



December 6, 2024

To,  
The BSE Limited  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001  
**Ref:- Scrip Code:- 500126**

To,  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G Block  
Bandra Kurla Complex,  
Bandra (East), Mumbai - 400051  
**Ref:- Scrip Code:- PGHL**

Dear Sir/Madam,

**Sub:- Disclosure of Voting Results of the 57<sup>th</sup> Annual General Meeting of Shareholders held on December 5, 2024**

We would like to inform you that the 57<sup>th</sup> Annual General Meeting of the Company was held on December 5, 2024 at 3.35 p.m. through Video Conference / Other Audio-Visual Means.

In this respect, please find enclosed below:

1. Voting results in respect of the business conducted at the Annual General Meeting, as required under Regulation 44 (3) of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015; and
2. Scrutinizer's Report

Kindly take the above on record and oblige.

Thanking you,

*For Procter & Gamble Health Limited*

*Zeal Rupani  
Company Secretary*

**Procter & Gamble Health Limited**

CIN: L99999MH1967PLC013726

Registered Office: Ground Floor and First Floor,  
P&G Plaza, Cardinal Gracias Road, Chakala,  
Andheri-E, Mumbai-400 099 | Tel: (91-22) 6866 9000  
[www.pghealthindia.com](http://www.pghealthindia.com)

Resolution Details(1)								
Resolution Required					To receive, consider and adopt the Audited Balance Sheet as at June 30, 2024 and the Statement of Profit and Loss for the			
Whether promoter/ promoter group are interested in the agenda/resolution?					NO			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting		8601071	100	8601071	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	8601071	0	0	0	0	0	0
	<b>Total</b>	<b>8601071</b>	<b>8601071</b>	<b>100</b>	<b>8601071</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-voting		2642843	73.27780008	2642843	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	3606608	0	0	0	0	0	0
	<b>Total</b>	<b>3606608</b>	<b>2642843</b>	<b>73.27780008</b>	<b>2642843</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Non-Institutions	E-voting		8273	0.188377948	8250	23	99.72198719	0.278012813
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	4391703	0	0	0	0	0	0
	<b>Total</b>	<b>4391703</b>	<b>8273</b>	<b>0.188377948</b>	<b>8250</b>	<b>23</b>	<b>99.72198719</b>	<b>0.278012813</b>
<b>Total</b>		<b>16599382</b>	<b>11252187</b>	<b>67.78678266</b>	<b>11252164</b>	<b>23</b>	<b>99.9997956</b>	<b>0.000204405</b>

Resolution Details(2)								
Resolution Required					To confirm payment of interim dividend and to declare Final Dividend for the Financial Year ended June 30, 2024.			
Whether promoter/ promoter group are interested in the agenda/resolution?					NO			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting		8601071	100	8601071	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	8601071	0	0	0	0	0	0
	<b>Total</b>	<b>8601071</b>	<b>8601071</b>	<b>100</b>	<b>8601071</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-voting		2642843	73.27780008	2642843	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	3606608	0	0	0	0	0	0
	<b>Total</b>	<b>3606608</b>	<b>2642843</b>	<b>73.27780008</b>	<b>2642843</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Non-Institutions	E-voting		8274	0.188400718	8271	3	99.96374184	0.036258158
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	4391703	0	0	0	0	0	0
	<b>Total</b>	<b>4391703</b>	<b>8274</b>	<b>0.188400718</b>	<b>8271</b>	<b>3</b>	<b>99.96374184</b>	<b>0.036258158</b>
<b>Total</b>		<b>16599382</b>	<b>11252188</b>	<b>67.78678869</b>	<b>11252185</b>	<b>3</b>	<b>99.99997334</b>	<b>2.66615E-05</b>

Resolution Details(3)								
Resolution Required					To appoint a Director in place of Mr. Lokesh Chandak, Executive Director, w			
Whether promoter/ promoter group are interested in the agenda/resolution?					NO			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled of	No. of votes - in	No. of votes - in	% of votes - in fa	% of votes - in Against
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Pr	E-voting		8601071	100	8601071	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	8601071	0	0	0	0	0	0
	Total	8601071	8601071	100	8601071	0	100	0
Public Institution	E-voting		2642843	73.27780008	2237088	405755	84.64702595	15.35297405
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	3606608	0	0	0	0	0	0
	Total	3606608	2642843	73.27780008	2237088	405755	84.64702595	15.35297405
Public Non-Insti	E-voting		8274	0.188400718	8002	272	96.71259367	3.287406333
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	4391703	0	0	0	0	0	0
	Total	4391703	8274	0.188400718	8002	272	96.71259367	3.287406333
Total		16599382	11252188	67.78678869	10846161	406027	96.39157291	3.60842709

Resolution Details(4)								
Resolution Required					Ratification of remuneration payable to the Cost Auditor for the Financial Year			
Whether promoter/ promoter group are interested in the agenda/resolution?					NO			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding	No. of votes - in	No. of votes - in	% of votes - in	% of votes - in
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Pr	E-voting		8601071	100	8601071	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	8601071	0	0	0	0	0	0
	Total	8601071	8601071	100	8601071	0	100	0
Public Institution	E-voting		2642843	73.27780008	2642843	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	3606608	0	0	0	0	0	0
	Total	3606608	2642843	73.27780008	2642843	0	100	0
Public Non-Institi	E-voting		8160	0.185804914	8137	23	99.71813725	0.281862745
	Poll		0	0	0	0	0	0
	Postal Ballot(if a	4391703	0	0	0	0	0	0
	Total	4391703	8160	0.185804914	8137	23	99.71813725	0.281862745
Total		16599382	11252074	67.78610192	11252051	23	99.99979559	0.000204407

**Managing Partner**  
**CS Nrupang B. Dholakia**  
B.Com., F.C.S., M.B.L., L.L.B., D.C.L., EP.CORP

**DHOLAKIA & ASSOCIATES LLP**  
**(COMPANY SECRETARIES)**

**Designated Partner**  
**CS Michelle Martin**  
B. Com, A.C.S, L.L.B

**Combined Report of Scrutinizer for Remote e-Voting and e-Voting during AGM**

To,

**Mr. Suresh Talwar**

**The Chairperson of 57<sup>th</sup> Annual General Meeting of Procter & Gamble Health Limited**

Held on Thursday, December 5, 2024 at 3.35 p.m. (IST) through video conferencing (“VC”)/ other audio-visual means (OVAM).

Dear Sir,

Combined Scrutinizer’s Report on voting through Remote e-voting and electronic voting during the AGM in terms of provisions of the Companies Act, 2013 (herein after referred to as “Act”) read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**I, CS Nrupang B. Dholakia, Managing Partner of Dholakia & Associates LLP, Company Secretaries** was appointed as the Scrutinizer by the Board of Directors of **Procter & Gamble Health Limited (“the Company”)** pursuant to Section 108 of the Companies Act, 2013 read with Rules made there under to scrutinize the electronic voting (Remote e-Voting) and the electronic voting during the Annual General Meeting (e-Voting) for the resolutions contained in the Notice of 57<sup>th</sup> Annual General Meeting (“Meeting or AGM”) of the Company (“Meeting” /“AGM”), submit my combined report as under:

1. The AGM was held in compliance with the various MCA Circulars and SEBI Circulars regarding holding of the “AGM” through Video Conferencing (VC)/Other Audio-Visual Means (OVAM) without the physical presence of the Members at a common venue.

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Tel No. +91 22 35501554. E-Mail: [info@dholakia-associates.com](mailto:info@dholakia-associates.com) LLPIN AAC 9552 GSTIN: 27AAKFD4117D1ZR

Scrutinizer’s Report–Combined (Remote e-Voting and e-Voting at AGM) –Procter & Gamble Health Limited - 57<sup>th</sup> AGM

**Managing Partner**  
**CS Nrupang B. Dholakia**  
B.Com., F.C.S., M.B.L., L.L.B., D.C.L., EP.CORP

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2. Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-voting (which includes remote e-Voting and the electronic voting during the AGM) by the Members on the resolutions proposed in the Notice convening the 57<sup>th</sup> AGM of the Company was the responsibility of the management. My responsibility as a scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner and render a combined scrutinizer's report on the voting to the Chairman on the resolutions.
3. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting during the AGM by electronics means (e-voting) was provided by National Securities Depository Limited ('NSDL').
4. The Members of the Company as on the "cut-off" date i.e., Thursday, November 28, 2024 were entitled to vote on the resolutions.
5. The remote e-voting period commenced on Saturday, November 30, 2024 at 9:00 a.m. (IST) and concluded on Wednesday, December 4, 2024 at 5:00 p.m. (IST).
6. The e-voting during the AGM was conducted online on the website of NSDL i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. The facility to vote through electronic voting system as stated in point 6 above had also been provided to facilitate voting for those Members who were present during the Meeting through VC/OAVM and has not participated in the Remote e-Voting to record their votes on the resolutions to be passed.
8. After the closure of the e-voting after 30 minutes of conclusion of AGM, the votes cast through e-voting during the AGM and through remote e-voting prior to the date of AGM were unblocked from the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) on Thursday, December 5, 2024 in the presence of two witnesses who are not in the employment of the Company.

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Scrutinizer's Report–Combined (Remote e-Voting and e-Voting at AGM) –Procter & Gamble Health Limited - 57<sup>th</sup> AGM

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9. I hereby submit a combined scrutinizer's report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 57<sup>th</sup> AGM based on the scrutiny of remote e-voting and the e-voting during the AGM and votes cast therein relying on the data downloaded from the electronic voting system of NSDL.
10. Members who had exercised their vote through Remote e-Voting were not allowed to vote during the AGM in compliance with Rule 20(4)(xi) of the Companies (Management and Administration) Rules, 2014.

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Scrutinizer's Report–Combined (Remote e-Voting and e-Voting at AGM) –Procter & Gamble Health Limited - 57<sup>th</sup> AGM



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11. The Combined Result (Remote e-Voting + e-Voting during the AGM) is as under:

1. **Item No 1: To receive, consider and adopt the Audited Balance Sheet as at June 30, 2024 and the Statement of Profit and Loss for the Financial Year ended on that date, together with the Reports of the Auditors and Directors thereon (Ordinary Resolution).**

Particulars	Number of Members who cast vote	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
<b>A. Remote e-Voting</b>		
Total Votes received	260	1,12,50,880
<b>Less:</b> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>260</b>	<b>1,12,50,880</b>
<b>B. e-Voting during the AGM</b>		
Total Votes received	5	1,307
<b>Less:</b> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>5</b>	<b>1,307</b>
<b>C. Combined (A+B)</b>		
Total Votes received	265	1,12,52,187
<b>Less:</b> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>265</b>	<b>1,12,52,187</b>

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Scrutinizer's Report–Combined (Remote e-Voting and e-Voting at AGM) –Procter & Gamble Health Limited - 57<sup>th</sup> AGM

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(i) Voted in favour of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
256	1,12,50,857	99.99
<b>B. e-Voting during the AGM</b>		
5	1,307	100
<b>C. Combined (A+B)</b>		
<b>261</b>	<b>1,12,52,164</b>	<b>99.99</b>

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
4	23	0.01
<b>B. e-Voting during the AGM</b>		
NIL	NIL	NIL
<b>C. Combined (A+B)</b>		
<b>4</b>	<b>23</b>	<b>0.01</b>

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Scrutinizer's Report–Combined (Remote e-Voting and e-Voting at AGM) –Procter & Gamble Health Limited - 57<sup>th</sup> AGM

Managing Partner  
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**2. Item No 2: To confirm payment of interim dividend and to declare Final Dividend for the Financial Year ended June 30, 2024 (Ordinary Resolution).**

Particulars	Number of Members who cast vote	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
<b>A. Remote e-Voting</b>		
Total Votes received	261	1,12,50,881
<b>Less:</b> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>261</b>	<b>1,12,50,881</b>
<b>B. e-Voting during the AGM</b>		
Total Votes received	5	1,307
<b>Less:</b> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>5</b>	<b>1,307</b>
<b>C. Combined (A+B)</b>		
Total Votes received	266	1,12,52,188
<b>Less:</b> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>266</b>	<b>1,12,52,188</b>

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Scrutinizer's Report–Combined (Remote e-Voting and e-Voting at AGM) –Procter & Gamble Health Limited - 57<sup>th</sup> AGM

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(i) Voted in favour of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
258	1,12,50,878	99.99
<b>B. e-Voting during the AGM</b>		
5	1,307	100
<b>C. Combined (A+B)</b>		
<b>263</b>	<b>1,12,52,185</b>	<b>99.99</b>

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
3	3	0.01
<b>B. e-Voting during the AGM</b>		
NIL	NIL	NIL
<b>C. Combined (A+B)</b>		
<b>3</b>	<b>3</b>	<b>0.01</b>

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Scrutinizer's Report–Combined (Remote e-Voting and e-Voting at AGM) –Procter & Gamble Health Limited - 57<sup>th</sup> AGM

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3. **Item No 3: To appoint a Director in place of Mr. Lokesh Chandak, (DIN:10083315), Executive Director, who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution).**

Particulars	Number of Members who cast vote	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
<b>A. Remote e-Voting</b>		
Total Votes received	262	1,12,50,881
<b>Less:</b> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>262</b>	<b>1,12,50,881</b>
<b>B. e-Voting during the AGM</b>		
Total Votes received	5	1,307
<b>Less:</b> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>5</b>	<b>1,307</b>
<b>C. Combined (A+B)</b>		
Total Votes received	267	1,12,52,188
<b>Less:</b> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>267</b>	<b>1,12,52,188</b>

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Scrutinizer's Report–Combined (Remote e-Voting and e-Voting at AGM) –Procter & Gamble Health Limited - 57<sup>th</sup> AGM

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Designated Partner  
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B. Com, A.C.S, L.L.B

(i) Voted in favour of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
193	1,08,44,854	96.39
<b>B. e-Voting during the AGM</b>		
5	1,307	100
<b>C. Combined (A+B)</b>		
<b>198</b>	<b>1,08,46,161</b>	<b>96.39</b>

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
69	4,06,027	3.61
<b>B. e-Voting during the AGM</b>		
NIL	NIL	NIL
<b>C. Combined (A+B)</b>		
<b>69</b>	<b>4,06,027</b>	<b>3.61</b>

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Tel No. +91 22 35501554. E-Mail: [info@dholakia-associates.com](mailto:info@dholakia-associates.com) LLPIN AAC 9552 GSTIN: 27AAKFD4117D1ZR

Scrutinizer's Report–Combined (Remote e-Voting and e-Voting at AGM) –Procter & Gamble Health Limited - 57<sup>th</sup> AGM

Managing Partner  
CS Nrupang B. Dholakia  
B.Com., F.C.S., M.B.L., L.L.B., D.C.L., EP.CORP

**DHOLAKIA & ASSOCIATES LLP**  
(COMPANY SECRETARIES)

Designated Partner  
CS Michelle Martin  
B. Com, A.C.S, L.L.B

**4. Item No 4: Ratification of remuneration payable to the Cost Auditor for the Financial Year 2024-25 (Ordinary Resolution).**

Particulars	Number of Members who cast vote	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
<b>A. Remote e-Voting</b>		
Total Votes received	260	1,12,50,767
<b>Less:</b> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>260</b>	<b>1,12,50,767</b>
<b>B. e-Voting during the AGM</b>		
Total Votes received	5	1,307
<b>Less:</b> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>5</b>	<b>1,307</b>
<b>C. Combined (A+B)</b>		
Total Votes received	265	1,12,52,074
<b>Less:</b> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>265</b>	<b>1,12,52,074</b>

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(i) Voted in favour of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
256	1,12,50,744	99.99
<b>B. e-Voting during the AGM</b>		
5	1,307	100
<b>C. Combined (A+B)</b>		
<b>261</b>	<b>1,12,52,051</b>	<b>99.99</b>

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
4	23	0.01
<b>B. e-Voting during the AGM</b>		
NIL	NIL	NIL
<b>C. Combined (A+B)</b>		
<b>4</b>	<b>23</b>	<b>0.01</b>

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**(COMPANY SECRETARIES)**

**Designated Partner**  
**CS Michelle Martin**  
B. Com, A.C.S, L.L.B

12. You may, accordingly, declare the results of the Remote e-Voting and e-Voting during AGM.
13. All the relevant records of Remote e-Voting and e-voting during AGM will be e-mailed to the Chairperson and the Company Secretary of the Company after the Chairperson considers, approves, and signs the minutes of the Annual General Meeting in compliance with Rule 20(4)(xv) of Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,

**NRUPANG** Digitally signed by  
**BHUMITRA** NRUPANG BHUMITRA  
**DHOLAKIA** DHOLAKIA  
**DHOLAKIA** Date: 2024.12.06  
16:58:29 +05'30'

**CS Nrupang B. Dholakia**  
**Managing Partner**  
**Dholakia & Associates LLP**  
**(Company Secretaries)**  
**FCS: 10032 CP No: 12884**

**UDIN: F010032F003293422**

**Place: Mumbai**

**Date: 6<sup>th</sup> December, 2024**

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