

MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M)

Email: cs.vmanda@gmail.com

"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302 019.

Scrutinizer's Report

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi)
of the Companies (Management and Administration) Rules, 2014]*

To,

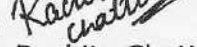
The Chairman of 34th Annual General Meeting of the members of **SHREE RAJASTHAN SYNTEX LIMITED** to be held on WEDNESDAY, 17th September, 2014 at the registered office of the Company at 'SRSL HOUSE' Pulla-Bhuwana Road, National Highway No. 8, Udaipur (Raj.)-313004.

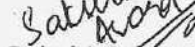
Dear Sir,

1. I, Manoj Maheshwari, Company Secretary in practice, have been appointed by the Company, "**Shree Rajasthan Syntex Limited**", Udaipur as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice to the 34th Annual General Meeting [AGM] of the members of the Company, to be held on Wednesday, 17th September, 2014 at the registered office of the Company at 'SRSL HOUSE' Pulla-Bhuwana Road, National Highway No. 8, Udaipur (Raj.)-313004.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rule related to voting through electronic means on the resolutions contained in the Notice to the 34th Annual General Meeting [AGM] of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" or abstained from voting on the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL.

Further to the above, I submit my report as under:-

- (i) The e-voting period remained open from Thursday, 11th September, 2014 (9:00 A.M.) and ends on Saturday, 13th September, 2014 (6:00 P.M.).
- (ii) The members of the Company as on the cut-off date i.e. Friday, 1st August, 2014 were entitled to vote on the resolutions (Ordinary Business being Item Nos. 1-4 and Special Business being Item Nos. 5-17 as set out in the Notice to the 34th AGM of the Company).
- (iii) The votes cast were unblocked on Monday 15th September, 2014 in presence of 2 witnesses, Ms. Rachita Chatter & Ms. Sakshi Arora, who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Signature: 
Name: Ms. Rachita Chatter

Signature: 
Name: Ms. Sakshi Arora

- (iv) The total number of equity shares outstanding as on 1st August, 2014 were 1,24,02,301. The details containing inter alia, total folios voted were 20, aggregating to 47,94,812 shares (38.66%) who voted "for", "against" or abstained from voting on each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. "<https://www.evotingindia.com>" and based on such reports generated, the result of the e-voting is as under:



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ORDINARY BUSINESS

Item No. 1:-

Ordinary Resolution to consider and adopt the Audited Financial Statement for the financial year ended 31st March, 2014 and the reports of Board of Directors and Auditor's thereon.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
47,94,312 (99.99%)	500 (0.01%)	--	47,94,812 (100%)

Item No. 2:-

Ordinary Resolution to declare Dividend on Ordinary Shares.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
47,94,312 (99.99%)	500 (0.01%)	--	47,94,812 (100%)

Item No. 3:-

Ordinary Resolution to appoint a Director in place of Mr. R. L. Kunawat (DIN: 00196938) who retires by rotation and being eligible offers himself for re-appointment.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
47,94,312 (99.99%)	500 (0.01%)	--	47,94,812 (100%)

Item No. 4:-

Ordinary Resolution to re-appoint the retiring auditors of the Company M/s. M. C. Bhandari & Co., Chartered Accountants, Jaipur to hold office from the conclusion of this AGM until the conclusion of the fourth consecutive AGM after the commencement of Companies Act, 2013.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
47,94,312 (99.99%)	500 (0.01%)	--	47,94,812 (100%)



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SPECIAL BUSINESS

Item No. 5:-

Ordinary Resolution to appoint Mr. Raj Singh Nirwan (DIN: 00313799) as an Independent Director.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
47,94,312 (99.99%)	500 (0.01%)	--	47,94,812 (100%)

Item No. 6:-

Ordinary Resolution to appoint Mr. Sunil Goyal (DIN: 00110601) as an Independent Director.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
47,94,312 (99.99%)	500 (0.01%)	--	47,94,812 (100%)

Item No. 7:-

Ordinary Resolution to appoint Mr. N.N. Agrawala (DIN: 00168211) as an Independent Director.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
47,94,312 (99.99%)	500 (0.01%)	--	47,94,812 (100%)

Item No. 8:-

Ordinary Resolution to appoint Mr. Ravinder Narain (DIN: 00059197) as an Independent Director.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
47,94,312 (99.99%)	500 (0.01%)	--	47,94,812 (100%)

Item No. 9:-

Ordinary Resolution to appoint Mr. Susheel Jain (DIN: 00378678) as an Independent Director.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
47,94,312 (99.99%)	500 (0.01%)	--	47,94,812 (100%)



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Item No. 10 :-

Ordinary Resolution to appoint Mrs. Amita Narain (DIN: 00017703) as an Independent Director.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
47,94,312 (99.99%)	500 (0.01%)	--	47,94,812 (100%)

Item No. 11:-

Special Resolution to approve borrowing powers in terms of Section 180(1)(c) of the Companies Act, 20

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
47,94,312 (99.99%)	500 (0.01%)	--	47,94,812 (100%)

Item No. 12:-

Special Resolution to approve transactions with Related Party u/s 188 of the Companies Act, 2013 with M/S Shree Shyam Distributors & Marketing Pvt. Ltd.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
39,76,988 (99.99%)	500 (0.01%)	8,17,324	47,94,812 (100%)

Item No. 13:-

Special Resolution to approve transactions with Related Party u/s 188 of the Companies Act, 2013 with M/S Rajasthan Yarn Syndicate.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
47,94,312 (99.99%)	500 (0.01%)	--	47,94,812 (100%)

Item No. 14:-

Special Resolution to approve transactions with Related Party u/s 188 of the Companies Act, 2013 with M/S V.K. Texchem Pvt. Ltd.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
43,49,441 (99.99%)	500 (0.01%)	4,44,871	47,94,812 (100%)



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Item No. 15:-

Special Resolution to approve transactions with Related Party u/s 188 of the Companies Act, 2013 with M/S Divine Fibres Pvt. Ltd.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
47,94,312 (99.99%)	500 (0.01%)	--	47,94,812 (100%)

Item No. 16:-

Special Resolution to confirm acceptance of Deposits from members and/or public under Section 73 of the Companies Act, 2013.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
47,94,312 (99.99%)	500 (0.01%)	--	47,94,812 (100%)


Item No. 17:-

Ordinary Resolution to confirm remuneration of the Cost Auditors for the financial year ending 31st March, 2015.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
47,94,312 (99.99%)	500 (0.01%)	--	47,94,812 (100%)

I am pleased to submit my report dated 15.09.2014 for your appropriate action and doing needful in the matter.

Thanking You,
Yours faithfully


CS Manoj Maheshwari,
Scrutinizer
FCS: 3355 C.P. No.: 1971



Place: Jaipur
Date: 15.09.2014

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FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman of the Meeting,
34th Annual General Meeting [AGM] of the shareholders of **SHREE RAJASTHAN SYNTEX LIMITED** to be held on Wednesday, 17th September, 2014 at 2.30 P.M. at the registered office of the Company at 'SRSL HOUSE' Pulla-Bhuwana Road, National Highway No. 8, Udaipur- 313 004 (Raj).

Dear Sir,

I, Manoj Maheshwari, Company Secretary in practice, appointed as a Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 34th AGM of the shareholders of **SHREE RAJASTHAN SYNTEX LIMITED**, held on Wednesday, 17th September, 2014 at 2.30 P.M. at the registered office of the Company at 'SRSL HOUSE' Pulla-Bhuwana Road, National Highway No. 8, Udaipur- 313 004 (Raj) submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in presence of members, with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid. However, votes cast by Mr. Narendra Nath Agrawala in his resolution is treated invalid, being interested.
4. The result of the Poll is as under:

(a) Resolution No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2014 and the Reports of the Directors and Auditor's thereon.

(i) Voted in **favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	12,696	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-



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(iii) Invalid votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(b) Resolution No. 2: To declare dividend on Ordinary Shares for the year ended 31st March, 2014.

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	12,696	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(c) Resolution No. 3: To appoint a Director in place of Mr. R. L. Kunawat (DIN: 00196938) who retires by rotation at this AGM and being eligible has offered himself for re-appointment.

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	12,696	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-



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(iii) Invalid votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(d) Resolution No. 4: To appoint M/s. M. C. Bhandari & Co., Chartered Accountants, Jaipur, who shall hold office from the conclusion this AGM till the conclusion of the fourth consecutive AGM.

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	12,696	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(e) Resolution No. 5: To appoint Mr. Raj Singh Nirwan (DIN: 00313799) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	12,696	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-



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(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(f) Resolution No. 6: To appoint Mr. Sunil Goyal (DIN: 00110601) as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	12,696	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(g) Resolution No. 7: To appoint Mr. N.N. Agrawala (DIN: 00168211) as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	9,312	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-



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(iii) Invalid votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
1	3,384

(h) Resolution No. 8: To appoint Mr. Ravinder Narain (DIN: 00059197) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	12,696	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(i) Resolution No. 9: To appoint Mr. Susheel Jain (DIN: 00378678) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	12,696	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-



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(iii) Invalid votes:

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
-	-

(j) Resolution No. 10: To appoint Mrs. Amita Narain (DIN: 00017703) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	12,696	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
-	-

(k) Resolution No. 11: To approve borrowing powers in terms of Section 180(1)(c) of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	12,696	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-



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(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(I) Resolution No. 12: To approve transactions with Related Party u/s 188 of the Companies Act, 2013 with M/S Shree Shyam Distributors & Marketing Pvt. Ltd.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	12,696	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(m) Resolution No. 13: To approve transactions with Related Party u/s 188 of the Companies Act, 2013 with M/S Rajasthan Yarn Syndicate.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	12,696	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-



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(ii) **Invalid votes:**

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(n) Resolution No. 14: To approve transactions with Related Party u/s 188 of the Companies Act, 2013 with M/S V.K. Texchem Pvt. Ltd.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	12,696	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid votes:**

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(o) Resolution No. 15: To approve transactions with Related Party u/s 188 of the Companies Act, 2013 with M/S Divine Fibres Pvt. Ltd.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	12,696	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-



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(iii) **Invalid votes:**

Total Number of Members (In person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(p) Resolution No. 16: To confirm acceptance of Deposits from members and/or public under Section 73 of the Companies Act, 2013.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	12,696	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid votes:**

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(q) Resolution No. 17: To confirm remuneration of the Cost Auditors for the financial year ending 31st March, 2015.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	12,696	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-



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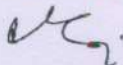
"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302 019.

(iii) **Invalid** votes:

Total Number of Members (In person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking You,
Yours Faithfully,



CS Manoj Maheshwari,
Scrutinizer
FCS: 3355 C.P. No.: 1971



Camp: Udaipur
Date: 17.09.2014