

Corporate Office:

Office No. 508-511, Sacred World, 5th Floor, Above Macdonald,
Vithal Rao Shivarkar Road, Wanowrie, Pune – 411040
Email: enquiry@cian.co, cianhealthcare@yahoo.co.in
Web: www.cian.co

Registered Office:

Milkat No. 16431, Block No. 1 from South Side, C.S. No. 227/10 3B,
Harpale Park, Opp. Berger Paint, Phursungi, Tal. Haveli, Dist. Pune - 412 308,
(Maharashtra) INDIA. Tele-Fax.: +91-20-26982792

Factory:

Kh. No.: 248, Village Sisona, Bhagwanpur, Roorkee, Haridwar,
Pin - 247 661. Uttarakhand, Tel.: 1332 235352

CIN: L24233PN2003PLC017563

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies Management and Administration) Rules, 2014)

To,

The Members of CIAN HEALTHCARE LIMITED,

Notice is hereby given pursuant to Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as “Rules”) (including any statutory modification, amendment or re-enactment thereof for the time being in force) Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015, as amended (SEBI Listing Regulations) and the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 3/2022 dated May 05, 2022, issued by the Ministry of Corporate Affairs (“General Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 277 and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) for seeking consent of members of Cian Healthcare Limited (“Company”) by way of a special resolution for the business appended below through postal ballot remote e-voting (“Postal Ballot/E-voting”).

The Explanatory Statement pursuant to Section 102 of “the Act” pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto for your consideration. The Postal Ballot Notice is also available on the website of the Company at www.cian.co

Pursuant to Rule 22(5) of Companies (Management and Administration) Rules 2014, (“the Rules”), the Board of Directors of our Company, at its meeting held on September 26, 2022, has appointed CS Sanam Umbargikar, Practicing Company Secretary (partner of DSM & Associates) as Scrutinizer for conducting the postal ballot (“only through Remote E-voting”) in a fair and transparent manner.

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Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has appointed National Securities Depository Limited (NSDL) as agency to provide remote e-voting facility for the Postal Ballot. The E-voting facility is available from **Thursday, September 29, 2022 from 9.00 a.m. (IST) up to 5.00 p.m. (IST) on Friday, October 28, 2022**. The E-Voting module will be blocked by NSDL at 5.00 p.m. on Friday, October 28, 2022 and voting shall not be allowed beyond the said date and time. The instructions for E-voting are given in notes forming part of this Notice.

Members should note that due to current extraordinary circumstances requiring social distancing to combat the spreading of the novel coronavirus (“COVID-19”) and in terms of the General Circulars issued by MCA, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section “instructions for remote e-voting” in this postal ballot notice (“Postal Ballot Notice”) to cast their vote electronically.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

Upon completion of the scrutiny of the Postal Ballot through E-voting, the data in a fair and transparent manner, the Scrutinizer will submit his report to the Chairperson or any person authorized by him. The results of the Postal Ballot through E-voting will be announced on or before Sunday, October 30, 2022 and shall be communicated to BSE Limited (“BSE”) where the equity shares of the Company are listed and will also be displayed on the Company’s website at www.cian.co and website of NSDL at www.evoting.nsdl.com.

The last date of E-voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

MIGRATION OF EQUITY SHARES OF THE COMPANY FROM BSE SME PLATFORM TO MAIN BOARD OF BSE LTD. (“BSE”)

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

Special Resolution:



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“RESOLVED THAT pursuant to the Regulation 277 and other relevant provisions, laid down in Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018; the applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s), amendment(s) or re- enactment(s) thereof, for the time being in force) and other applicable regulations/ guidelines notified by SEBI/ regulatory authorities from time to time for Migration to the Main Board of Stock Exchange, subject to the approval of Statutory authorities if any, the consent of the members of the Company be and is hereby accorded for migration of 2,49,95,764 (Two Crore Forty Nine Lakhs Ninety Five Thousand Seven Hundred Sixty Four) number of equity shares of Company having a face value of Rs 10/- (Rupees Ten) per equity shares which are currently listed on BSE- SME Platform to the Main Board of BSE Limited and upon Migration the said Equity Shares be get listed and traded on the Main Board of BSE, from the date to Migration and admitted to trade on BSE Main Board.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby authorized jointly and/or severally to deal with any Government or Semi-Government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for migration of the Company’s present listing of Equity Shares from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as may be necessary, expedient or desirable and to settle all questions or difficulties whatsoever that may arise in this regard.”

FOR CIAN HEALTHCARE LIMITED

MUNJAJI DHUMAL
Company Secretary & Compliance Officer
ACS: 65852

DATE: 26.09.2022



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NOTES: -

1. The explanatory statement pursuant to Section 102 & Section 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposed resolution is annexed herewith.
2. In terms of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) the item of business as set out in the notice is sought to be passed by Postal ballot.
3. CS Sanam Umbargikar, Practicing Company Secretary has been appointed as Scrutinizer for Conducting the Postal Ballot in accordance with the law in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to all the members, whose names appear in the register of members / list of beneficial owners, received from the depositories as on Friday, September 23, 2022 ("Cut-Off Date").
5. In terms of the MCA Circulars, the Postal Ballot Notice is being sent only by email to those members who have registered their email addresses with their depository participants or with the Company's Registrar & Share Transfer Agent. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their email Ids by sending an e-mail citing subject line as "**CIAN - Postal Ballot- Registration of e-mail Ids**" to Registrar and Transfer Agent of the Company, i.e., BIGSHARE SERVICES PRIVATE LIMITED at investor@bigshareonline.com or to the Company at cs@cian.co with name of registered shareholder(s), folio number(s)/DP Id/Client Id and no. of Equity Shares held from the email address they wish to register to enable them to exercise their vote on special business as set out in the Postal Ballot Notice through remote e-voting facility provided by NSDL.
6. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on cut-off date. A person who is not a shareholder on the cut-off date should treat this notice for information purpose only.
8. A Member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting.

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9. Resolution, if approved, by the members by means of Postal Ballot /E-Voting is deemed to have been passed at a General Meeting of the members and the last date of the E- Voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.
10. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to cs@cian.co

11. Voting through Electronic Means (“E-voting”)

In compliance with provisions of Section 108 & Section 110 of the Act read with Rule 20 and Rule 22 of the (Companies Management and Administration) Rules 2014, Regulation 44 of SEBI Listing Regulations and any other applicable provisions, the Company is pleased to offer remote e-voting facility to its members to cast their vote by electronic means through e-voting platform of (“NSDL”)

The E-voting facility is available at www.evoting.nsdl.com. The E-voting facility is available from Thursday, September 29, 2022 from 9.00 a.m. (IST) up to 5.00 p.m. (IST) on Friday, October 28, 2022. The E-Voting module will be blocked by NSDL at 5.00 p.m. on Friday, October 28, 2022 and voting shall not be allowed beyond the said date and time.

FOR CIAN HEALTHCARE LIMITED

MUNJAJI DHUMAL
Company Secretary & Compliance Officer
ACS: 65852

DATE: 26.09.2022



INSTRUCTION FOR REMOTE E-VOTING

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p>

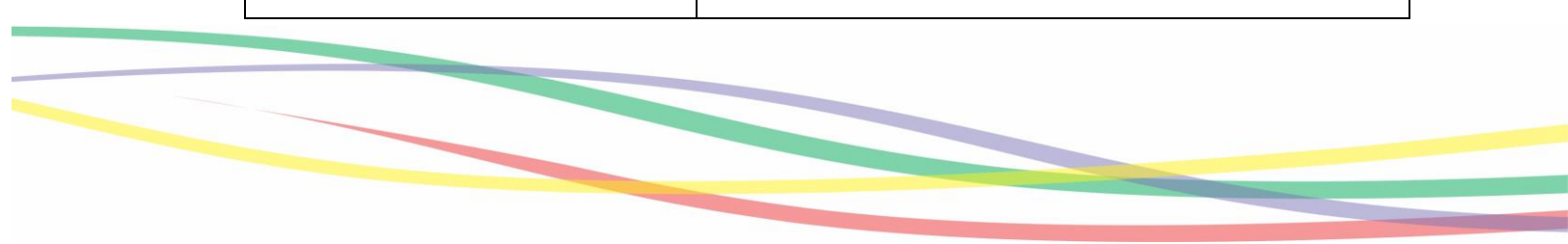


	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>



Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID

	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - How to retrieve your ‘initial password’?
 - If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanam.u@dsmcs.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mrs. Sarita Mote at evoting@nsdl.co.in

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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@cian.co
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@cian.co If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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Factory:

Kh. No.: 248, Village Sisona, Bhagwanpur, Roorkee, Haridwar,
Pin - 247 661. Uttarakhand, Tel.: 1332 235352

CIN: L24233PN2003PLC017563

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013.)

Currently, the Equity Shares of the Company are listed and traded on the SME Platform of BSE Limited for more than two years and the Paid-up Share Capital of the Company is more than Rupees Ten Crores and up to Rupees Twenty Five Crores. Hence, the Company is eligible to migrate to the Main Board of the Stock Exchanges, as per the procedures laid down under Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2018 and the Migration Policy of BSE Limited.

The proposed migration on the Main Board of BSE Limited will enhance the visibility and prestige of the Company and will also encourage the participation of small investors, increase the liquidity of the Equity Shares and expand the retail shareholder base. Therefore, the approval of the members is sought by way of a Special Resolutions for migration of the Company's present listing of Equity Shares from SME Platform of BSE Limited to the Main Board of BSE Limited.

Pursuant to Regulation 277 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, these Special Resolutions shall be acted upon if and only if the votes cast by the shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by the shareholders other than promoter shareholders against the proposal.

Mr. Suraj Shriniwas Zanwar and Mrs. Kavita Suraj Zanwar themselves and their relatives has pecuniary relationship to the extent they are Promoter – Shareholders of the Company.

The Board commends the Special resolution for member's approval. None of the Directors or Key Managerial Personnel or any of their relatives concerned or interested in the said resolution.

FOR CIAN HEALTHCARE LIMITED

MUNJAJI DHUMAL
Company Secretary & Compliance Officer
ACS: 65852

DATE: 26.09.2022