

## **LORDS CHLORO ALKALI LIMITED**

**CIN: L24117RJ1979PLC002099**

Registered office: SP-460, Matsya Industrial Area, Alwar-301030 (Rajasthan)

Corporate Office: A-264, 1<sup>st</sup> Floor, Defence Colony, New Delhi-110024

Phones:+91-11-46865999, 41627937, E-mail Id: secretarial@lordschloro.com

### **NOTICE OF POSTAL BALLOT**

**(Pursuant to Section 110 of the Companies Act, 2013 and rules made thereunder)**

Dear Shareholders,

Notice is hereby given that the following resolutions are required to be passed through Postal Ballot pursuant to the provisions of the Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force) for seeking consent of members of the Company by passing Special Resolutions by way of Postal Ballot.

The Board of Directors of the Company has appointed Shri. Awanish K. Dwivedi (C.P. No 9080), proprietor of M/s. Awanish Dwivedi & Associates, Company Secretaries, New Delhi as scrutinizer to scrutinize the Ballot Papers received from the Members and for conducting the postal ballot process (including e-voting) in a fair and transparent manner.

You are requested to read the instructions attached herewith, record your assent (for) or dissent (against) therein by filing necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre paid in land letter, so as to reach with the scrutinizer not later than the close of working hours i.e 5.00 pm. on 13<sup>th</sup> February, 2016.

In compliance with the provision of Section 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 is also offering e-voting facility as an alternate mode of voting, to its members who can cast their vote electronically instead of physical submission to the Postal Ballot Forms. For this purpose, the Company has made an arrangement with National Securities Depository Limited (NSDL) for facilitating the e-voting platform. Upon completion of the scrutiny of forms and electronic responses, the scrutinizer will submit his report to the Chairman/Managing Director of the Company. The Results of the postal ballot will be announced by the Chairman/Managing Director on 15<sup>th</sup> February, 2016 at 4.00P.M. at the Corporate Office of the Company.

The aforesaid results shall be intimated to the Stock Exchange(s) where the shares of the Company are listed and displayed on the website of the Company and website of NSDL.

The Members are requested to consider and, if thought fit, to pass the following resolutions. The resolutions, if approved, will be taken as passed effectively on the date of declaration of results of Postal Ballot (including e-voting).

## **Special Business**

### **Item No 1. Borrow money upto Rs.125 Crore, pursuant to section 180 (1) (c) of the Companies Act, 2013:**

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 Section 180 (1) (c) and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and provisions of Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (Board) at any time to borrow sum or sums of monies together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) from Financial Institutions / Banks / NBFC / Body Corporate / Individuals / other funding agencies (lenders), may exceed, at any time, the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid-up share capital of the Company and its free reserves shall not at any time exceed Rs. 125 crores (Rupees One Hundred and Twenty Five Crores Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and/ or its duly constituted Committee be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion think fit and authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and to execute all documents/ deeds/ papers/ writings/ agreements as may be necessary, proper, desirable or expedient.”

### **Item No 2. Creation of Mortgage and / or Charge over the moveable and immoveable properties of the Company.**

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

“**RESOLVED THAT** pursuant to Section 180(1) (a) and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to mortgage and/or create a charge on the immoveable and moveable properties of the Company wheresoever situate, present and future, in favour of Financial Institutions / Banks / NBFC / Body Corporate / Individuals / other funding agencies (lenders) or the trustees for the lenders of the Company to secure the financial assistances granted / to be granted by the lenders upto an amount in the aggregate not exceeding Rs. 125 crores, together with all interest thereon, commitment charge, costs, charges, expenses and all other moneys payable by the Company to the lenders in terms of the respective facility agreements entered into by the Company in respect of the aforesaid assistances.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and/ or its duly constituted Committee be and is hereby empowered and authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or

approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

### **Item No 3. Amendment(s) to Memorandum of Association of the Company**

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 section 13 of Companies Act, 2013 (‘the Act’), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and such other rules and regulations, as may be applicable, consent of the members of the Company be and is hereby accorded for alteration of Memorandum of Association of the Company by deleting Clause C – OTHER OBJECTS and accordingly Memorandum of Association will no longer carry Other Objects.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and/ or its duly constituted Committee be and is hereby empowered and authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**By Order of the Board  
For Lords Chloro Alkali Limited**

Date: 29<sup>th</sup> December, 2015  
Place: New Delhi

**Ajay Virmani  
(Managing Director)  
DIN: 00758726**

#### **NOTES:**

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, is annexed hereto.
2. The Board of Directors of the Company has appointed Shri. Awanish K. Dwivedi, proprietor of M/s. Awanish Dwivedi & Associates, Company Secretaries, New Delhi as the Scrutinizer for conducting the postal ballot process (including e-voting), in a fair and transparent manner.
3. The Notice is being sent to all the members, whose name appears in the Registers of Members/List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 8<sup>th</sup> January, 2016 (Record date).
4. As per Section 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, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories / with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Postal Ballot Notice along with the Postal Ballot Form by Courier.

5. A Postal Ballot Form and a postage prepaid self-addressed business reply inland letter are attached to this Notice. The self-addressed letters bears the address to which duly completed Postal Ballot Form is to be sent.
6. In terms of Section 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 has also extended e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Details of e-voting facility are specified under the notice of Postal Ballot.
7. The shareholders who do not receive the Postal Ballot Form may apply to the Company to receive the duplicate thereof.
8. The Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form, and record their assent (for) or dissent (against) to the items so listed, by returning the same duly completed and signed in the attached postage pre-paid self-addressed inland letter. However Postal Ballot Form(s) if sent by courier or by registered post at the expense of the Shareholder(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the scrutinizer on or before the closing of working hours 5.00 pm on 13th February, 2016, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the shareholders(s). Unsigned Postal Ballot Form/s will be rejected.
9. The Scrutinizer will submit his final report to the Chairman/Managing Director as soon as possible after the last date of receipt for Postal Ballot Form but not later than 3.00 P.M on 15<sup>th</sup> February, 2016.
10. The result of the voting by Postal Ballot will be declared at the Corporate Office of the Company at A-264, 1<sup>st</sup> Floor, Defence Colony, New Delhi-110024 on 15<sup>th</sup> February, 2016 at 4.00 p.m. The result will be posted on the website of the Company [www.lordschloro.com](http://www.lordschloro.com), and shall also be submitted to the Stock Exchange on which the shares of the Company are listed and also submitted to NSDL. The date of declaration of postal ballot result will be taken as the date of passing of resolutions.
11. The Postal Ballot Notice is also being uploaded on the Company's website viz., [www.lordschloro.com](http://www.lordschloro.com) and of NSDL viz <https://www.evoting.nsdl.com/>
12. All documents referred to in this Postal Ballot Notice, Explanatory Statement setting out material facts is open for inspection by the Members at the Registered Office of the Company between 10.00 a.m to 12 noon on all working days except Saturdays, Sundays and national holidays.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS IS ANNEXED HERETO.**

**ITEM NO.1 & 2**

The members had earlier accorded their consent to the Board of Directors to borrow a sum of money up to Rs.50 Crores under Section 180(1)(c) of the Companies Act, 2013. The consent of the members of the Company is sought, to enable the Board of Directors to borrow monies from Financial Institutions / Banks / NBFC / Body Corporate / Individuals / other funding agencies (lenders), by an amount not exceeding Rs.125 Crores (Rupees One Hundred and Twenty Five

Crores only) in excess of the paid up share capital and free reserves. The revision in borrowing powers is sought for expansion of business operations and to meet the working capital requirements arise in future.

The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage /hypothecation on the Company's assets in favour of Financial Institutions / Banks / NBFC / Body Corporate / Individuals / other funding agencies (lenders) or the trustees as mentioned in the Resolution under Item No. 1 & 2 of the Notice of Postal Ballot.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 1 & 2 of the Notice of Postal Ballot.

Hence, your Directors recommend you to pass the proposed resolutions as a **Special Resolutions**.

### **ITEM NO.3**

As per the provisions of section 4 and 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 the Memorandum of Association of the Company will no longer carry OTHER OBJECTS CLAUSE. However, the existing Memorandum of Association of the Company carries OTHER OBJECTS CLAUSE. In order to comply with section 4 and 13 of the Act, it is proposed to alter Memorandum of Association of the Company by deleting Clause C – OTHER OBJECTS and accordingly Memorandum of Association will no longer carry other objects.

The Act provides that resolution for amending Memorandum has to be done via Postal Ballot only. Hence your approval is sought by voting via Postal Ballot including e-Voting in terms of the provisions of Section 13 and 110 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 5.00 p.m.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution set out at item no. 3 of the Notice of Postal Ballot.

Hence, your Directors recommend you to pass the proposed resolution as a **Special Resolution**.

**By Order of the Board  
For Lords Chloro Alkali Limited**

Date: 29<sup>th</sup> December, 2015  
Place: New Delhi

**Ajay Virmani  
(Managing Director)  
DIN: 00758726**

## **INSTRUCTION FOR VOTING BY PHYSICAL POSTAL BALLOT FORM**

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after Signature to the Scrutinizer in the attached self-addressed postal prepaid inland letter which shall be properly sealed with adhesive or adhesive tape. However, letters containing Postal Ballot Form, if sent by courier, at the expense of the shareholder will also be accepted. The shareholders are requested to convey their assent and dissent in the enclosed Postal Ballot Form.
2. The self-addressed letters bears the address of the Scrutinizer to which duly completed Postal Ballot Form is to be sent.
3. The Postal Ballot Form should be signed by the shareholders as per the specimen signatures registered with the Registrar/ Depository. In case the Equity Shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/ Depository) by the first name shareholder and his/her absence, by the next named shareholder. Holder(s) of Power of Attorney(S) (POA) on behalf of the shareholder(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. In case of Equity Shares held by the shareholders other than the individual shareholders, the duly completed Postal Ballot Forms should be signed by the authorized signatory, whose signature was already registered with Registrar and Share Transfer Agent or it should be accompanied by a certified copy of Board Resolution/ authority and with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
5. The Duly Completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours of 13<sup>th</sup> February, 2016 (5.00 pm). Postal Ballot Form received after this date will be treated as if reply from such Shareholder has not been received. The shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
6. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as on 8<sup>th</sup> January,2016.
7. Shareholders are requested not to send any paper (other than the Resolution/authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid letter as all such documents will be sent to the Scrutinizer and if any extraneous paper is found therein, the same would not be considered and would be destroyed by the Scrutinizer.
8. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint shareholders. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
9. In case a Member is desirous of obtaining a printed postal ballot form or a duplicate, he or she may send an email to [secretarial@lordschloro.com](mailto:secretarial@lordschloro.com)
10. The votes should be cast either in favour of or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing in both the columns will render the Form invalid.



11. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected. No other form or photocopy of the attached Postal Ballot Form will be permitted.

**The procedure with respect to e-voting is provided below: -**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered on the Postal Ballot by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system (“e-voting”) will be provided by National Securities Depository Limited (NSDL).

The e-voting period commences on 15<sup>th</sup> January, 2016 (09:00 am) and ends on 13<sup>th</sup> February, 2016 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the record date of 08<sup>th</sup> January, 2016, may cast their vote by e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for e-voting are as under:

**A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:**

- (i) Open email and open PDF file viz; “e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting.

Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “Lords Chloro Alkali Limited”.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

- (xii) Institutional shareholders (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 to [awanishdassociates@gmail.com](mailto:awanishdassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B. In case a Member receives physical copy of the Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:**

- I. Initial password is provided as below/at the bottom of the Postal Ballot Form:

EVEN (e-voting Event Number)	USERID	PASSWORD/PIN

- II. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- IV. If you are already registered with NSDL for e-voting then you can use your existing user ID and Password/PIN for casting your vote.
- V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VI. The e-voting period commences on Friday, 15<sup>th</sup> January, 2016 (9.00 am) and ends on Saturday, 13<sup>th</sup> February, 2016 (5.00 pm). During this period shareholder of the Company holding shares either in physical form or in dematerialized form, as on the record date 8<sup>th</sup> January, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- VII. The voting right of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the record date of 8<sup>th</sup> January, 2016.
- VIII. Shri. Awanish K. Dwivedi, proprietor of M/s. Awanish Dwivedi & Associates, Company Secretaries, New Delhi has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner for the purpose of Postal ballot including e-voting.
- IX. The result of the voting by Postal Ballot (including e-voting) will be declared at the Corporate Office of the Company at A-264, 1<sup>st</sup> Floor, Defence Colony, New Delhi-110024 on 15<sup>th</sup> February, 2016 at 4.00 p.m. The result will be posted on the website of the Company [www.lordschloro.com](http://www.lordschloro.com), and shall also be submitted to the Stock Exchange on which the Company is listed and also submitted to the NSDL. The date of declaration of postal ballot result will be taken as the date of passing of resolutions.



# LORDS CHLORO ALKALI LIMITED

CIN : L24117RJ1979PLC002099

Regd. Office: SP-460, Matsya Industrial Area, Alwar, (Rajasthan) 301 030,  
Corporate Office: A-264, 1st Floor, Defence Colony, New Delhi-110024  
Phones:+91-11-46865999, 41627937, E-mail Id: secretarial@lordschloro.com

## POSTAL BALLOT FORM

Serial No

- (i) Name(s) of the Shareholder(s)  
Including Joint holder(s), if any
- (ii) Regd. Address of the Sole/  
First Named Shareholder
- (iii) Regd. Folio No./DP ID-Client ID No.
- (iv) No. of shares held
- (v) I/We hereby exercise my/our vote in respect of the following Resolutions as mentioned in the Notice, to be passed through postal ballot for the business stated in Postal Ballot Notice dated 29<sup>th</sup> December, 2015 of the Company by sending my/our assent/ dissent to the said Resolutions by placing the tick (√) mark against the appropriate box below:

Resolution No.	Particulars	No. of shares held	For	Against
i.	Borrow money upto Rs.125 Crore, pursuant to section 180 (1) (c) of the Companies Act, 2013			
ii.	Creation of Mortgage and / or Charge over the moveable and immoveable properties of the Company.			
iii.	Amendment(s) to Memorandum of Association of the Company			

Date :

Place :

Signature of Shareholder(s)

### GENERAL INSTRUCTIONS

- A. The voting rights for the Equity Shares of the Company are one vote per Equity Shares, registered in the name of the Shareholders.
- B. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as on 8th January,2016.
- C. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
- D. Voting period commences on and from 15th January, 2016 (9.00 a.m.) and ends on 13th February,2016 (5.00 p.m.).
- E. Kindly note that the shareholder(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.
- F. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- G. The Company shall announce the results of the Postal Ballot at its Corporate Office at A-264, 1st Floor, Defence Colony, New Delhi-110024 on 15th February, 2016 at 4.00 p.m. The date of declaration of Postal Ballot results will be taken as the date of passing of the resolutions contained in this Notice.

### Electronic Voting Particulars

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Note: Please read the instructions carefully before exercising your vote.

FOLD AND PASTE

Ticket

**BUSINESS REPLY INLAND LETTER**

To,  
Awanish K. Dwivedi  
Awanish Dwivedi & Associates  
A-308, LGF, Defence Colony,  
New Delhi – 110024

-Second Fold -

Sender's Address :

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- First Fold -