERFORMANCE EVALUATION OF THE BOARD OF THE COMPANY AS PER THE COMPANIES ACT, 2013.

Pursuant to the provisions of **Section 134(3)(p), Section 149(8) read with Schedule IV and Section 178(2) of Companies act 2013**, the Company Secretary shall place before the Board the necessary evaluation framework and relevant documents for conducting the performance evaluation of the Board as a whole of the Company.

In accordance with **Section 178(2)**, the **Nomination and Remuneration Committee (NRC)** has formulated the criteria for the evaluation of Directors and the Board, which shall be considered during the evaluation process. Further, as per **Schedule IV**, a **separate meeting of Independent Directors** shall be held **without the presence of Non-Independent Directors and Management**, wherein they shall:

1. Review the performance of Non-Independent Directors and the Board as a whole.
2. Review the performance of the Chairperson, considering the views of Executive and Non-Executive Directors.
3. Assess the quality, quantity, and timeliness of the flow of information to the Board.

The evaluation aims to assess the effectiveness of the Board as well as the participation and contribution of Directors, in compliance with the **Companies Act, 2013**.

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The Board Members shall be requested to carry out the evaluation in accordance with the prescribed framework and submit their respective assessments to the Company Secretary for further compilation and reporting in compliance with the applicable regulatory provisions.

AGENDA ITEM NO. 11:

TO TAKE NOTE OF THE ANNUAL REPORT OF THE INTERNAL COMPLAINTS COMMITTEE SUBMITTED IN COMPLIANCE WITH THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE ACT, 2013.

The Board is requested to take note of the annual report of the Internal Complaints Committee submitted in compliance with the Sexual Harassment of Women at Workplace Act, 2013, the copy of said document would be placed before the Board at the Board Meeting for confirmation.

AGENDA ITEM NO. 12:

TO APPROVE POSTAL BALLOT NOTICE FOR APPROVING REMUNERATION OF WHOLE TIME DIRECTOR MR. NANDAN DILIP PRADHAN.

The Board may consider passing the following resolution:

“RESOLVED THAT Pursuant to the provisions of section 196 , 197,198 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of Companies Act 2013 (including any amendments thereto or modification(s) or re-enactments(s) thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals and consent as may be required, consent of the members of the Company be and is hereby accorded to approve the remuneration of Mr. Nandan Pradhan (DIN: 09828134), as Whole Time Director of the Company until the expiry of his term of office, if not reappointed, with effect from 01.04.2024 on following term and conditions of remuneration:

1.	Monthly Basic Salary	1,53,400
2.	Monthly HRA	76,700
3.	Monthly other Allowances	78,650
4.	Monthly Medical Allowances	1,250
	Total Gross Monthly Salary	3,10,000

1. He shall be entitled to the perquisites, benefits, and allowance as may be decided by Board and/or Nomination and Remuneration Committee from time to time;

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2. In addition to above, he shall be entitled for Company's contribution to provident Fund, leave encashment and payment of gratuity as per the HR policy of the Company;
3. Mr. Nandan Pradhan shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;
4. The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.

RESOLVED FURTHER THAT if in any financial year, during the aforesaid period, the Company has no profits or its profits are inadequate then in such circumstances Mr. Nandan Pradhan Whole-time Director, may be paid remuneration in accordance with the provisions of Schedule V to the Companies Act 2013 or any modification(s) thereto and as may be decided by the Board of Directors.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper and expedient to give effect to this resolution and matters connected herewith and incidental hereto."

AGENDA ITEM NO. 13:

TO CONSIDER AND APPROVE THE APPOINTMENT OF MUGF INTIME INDIA PRIVATE LIMITED AS SERVICE PROVIDER FOR PROVIDING SERVICES OF E-VOTING FACILITIES FOR THE POSTAL BALLOT.

In compliance with the applicable provisions of the Companies Act, 2013 and rules framed thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to provide its members the facility to exercise their right to vote by electronic means (e-voting) in respect of Postal Ballot.

The Board is requested to consider and approve the appointment of **MUGF Intime India Private Limited** as the **service provider for e-voting facilities** for the upcoming e-voting process, subject to execution of necessary agreements and compliance formalities.

MUGF Intime India Private Limited is a SEBI-registered RTA and has the requisite technical and legal infrastructure to provide secure and compliant e-voting services.

The Board may consider passing the following resolution:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, and applicable rules made thereunder and other applicable provisions, if any, the Board hereby approves the appointment of **MUGF Intime India Private Limited** as the authorized agency for providing the **e-voting platform/facility** for the Company, on such terms and conditions as may be mutually agreed upon.

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RESOLVED FURTHER THAT Mr. Mahesh Ravji Bhanushali, Managing Director and Chairman, and Mrs. Aesha Karan Shah, Company Secretary & Compliance Officer be and are hereby authorized to take all necessary steps for entering into agreement with MUFG Intime India Private Limited and to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

AGENDA ITEM NO. 14:

TO CONSIDER AND APPROVE THE APPOINTMENT OF CS PAYAL GUPTA, PRACTICING COMPANY SECRETARY, AS THE SCRUTINIZER FOR POSTAL BALLOT.

The chairman shall propose to the Board the appointment of CS Payal Gupta, Practicing Company Secretary as scrutinizer for scrutinizing the e-voting process and giving report for the Postal Ballot.

It is proposed to pass the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Payal Gupta, Practicing Company Secretary (Membership No: A-50674) be and is hereby appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

RESOLVED FURTHER THAT the Scrutinizer shall submit her report on the e-voting process to the Chairman. The results of the e-voting shall be announced by the Chairman or any other person authorized by the Board and shall be placed on the website of the Company and on the website of the agency providing e-voting facility within two working days of the passing of the resolution at the Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed. "

AGENDA ITEM NO. 15:

TO RECONSTITUTION OF INTERNAL COMMITTEE (IC) UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

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The Board is informed that the tenure of the existing Internal Committee (IC) constituted under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has expired / is due for reconstitution. Accordingly, it is proposed to reconstitute the Internal Committee in compliance with the provisions of the Act and the rules made thereunder.

The Board's approval is sought for the reconstitution of the Internal Committee and appointment of its members.

Sr. No.	Post of Committee Member	Employee Designation	Designation	Mobile Number	Email Address
1.	Presiding Officer	Rupa Bhandarkar	GM Accounts	9833380204	rupa@mconrasayan.com
2.	Member	Dinesh Kumar Ushire	Manager - Logistic	8655336072	logisticmanager@mconrasayan.com
3.	Member	Rukshar Shaikh	Asst. Manager - Purchase	8976705892	purchase@mconrasayan.com
4.	Member	Pooja Adivarekar	HR & Admin	8291858957	hr@mconrasayan.com
5.	Member	Shagufta Shaikh	Logistic Manager	9987005617	Shagufta@mconrasayan.com
6.	External Member	Vijay Saroj	Social Worker	9833069034	vijaysaroj198825@gmail.com

AGENDA ITEM NO. 16:

TO ANNUAL REVIEW AND STRENGTHENING OF INTERNAL CONTROLS FOR PREVENTION OF INSIDER TRADING.

The **Chairman shall inform** the Board that, as per **Regulation 9A(4) of the SEBI (Prohibition of Insider Trading) Regulations, 2015**, the Company is required to conduct an **annual review of internal controls and compliance mechanisms** related to the prevention of insider trading.

Accordingly, the Board shall:

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1. **Review the findings** of the Audit Committee regarding the adequacy and effectiveness of internal controls.
2. **Ensure ongoing compliance** with insider trading regulations, including the identification of **designated persons**, confidentiality measures, and access restrictions to **Unpublished Price Sensitive Information (UPSI)**.
3. **Review the effectiveness** of the policies related to prevention, detection, and investigation of **leaks or suspected leaks** of UPSI.
4. **Assess the Company's whistle-blower policy** for reporting potential breaches related to UPSI.
5. **Deliberate on recommendations from the Audit Committee** and approve any necessary modifications to the internal control framework.

The Board is requested to **review and confirm compliance** by noting the findings of the Audit Committee and approving any enhancements required.

AGENDA ITEM NO. 17:

BRIEF BUSINESS OVERVIEW, BUSINESS UPDATE AND PLAN FOR FY 27.

The Board shall be informed that the management will present a brief overview of the Company's business operations, key performance highlights, and major developments during the current financial year. The update will also include the proposed business strategy, growth initiatives, and key priorities for the financial year 2026–27 (FY27), covering operational, financial, and market-related aspects. The Board's guidance and inputs will be sought.

The item is placed before the Board for information and discussion.

AGENDA ITEM NO. 18:

TO REVIEW THE RELATED PARTY TRANSACTIONS REPORT.

The Board of Directors shall be informed that, in compliance with the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the statement of Related Party Transactions (RPTs) entered into by the Company till 31st January 2026 is being placed before the Board for review and noting.



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Sl. No	Name of the Company with whom transactions are being undertaken	Particulars of Transaction	Total amount of Transactions for the half Year ended September, 2025	Name of the Director or Key Managerial personnel who is related	Whether transaction is done at Arms' length (Yes/No)
1.	Puja Bhanushali	Rent	Rs. 3,30,000\-	Puja Mahesh Bhanushali	Yes
2.	R K Trader	Sale	Rs. 7,43,39,276.30\-	Puja Mahesh Bhanushali	Yes

The said report will be reviewed by the Audit Committee and thereafter placed before the Board for its consideration. The report contains details of all related party transactions undertaken, including those proposed to be approved by the Audit Committee and disclosed under the applicable regulatory framework.

AGENDA ITEM NO. 19:

TO CONSIDER AND TRANSACT ANY OTHER BUSINESSES, IF ANY, WHICH MAY BE PLACED BEFORE THE BOARD WITH THE PERMISSION OF THE CHAIRMAN.

For Mcon Rasayan India Limited,

Aesha Shah

Company Secretary & Compliance Officer

Mem. No.: A62487

Add: B-501 Himachal CHS,

S.V. Road, Malad West, 400064

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Corporate Office: Gala No 6 Bardanwala Estate, Nr Dutt Mandir Bandiwali Hill Road, Jogeshwari West, Mumbai, Maharashtra - 400102

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